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Articles of Merger
Filed 1-14-71

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18 pgs.

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RYDER TRUCK LINES, INC.

Agreement of Merger between
RYDER TRUCK LINES, INC., a
Fla. corp., & PENNSYLVANIA
TRANSFER CO., a Penn. corp.
not qualified in Fla.,
merging into above corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by jm, on Jan 14, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

LAW OFFICES OF
MILAM, MARTIN & ADE
 1700 BARNETT BANK BUILDING
 JACKSONVILLE, FLORIDA 32201

GEORGE W. MILAM (1900-1967)
 RALPH N. MARTIN
 ARTHUR W. MILAM
 JAMES LADE
 WILLIAM O. BIRCHFIELD
 JOHN H. WILBUR
 L. PETER JOHNSON
 JOHN F. FARRIN
 JOHN C. SPENCER
 VIRGINIA O. BEVERLY
 RALPH R. WICKERSHAM

POST OFFICE BOX 88
 AREA CODE 904
 TELEPHONE 356-4311

January 12, 1971

The Honorable Richard Stone
 Secretary of State
 Capitol Building
 Tallahassee, Florida

Dear Mr. Stone:

Enclosed please find original and one copy of a Joint Plan and Agreement of Merger, whereby Pennsylvania Transfer Co., a Pennsylvania corporation, was merged into Ryder Truck Lines, Inc., a Florida corporation, as of July 1, 1969. Also enclosed please find our firm check in the amount of \$15.00 to cover the following:

Filing Fee	\$10.00
Certified Copy of Joint Plan and Agreement of Merger	5.00
	<u>\$15.00</u>

~~FOR THE RECORD~~

Please print the original Joint Plan and Agreement of Merger, certify the enclosed copy of said Plan and Agreement, and return the certified copy to us.

Very truly yours,

James L. Ade
 James L. Ade

JLA:st

Enclosures

C. TAX	
FILING	10.00
C. COPY	5.00
R. A. FEE	
P. C. Y.	
EXP.	15.00
DATE RECEIVED	
RE-UT	

Merger

JAN 15 1971
 23380 ***5JCC
 23200 ***10CC
 JAN 14 1 34 PM '71
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Not Qual. File

JOINT PLAN AND AGREEMENT OF MERGER

JOINT PLAN AND AGREEMENT OF MERGER (herein called the "Plan and Agreement") made as of the 1st day of July, 1969 between RYDER TRUCK LINES, INC., a Florida corporation (herein sometimes called the "Surviving Corporation") and PENNSYLVANIA TRANSFER CO., a Pennsylvania 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 Pennsylvania Transfer Co.; and

WHEREAS, Ryder Truck Lines, Inc. and Pennsylvania Transfer Co. 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 Pennsylvania Transfer Co. is a corporation organized under the laws of the Commonwealth of Pennsylvania by the filing of its Certificate of Incorporation in the Office of the Secretary of the Commonwealth of Pennsylvania in 1956; 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

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TALLAHASSEE, FLORIDA

within the State of Florida is Earl N. Hoekenga, of 2050 Kings Road, Jacksonville, Florida; and

WHEREAS the principal place of business of Pennsylvania Transfer Co. in the Commonwealth of Pennsylvania is located at 631 S. Cascade Street, New Castle, Pennsylvania.

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 Pennsylvania Transfer Co. and the said Pennsylvania Transfer Co. 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, 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 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 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, 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 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, merchandises 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, 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 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.

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 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.

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

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

Alden S. Bennett	1500 Walnut Street Philadelphia, Pa.
J. G. Rubenstein	1500 Walnut Street Philadelphia, Pa.
W. Doyle Beatenbough	2050 Kings Road Jacksonville, Florida
Earl N. Hoekenga	2050 Kings Road Jacksonville, Florida
Peter Keber	1500 Walnut Street Philadelphia, Pa.

10. The names and addresses of the officers of the Surviving Corporation who shall hold office until their successors are chosen and have qualified are:

Chairman and President	Earl N. Hoekenga
Executive Vice President	W. Doyle Beatenbough

Vice Presidents

F. S. Anderson
Donald G. Benton
Merrill A. Foster
D. H. Johnson
L. K. Johnson
J. J. O'Kelly
William H. Ovard
Kinsey Reeves
William R. Tickle
Duncan L. Cain

Secretary

Peter Keber

Treasurer

William H. Ovard

Assistant Secretaries

H. Beatty Chadwick
Trevor Crabtree
Alan Lentz
William H. Ovard
Ronald G. Peisel
J. R. Wilson

Assistant Treasurer

J. R. Wilson

Controller

Alan Lentz

The Board of Directors of the Surviving Corporation may name such other officers and agents as may be authorized by law.

11. 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 properties and every other interests of Ryder Truck Lines, Inc. and 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.

12. 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 Merging Corporation 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.

13. 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.

14. 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.

15. 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.

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

17. 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 July 1, 1969, 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.

18. The merger contemplated herein will become effective upon the filing of Articles of Merger with the Secretary of the

State of Florida and upon the filing of this Plan and Agreement,
duly executed and approved, with the Secretary of State of
Florida.

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 author-
ized officers.

PENNSYLVANIA TRANSFER CO.

RYDER TRUCK LINES, INC.

By W. H. Conrad
Vice President

By W. D. Breitenbach
Vice President

Attest: A. Lentz
Secretary

Attest: Alan Lentz
Assistant Secretary

STATE OF FLORIDA :
COUNTY OF *DUVAL* : SS.

BE IT REMEMBERED that on this *December 16, 1970*
personally came before me, a Notary Public in and for the County
and State aforesaid, *W. D. Bestenbough*, Vice President
of Kyder 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 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.

Faye S. Phillips
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA AT LAKELAND
MY COMMISSION EXPIRES JANUARY 7, 1974

COMMONWEALTH OF PENNSYLVANIA

58.

COUNTY OF PHILADELPHIA

BE IT REMEMBERED that on this *December 16, 1970*
personally came before me, a Notary Public in and for the County
and State aforesaid, *W. H. Veich* Vice President
of Pennsylvania Transfer Co., a corporation of the Commonwealth
of Pennsylvania 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 Secretary of said corpo-
ration 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.

John A. Phillips
Notary Public

NOTARY PUBLIC, STATE OF PENNSYLVANIA
MY COMMISSION EXPIRES JANUARY 7, 1971

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 Pennsylvania, 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 1st day of July, 1969.

Attest:

Oley Long
Assistant Secretary

Assistant Secretary

KYDER TRUCK LINES, INC.

By *W. D. Beatenburg*
Vice President

Vice President

Attest:

A Long
Secretary

Secretary

PENNSYLVANIA TRANSFER CO.

By *W. H. Ornd*
Vice President

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 Secretary of Pennsylvania Transfer Co., a Pennsylvania corporation, do hereby certify that the foregoing Joint Plan and Agreement of Merger after having been first duly signed on behalf of each the Constituent Corporations was approved in writing by the sole shareholder of each Constituent Corporation on July 1, 1969, each such action being taken in accordance with the laws, Articles of Incorporation and By-Laws governing each Constituent Corporation.

Dated: July 1, 1969

(Corporate Seal)


Assistant Secretary of
Ryder Truck Lines, Inc.

(Corporate Seal)


Secretary of
Pennsylvania Transfer

SECRETARY OF STATE
HARRISBURG, PENNSYLVANIA

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