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Articles of Merger
filed 2-9-70

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23 pgs.

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RYDER TRUCK LINE^{CO}, INC.

Agreement of Merger merging
W. T. BYRNS MOTOR EXPRESS,
INC., a New York, not
qualified in Florida, into
above corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE. STATE OF FLORIDA.
by jl on 2/9/70

TOM ADAMS
SECRETARY OF STATE

FILED BY DAN R. SCHWARTZ
ATTORNEY AT LAW
1710 GOLF LIFE TOWER
JACKSONVILLE, FLA

FILED
MAR 9 9 38 AM '70
CLERK OF COURT
JACKSONVILLE, FLORIDA

MERGER BETWEEN RYDER TRUCK LINES, INC. AND W. T. BYRNE MOTOR EXPRESS, INC.

DAN R. SCHWARTZ
ATTORNEY AT LAW

SCHWARTZ, PROCTOR, BORGES & CAHILL
1710 GOLF LIFE TOWER
JACKSONVILLE, FLORIDA 32207

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TOTAL	15
N. BANE	
BALANCE DUE	
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CLERK OF COURT
JACKSONVILLE, FLORIDA

AGREEMENT OF MERGER made and entered into this 22nd day of December, 1969, by and between RYDER TRUCK LINES, INC., ("Ryder," also hereinafter sometimes called "surviving corporation"), a Florida corporation, and a majority of its directors, and W. T. BYRNS MOTOR EXPRESS, INC. ("Byrns"), a New York corporation, and a majority of its directors;

WHEREAS, Ryder and Byrns (hereinafter sometimes called the "constituent corporations") desire to merge pursuant to the provisions of Chapter 606, Florida Statutes, and Article 9 of the New York Business Corporation Law, in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, Ryder was incorporated and is existing under the laws of the State of Florida and has authorized capital stock consisting of 100 shares of common stock of the par value of \$100 each, of which 97 shares are now issued and outstanding and which are all owned by International Utilities, Inc., a Delaware corporation; and

WHEREAS, Byrns was incorporated and is existing under the laws of the State of New York and has an authorized capital stock consisting of 750 shares of common stock of the par value of \$100 each, of which 232 shares are now issued and outstanding, all of which are owned by Ryder;

NOW, THEREFORE, the constituent corporations, in consideration of the promises and of the mutual covenants, agreements and provisions hereinafter contained, by and between their respective Boards of Directors, have agreed and do hereby agree that Byrns be merged into Ryder, as the surviving corporation, pursuant to the applicable statutes of the States of Florida and New York, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

1. (a) Form and Charter of Incorporation of Surviving Corporation.

Except as the same may be amended by the terms and provisions of this Agreement, the Charter of Incorporation of Ryder, as amended and as set forth in Appendix A, attached hereto and made a part hereof, shall upon the effective date of the merger be the Charter of Incorporation of the surviving corporation.

The surviving corporation reserves the right to amend, alter, change,

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NEW YORK STATE
SECRETARY OF STATE

or repeal any provisions contained in such amended and restated Charter of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred upon the stockholders of the constituent corporations are granted subject to this reservation.

1. (b) Amount of Beginning Capital.

The amount of capital with which the surviving (continuing) corporation will begin business shall be not less than \$9,700.

2. By-Laws of Surviving Corporation.

The By-Laws of Ryder as they exist immediately prior to the effective date of the merger shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as provided therein.

3. Conversion of Shares of the Constituent Corporations.

(a) Inasmuch as Ryder owns all of the authorized, issued and outstanding shares of capital stock of Byrns, there shall be no change in the authorized capital stock or in the issued and outstanding shares of the surviving corporation.

(b) Forthwith upon the filing of this Agreement of Merger, as required by law, all issued and outstanding shares of the capital stock of Byrns shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

4. Officers and Directors.

Initially the Board of Directors of the surviving corporation shall consist of the persons who are the directors of Ryder immediately prior to the effective date of the merger, and such directors shall serve until the next annual meeting of stockholders of the surviving corporation or until their respective successors are duly elected and qualified. The names and street addresses of the members of the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
R. B. Stier	2050 Kings Road Jacksonville, Florida
H. N. Hosken	2050 Kings Road Jacksonville, Florida
J. G. Eisenstein	1500 Walnut Street Philadelphia, Pennsylvania
W. D. Bestarough	2050 Kings Road Jacksonville, Florida
A. S. Bennett	1500 Walnut Street Philadelphia, Pennsylvania

The persons who are officers of Byrns immediately prior to the effective date of the merger shall continue as such officers of the surviving corporation until the next annual meeting of stockholders or until their respective successors are duly elected or appointed, or until the Board of Directors shall otherwise determine. Other persons may be elected or appointed to other offices from time to time according to the By-Laws of the surviving corporation.

5. Expenses.

The surviving corporation shall pay all expenses of carrying into effect and consummating the merger.

6. Effect of Merger.

Upon the effective date of the merger, the separate existence of Byrns shall cease and Byrns shall be merged into the surviving corporation, in accordance with the provisions of this Agreement; and all the rights, privileges, powers and franchises and all property and assets of every kind and description of Byrns shall be vested in and be held and enjoyed by the surviving corporation, without further act or deed; and all the estates and interests of every kind of the constituent corporations, including all debts due to either of them on whatever account, shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate vested by deed or otherwise in either of the constituent corporations shall not revert or be in any way impaired by reason of this merger; and all rights of creditors and all liens upon any property of either of the constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

To the extent permitted by law, from time to time, as and when requested by the surviving corporation or its successors or assigns, Byrns shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and shall 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 Byrns acquired or to be acquired by reversion

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 Byrns or otherwise, to take any and all such action.

7. Effective Date.

This Agreement of Merger, upon approval by the stockholders of each of the constituent corporations, which approval shall be appended to this Agreement, shall be filed and recorded in accordance with the laws of the States of Florida and New York. The merger shall become effective on such date on or after January 1, 1970, as the Certificate of Merger shall be filed by the Department of State of New York. It shall be effective for accounting purposes as of January 1, 1970.

IN WITNESS WHEREOF W. T. Byrns Motor Express, Inc., and Ryder Truck Lines, Inc., pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by a majority of their respective directors and their corporate seals to be hereunto affixed, and attested by their respective Secretaries, as of the day and year hereinaabove written.

W. T. BYRNS MOTOR EXPRESS, INC.

By E. B. Hoenes
President

Attest:
A. Lentz
Secretary

R. H. Steier
Chairman of Board

W. H. Grand

(Corporate Seal)

A majority of the Board of Directors of W. T. Byrns Motor Express, Inc.

RYDER TRUCK LINES, INC.

By E. B. Hoenes
President

Attest:
A. Lentz
Secretary

J. M. ...
W. D. Beatman

(Corporate Seal)

R. H. Steier

A majority of the Board of Directors of Ryder Truck Lines, Inc.

CONSENT TO MERGER

The undersigned, being the sole shareholder of
W. T. Byrna Motor Express, Inc., a New York corporation,
hereby consents to the merger of W. T. Byrna Motor Express,
Inc. into Ryder Truck Lines, Inc., pursuant to the foregoing
Agreement of Merger.

RYDER TRUCK LINES, INC.

By *R. H. [Signature]*
Chairman of the Board

ATTEST:

A. Lent
Secretary

Dated: December 22, 1969.

(corporate seal)

CONSENT TO MERGER

The undersigned, being the sole shareholder of
Ryder Truck Lines, Inc., a Florida corporation, hereby
consents to the merger of W. T. Byrns Motor Express, Inc.,
into Ryder Truck Lines, Inc., pursuant to the foregoing
Agreement of Merger.

INTERNATIONAL UTILITIES, INC.

ATTEST:

H. Egau
Assistant Secretary

By

James J. Burke
Vice President

(corporate seal)

Dated: December 23, 1969

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct
copy of

Certificate of Incorporation

of

RYDER TRUCK LINES INC.

a corporation organized and existing under the Laws of the State of Florida,
filed on the 27th day of February A.D., 1967 as shown by the records
of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 3rd day of March
A.D. 1967.



A handwritten signature in cursive script, appearing to read "Tom Adams".

Secretary of State

APPENDIX A

CERTIFICATE OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

RYDER TRUCK LINES INC.,
(A FLORIDA CORPORATION)

ARTICLE II

The general nature of the business to be transacted 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, busses 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

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TALLAHASSEE, FLORIDA

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 all 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 which however 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, hangars 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 corporation 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 plants 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,

- 4 -

patents, licenses, permits, leases, shares, stocks, debentures, securities and any interest in real and personal property, and any claim against such property or against any person or company, and to carry on any business concerns 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 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 this Certificate of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The total number of shares of capital stock which may be issued by this 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 nonassessable. 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.

ARTICLE IV

The amount of capital with which this corporation shall commence business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The principal place of business of this corporation shall be at 2030 Kings Road, Jacksonville, Florida, with the privilege of having branch offices at any other place within and without the state of Florida.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The number of directors of this corporation shall be five (5) but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and addresses of the first Board of Directors who shall hold office for the first year, or until their successors are chosen and have qualified, shall be:

APPENDIX A

<u>Name</u>	<u>Address</u>
W. W. Keen Butcher	1500 Walnut Street Philadelphia, Pennsylvania
John M. Seabrook	1500 Walnut Street Philadelphia, Pennsylvania
Alden S. Bennett	1500 Walnut Street Philadelphia, Pennsylvania
R. H. Stier	2050 Kings Road Jacksonville, Florida
Earl W. Hockenga	2050 Kings Road Jacksonville, Florida

ARTICLE IX

The names and addresses of the officers who shall hold office for the first year, or until their successors are chosen and have qualified, shall be:

<u>Name</u>	<u>Address</u>
R. H. Stier	Chairman of the Board of Directors
Earl W. Hockenga	President
Jerry G. Rubenstein	Executive Vice President
F. Bertels, Jr.	Secretary-Treasurer

all of 2050 Kings Road, Jacksonville, Florida; but this article shall not be construed to prevent the Board of Directors from naming such other officers and agents as may be authorized by law.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida for the

uses and purposes aforesaid, this 14th day of February, 1967.

(s) R. H. Stier (SEAL)

(s) Jerry G. Rubenstein (SEAL)

(s) F. Bartels, Jr. (SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

BEFORE ME, the undersigned officer, authorized to administer oaths and take acknowledgements, personally appeared R. H. Stier, Jerry G. Rubenstein and F. Bartels, Jr., to me well known to be the persons who executed the foregoing Certificate of Incorporation, and each severally acknowledged before me that he signed the same for the uses and purposes therein stated.

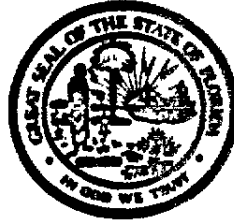
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 14th day of February, 1967.

/s/ PAXE S. PHILLIPS
NOTARY PUBLIC,
State of Florida at Large.

My Commission Expires January 7, 1970

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of
Certificate of Incorporation of RYDER TRUCK LINES INC. (A FLORIDA
CORPORATION), filed on the 27th day of February, A. D., 1967, and
Certificate of Amendment changing its corporate name to RYDER
TRUCK LINES, INC., a corporation organized and existing under
the Laws of the State of Florida, filed on the 7th day of
July, A. D., 1969, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida at Tallahassee, the Capital,
this the 7th day of July,
A.D. 19 69.



Tom Adams
Secretary of State

**CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
RYDER TRUCK LINES INC. (A FLORIDA CORPORATION)**

RYDER TRUCK LINES INC (A FLORIDA CORPORATION), under its corporate seal and the hands of its President, Earl N. Hoekenga, and Assistant Secretary, W. H. Ovard, hereby certifies that

I.

The Board of Directors of said corporation at a meeting called and held on June 21, 1969, adopted the following resolution:

"FURTHER RESOLVED, that effective June 30, 1969, the name of Ryder Truck Lines Inc. (A Florida Corporation) be changed to Ryder Truck Lines, Inc. and that the officers and directors be, and hereby are, empowered to take any action to implement this resolution".

II.

On June 27, 1969, the corporation has not commenced business, the amount of capital specified in its certificate of incorporation as the amount of capital with which it will commence business has not been paid in, and none of its corporate stock has been issued, and, therefore, the corporation has no stockholders.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary, this 27th day of June, 1969.

RYDER TRUCK LINES INC.
(A FLORIDA CORPORATION)

By /s/ Earl N. Hoekenga
Its President

(CORPORATE SEAL)

ATTEST: /s/ W. H. Ovard
Its Assistant Secretary

ENDIX A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DUVAL)

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgements of deeds, EARL N. HOEKENGA, President of Ryder Truck Lines Inc. (A Florida Corporation), and acknowledged that he executed the above and foregoing certificate of amendment as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 27th day of June, 1969.

/s/ Faye S. Phillips
Notary Public, State of Florida
at Large

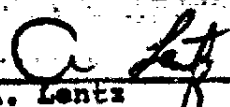
My Commission Expires: (SEAL)
NOTARY PUBLIC, STATE OF FLORIDA
at LARGE MY COMMISSION EXPIRES
JAN. 7, 1970 BONDED THROUGH FRED
W. DIESTELHORST

CERTIFICATION

I, A. LENTZ, Secretary of Ryder Truck Lines, Inc.,
a Florida corporation, hereby certify that the foregoing
Agreement of Merger was approved in writing by the holder of
all of the issued and outstanding stock of the corporation.

Dated: December 22, 1969.

(corporate seal)

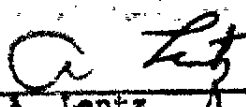

A. Lentz
Secretary of Ryder Truck Lines, Inc.

CERTIFICATION

I, A. LENTZ, Secretary of W. T. Byrns Motor Express,
Inc., a New York corporation, hereby certify that the foregoing
Agreement of Merger was approved in writing by the holder of
all of the issued and outstanding stock of the corporation.

Dated: December 22, 1969.

(corporate seal)

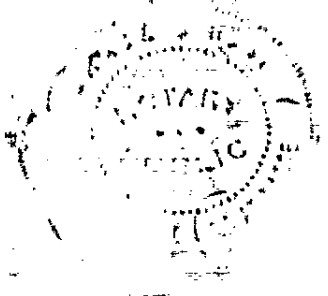

A. Lentz
Secretary of W. T. Byrns Motor
Express, Inc.

STATE OF FLORIDA)
COUNTY OF DUVAL)

SS

BEFORE ME, the undersigned officer, authorized to administer oaths and take acknowledgments, personally appeared EARL N. HOKKINGA, to me well known and known to be the president of Ryder Truck Lines, Inc., who acknowledged before me that the above and foregoing AGREEMENT OF MERGER is the act, deed and agreement of said corporation and that he signed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City of Jacksonville, Duval County, Florida, this 19th day of January, 1970.



Grace B. West

Notary Public, State of Florida at Large

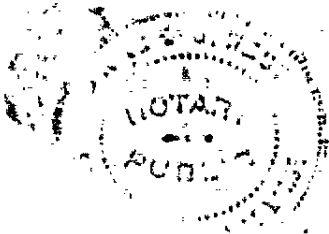
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires June 13, 1971
Bonded by American Fidelity & Guaranty Co.

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME, the undersigned officer, authorized to administer oaths and take acknowledgments, personally appeared EARL N. HOEKINGA, to me well known and known to be the president of W. T. Byrns Motor Express, Inc., who acknowledged before me that the above and foregoing AGREEMENT OF MERGER is the act, deed and agreement of said corporation and that he signed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City of Jacksonville, Duval County, Florida, this 19th day of January, 1970.



Gene B. West
Notary Public, State of Florida, at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires June 13, 1971
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