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Articles of merger
filed 6-30-72

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16 pgs.

3-14339 (F)

RYDER TRUCK LINES, INC.

Agreement of Merger between
RYDER TRUCK LINES, INC.,
A Fla. corp., and
BOYCE MOTOR LINES, INC.
a New York, corp., not
qualified to do business
within the State of Fla.
merging into and under the
name of RYDER TRUCK LINES,
INC., the cont. corp.

filed 6/30/72

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.

by _____ mp. on 6/30/72 _____

RICHARD (DICK) STONE
SECRETARY OF STATE

C T CORPORATION SYSTEM

June 27, 1972

RE: KIDDER TRUCK LINES, INC. (FLA)
Merging: BOYCE MOTOR LINES, INC. (TX)

Clerk: R. Beatty Chadwick, Asst. Gen. Clk
International Utilities
1500 Walnut St.
Pella, Ia. 50102

Secretary of State
Corporation Department
Tallahassee, Fla. 32304

Att: Mrs. ~~Jordan~~ Rushing

EFFECTIVE DATE
6/30/72

Dear Mrs. ~~Jordan~~ Rushing:

Pursuant to the instructions of counsel, we enclose Agreement of Merger between the above corporations in which the Florida corporation is surviving. It is essential that this merger be filed Friday, June 30, 1972. Please furnish us with one certified copy of the Agreement of Merger upon completion of the filing.

After you have reviewed the enclosed merger, please telephone this office collect if there are any problems.

Our check in the amount of \$15.00 is enclosed. Please bill us for the certified copy.

Very truly yours,

C T CORPORATION SYSTEM

George Lewis
GEORGE LEWIS
Assistant Secretary

GL:mg
Encls.

Mrs Rushing
Thank you for your assistance
Brook
9/1/72
#1137
11000
6-30-72

FILED
JUN 28 1972
TALLAHASSEE, FLA.

C. TAX
FILING 15
R. AGENT
C. COPY
TOTAL 15
N. BANK
BALANCE DUE \$10
REFUND
PHOTO COPY

for cc

JOINT PLAN AND AGREEMENT OF MERGER

JOINT PLAN AND AGREEMENT OF MERGER (herein called the "Plan and Agreement") made as of the 7th day of June, 1972, between RYDER TRUCK LINES, INC., a Florida corporation (herein sometimes called the "Surviving Corporation") and BOYCE MOTOR LINES, INC., a New York corporation (herein sometimes called the "Merging Corporation")

W I T N E S S E T H :

WHEREAS, Ryder Truck Lines, Inc. is the owner of all of the issued and outstanding shares of Boyce Motor Lines, Inc.; and

WHEREAS, Ryder Truck Lines, Inc. and Boyce Motor Lines, Inc. desire to merge into a single corporation; and

WHEREAS, the said Ryder Truck Lines, Inc. is a corporation organized under the laws of the State of Florida by the filing of its Certificate of Incorporation in the Office of the Secretary of State of Florida on February 27, 1967; and

WHEREAS, the said Boyce Motor Lines, Inc. is a corporation organized under the laws of the State of New York by the filing of its Certificate of Incorporation in the Office of the Secretary of State of New York on April 19, 1960; and

WHEREAS, the principal place of business of the said Ryder Truck Lines, Inc. is 2050 Kings Road, Jacksonville, Florida, and the name of its registered agent to accept service of process within the State of Florida is Earl N. Hoekenga, of 2050 Kings Road, Jacksonville, Florida; and

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JUN 30 8 18 AM '72
DEPT. OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the principal place of business of Boyce Motor Lines, Inc. in the State of New York is located at 800 South Main Street, Canandaigua, New York.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the said merger and the mode of carrying the same into effect, as follows:

1. Ryder Truck Lines, Inc. hereby merges into itself Boyce Motor Lines, Inc. and the said Boyce Motor Lines, Inc. shall be and hereby is merged into Ryder Truck Lines, Inc. which shall be the surviving corporation.

2. No change shall occur as a result of the merger with respect to the Certificate of Incorporation, By-Laws, shareholders, and directors of Ryder Truck Lines, Inc., which shall continue to govern the Surviving Corporation.

3. The general nature of the business to be transacted by the Surviving Corporation, without limitation or restriction of the powers of the said Surviving Corporation, shall be:

(a) To carry on the business of a transportation company by means of motor propelled vehicles, not usually used or operated over or upon fixed rails, used to transport persons or property over the public highways of the State of Florida and other states of the United States in conformity with the laws of the State of Florida, the several states and the United States, in which said business is conducted, or any subdivision thereof, and in conformity with the rules and regulations of the administrative bodies of the State of Florida, the several states and the United States, having the power of regulation, supervision and

control of motor transportation companies; to own, control, operate and manage trucks, truck-tractors, trailers, semi-trailers, automobiles, buses and other vehicles propelled by power other than muscular and not operated on fixed rails; to seek permission and obtain certificates of public convenience and necessity, permits, licenses or other character or type of franchises for the operation of such vehicles in the State of Florida and the several states of the United States in conformity with the laws of the State of Florida, the several states and the United States.

(b) To carry on the business of a transportation company by means of airplanes, hydroplanes, gliders, helicopters, or any other type of machines used to fly through the air, propelled by motor or otherwise, used to transport persons or property over the airways of the State of Florida, the several states and the United States, foreign countries and the oceans and seas of the world, in conformity with the laws of any sovereign state or nation, or subdivision thereof, having the power of regulation, supervision and control of air transportation companies.

(c) To carry on a general warehousing business, to receive for safekeeping or storage, goods, wares, merchandise, and property of all kinds; to take charge of and perform the duty of paying freights, charges, duties on, bonding, receiving, landing, hauling, and transferring all such goods, wares, and merchandise; to cause to be insured the owner or owners thereof against any loss of fire or water, whether in transit or storage; to advance money upon any property in its custody, or upon bills of lading, receipts, or certificates representing goods in storage elsewhere or in transit; to issue receipts or certificates for goods, wares, merchandise, or property to the owner or owners thereof, when such goods, wares, merchandise, or property are on the premises, or under the control of said corporation at the time of issuing such receipts or certificates.

(d) To erect, maintain, rent, own and operate buildings, warehouses, stations, storage places, garages, stores and filling stations.

(e) To own, control and operate all classes of vessels and watercraft.

(f) To transport, carry and convey for compensation, persons, goods, chattels, animals, merchandise, farm products and personal property of any kind or nature whatsoever not contrary to law.

(g) To acquire by purchase or otherwise own, hold, buy, convey, lease, mortgage, encumber or otherwise dispose of any and all kinds of personal or real property, licenses in and to real property for any purpose, to build, alter, purchase and manage, rent, lease or improve houses, apartments, hotels, stores, warehouses, storage warehouses, docks, wharves, filling stations, hangers and landing fields for aircraft.

(h) To conduct a general real estate agency or mercantile business and to act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real and personal property, services or any interest therein; and to act as agent, carrier, broker or attorney-in-fact for any person, firm or corporation in carrying, conveying, moving and transporting any and all kinds of raw material, farm products, livestock, manufactured products, goods, wares, merchandise and other personal property.

(i) To manufacture, buy, sell and deal in motor vehicles, trucks, tractors, trailers, boats, ships, vessels, airplanes and aircraft; to build, construct, maintain and operate plans for their manufacture and repair; and to lease motor vehicles and other means of conveyance in transportation as aforesaid.

(j) To promote and assist, financially or otherwise companies, syndicates and associations of all kind, and give any lawful guaranty in connection therewith, or otherwise, for the payment of money or for the performance of any obligations or any undertakings.

(k) To purchase, own, sell or otherwise acquire and deal in real or personal property of all kinds, and in particular, land, buildings, machines, vehicles, business concerns and undertakings, mortgages, charges, annuities, patents, licenses, permits, leases, shares, stocks debentures, securities and any interest in real and personal property, and any claims against such property or against any person or company, and to carry on any business concern or undertaking so acquired; and to establish and carry on any business not prohibited by law which may seem calculated to enhance the value of any of the rights or property of the corporation and to facilitate the disposition thereof.

(l) To advance or lend money, securities or assets of all kinds upon such terms as may be arranged.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the obtaining of any of the objects for the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business, necessary or incidental to the accomplishment of the purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in the Certificate of Incorporation or any amendment thereof.

4. The total number of shares of capital stock which may be issued by the Surviving Corporation is one hundred (100) shares with a nominal or par value of One Hundred (\$100.00) Dollars per share, all of which shall be common stock and shall be fully paid and non-assessable. All of such stock shall be paid for by cash, property, labor or services having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock so to be issued.

5. The capital of the Surviving Corporation shall not be less than \$500.

6. The principal place of business of the Surviving Corporation shall be at 2050 Kings Road, Jacksonville, Florida, with the privilege of having branch offices within and without the State of Florida.

7. The Surviving Corporation shall have perpetual existence.

8. The Board of Directors of the Surviving Corporation shall be five, but the By-Laws may provide for such increase or decrease in number as is authorized by law.

9. The names and addresses of the members of the Board of Directors of the Surviving Corporation shall be:

Robert H. Stier	1500 Walnut Street Philadelphia, Pa.
John G. Christy	1500 Walnut Street Philadelphia, Pa.
W. Doyle Beatenbough	2050 Kings Road Jacksonville, Fla.
Earl N. Hoekenga	2050 Kings Road Jacksonville, Fla.
H. Beatty Chadwick	1500 Walnut Street Philadelphia, Pa.

10. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights and every other interests of Ryder Truck Lines, Inc. and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of Ryder Truck Lines, Inc. and the Merging Corporation respectively.

11. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

12. Upon the merger becoming effective, the Surviving Corporation shall assume and shall be responsible for all of the liabilities and obligations of the Merging Corporation.

13. The manner and basis of dealing with the outstanding shares of capital stock of the constituent corporations shall be as follows:

(a) Each share of the capital stock of Ryder Truck Lines, Inc. outstanding at the effective date of the merger shall continue to be one share of the capital stock of the Surviving Corporation from and after the effective date of the merger;

(b) All of the shares of capital stock (whether or not issued and outstanding) of the Merging Corporation and all rights with respect thereto shall be eliminated and shall cease to exist at the effective date of the merger, and the certificates representing such shares shall be cancelled upon the surrender of such shares to the Surviving Corporation and no shares or other securities or obligations or cash of the Surviving Corporation shall be issued in exchange therefor; and

(c) Each share of the capital stock of the Surviving Corporation continuing outstanding in accordance herewith shall be duly and validly issued, fully paid and nonassessable.

14. To carry out this Plan and Agreement, the President or any Vice President, and the Secretary or any Assistant Secretary, of each constituent corporation upon approval of this Plan and Agreement by the shareholders of each constituent corporation, shall be vested with full authority to do and perform each and every act or thing necessary or proper to be done or performed in order to give effect to and to consummate this Plan and Agreement.

15. All charges and expenses necessarily involved in carrying out this Plan and Agreement shall be borne by the Surviving Corporation.

16. The assets and liabilities of the Merging Corporation as at the effective date of the merger, shall be taken up on the books of the Surviving Corporation as of June 30, 1972 at the amount at which they

shall be carried at that time on the books of the Merging Corporation. The resulting surplus, if any, shall be available for any purpose for which surplus may be used.

17. The merger contemplated herein shall become effective on June 30, 1972.

IN WITNESS WHEREOF, on the day and year first above written, the parties hereto have caused this Joint Plan and Agreement of Merger to be signed under seal by their duly authorized officers.

RYDER TRUCK LINES, INC.

By William H. Coard
Vice President

Attest H. B. Beatty Chadwick
Assistant Secretary

BOYCE MOTOR LINES, INC.

By William H. Coard
Vice President

Attest J. W. With
Assistant Secretary

STATE OF FLORIDA :
COUNTY OF DUVAL : SS.:

BE IT REMEMBERED that on this 7th day of June, 1972 personally came before me, a Notary Public in and for the County and State aforesaid, William H. Ovard, Vice President of Boyce Motor Lines, Inc., a corporation of the State of New York, and he duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Agreement of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Brace D West

Notary Public

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUGUST 13, 1975

STATE OF FLORIDA :
COUNTY OF DUVAL : SS.:

BE IT REMEMBERED that on this 7th day of June, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, William H. Ovard, Vice President of Ryder Truck Lines, Inc., a Florida corporation, and he duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Agreement of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUGUST 13, 1975

THE ABOVE PLAN AND AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Florida, and the Business Corporation Law of the State of New York, the Vice President of each Constituent Corporation does now hereby execute the said Plan and Agreement of Merger and the Secretary or Assistant Secretary of each Constituent Corporation does now hereby attest the said Plan and Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 7th day of June, 1972.

ATTEST:

RYDER TRUCK LINES, INC.

W. B. Graybeard
Assistant Secretary

By *William H. Grand*
Vice President

ATTEST:

BOYCE MOTOR LINES, INC.

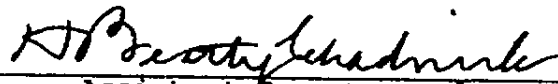
J. H. Wilk
Assistant Secretary

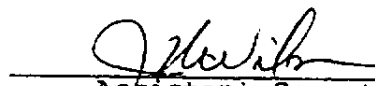
By *William H. Grand*
Vice President

CERTIFICATE OF MANNER OF ADOPTION OF
JOINT PLAN AND AGREEMENT OF MERGER

The undersigned, being, respectively, the Assistant Secretary of Ryder Truck Lines, Inc., a Florida corporation, and the Assistant Secretary of Boyce Motor Lines, Inc., a New York corporation, do hereby certify that the foregoing Joint Plan and Agreement of Merger after having been first duly signed on behalf of each of the Constituent Corporations was approved in writing by the sole shareholder of Boyce Motor Lines, Inc. on June 7, 1972, in accordance with the laws, Certificate of Incorporation and By-Laws governing such Corporation, and no vote of the sole shareholder of Ryder Truck Lines, Inc., the Surviving Corporation, was necessary to authorize the merger, pursuant to Section 608.20 (3) of the Florida General Corporation Law.

DATED: June 7, 1972


Assistant Secretary of
Ryder Truck Lines, Inc.


Assistant Secretary of
Boyce Motor Lines, Inc.