

314339

Articles of Merger
filed 6-19-79

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11 pgs.

MERGER - A FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FLORIDA CORPORATION

A notification letter was mailed to:

Mr. Mark MacQueen
c/o C T CORPORATION SYSTEM
123 S. Broad St.
Philadelphia, PA 19109

Mailed: 1 Certified Copy
File Number: 103 Remittance Totaling: \$45.00

ALTO TRUCKING COMPANY, INC., a Pennsylvania Corporation not qualified in
Florida

-----merging into-----

RYDER TRUCK LINES, INC.

Charter Number: 314339

Filing Date: June 19, 1979

314339

Word Processing: June 20, 1979

By: rr



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
123 SOUTH BROAD STREET, PHILADELPHIA, PA. 19109 • (215) 735-7861

PERSONAL AND CONFIDENTIAL

June 14, 1979

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Attention: Mrs. Nettie Simms

RE: RYDER TRUCK LINES, INC. (FLA. DOM.)
Merging: ALTO TRUCKING COMPANY, INC. (PA. DOM.) *NDV*

Csl: Legal Department
IU International Corporation
Attn: Frank B. Baldwin, III, Attorney
1500 Walnut Street
Philadelphia, Pa. 19102

0 7 06-20-79 15.00
0 1 06-20-79 30.00

JUN 18 2 02 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dear Mrs. Simms:

Enclosed is Articles of Merger in duplicate for the above Florida corporation, together with our check in the amount of \$30.00. Please place the original on file and confirm filing to the undersigned.

Please affix your certification to the duplicate copy of Articles of Merger. Our check in the amount of \$15.00 is enclosed for your certification fees.

Please telephone the undersigned, Collect, if there is any reason the Articles cannot be filed.

We appreciate your assistance in this regard.

Very truly yours,

C T CORPORATION SYSTEM

Mark MacQueen prep

MARK MacQUEEN
Service Representative

MM/rip
Enc.

C. TAX
FILING 30
R. AGENT FEE
C. COPY 15
TOTAL 45
N. BANK
BALANCE DUE
REFOUND

MD

RF

103
10/6/79

ARTICLES OF MERGER
OF
ALTO TRUCKING COMPANY, INC.
INTO
RYDER TRUCK LINES, INC.

FILED
JUN 19 2 02 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.227 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER:

FIRST: Ryder Truck Lines, Inc., is a corporation organized under the laws of the State of Florida owning at least 90 percent of the shares of Alto Trucking Company, Inc., a corporation organized under the laws of the State of Pennsylvania.

SECOND: The following Plan of Merger was approved by resolution of the Board of Directors of Ryder Truck Lines, Inc.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the surviving corporation is:

Class	Number of Shares Outstanding	Number of Shares Outstanding
Common	240	1008

FOURTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation on the 18th day of January, 1979.

FIFTH: The effective date of the merger is upon filing.
SIGNED THIS 10th day of *June*, 1979.

RYDER TRUCK LINES, INC.

By: *T. L. Mainwaring*
T. L. Mainwaring
President

By: *H. Beatty Chadwick*
H. Beatty Chadwick
Assistant Secretary

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

The foregoing instrument was acknowledged before me this 13th day
of June, 1979, by T. L. Mainwaring, President of Ryder
Truck Lines, Inc., on behalf of the corporation.

My Commission Expires:

Rita F. Eby
Notary Public

RYTA F. EBY
Notary Public, Phila., Phila. Co.
My Commission Expires May 16, 1980

PLAN OF MERGER

PLAN OF MERGER, dated this 17 day of June, 1979,
pursuant to Section 902 of the Pennsylvania Business Corporation Law
and Section 72 of the Florida General Corporations Act, between
RYDER TRUCK LINES, INC., a Florida corporation (hereinafter referred
to as "Ryder"), and its wholly owned subsidiary ALTO TRUCKING
COMPANY, INC., a Pennsylvania corporation (hereinafter referred to
as "Alto").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a
single corporation to become effective upon filing; and

WHEREAS, Section 901(B) of the Pennsylvania Business Corpor-
ation Law authorizes the merger of a domestic corporation with and
into a foreign corporation; and

WHEREAS, Section 76 of the Florida General Corporations
Act authorizes the merger of a subsidiary corporation with and into
its parent corporation owning at least ninety per cent of its
shares; and

WHEREAS, Ryder has an authorized capital stock consisting of
100 shares of common stock, par value \$100, of which 97 shares are
now issued and outstanding; and

WHEREAS, Alto has an authorized capital stock consisting of 240
shares of common stock, par value \$100, all of which are now issued
and outstanding; and

WHEREAS, Ryder owns all 240 outstanding shares of Alto common stock; and

WHEREAS, the registered office of Ryder in the State of Florida is located at Room 1807, 100 Biscayne Boulevard, Miami, Florida, and the name of its registered agent at such address is C T Corporation System; and the registered office of Alto in the Commonwealth of Pennsylvania is located at 123 South Broad Street, Philadelphia, Pennsylvania, and the name of its registered agent at such address is CT Corporation System;

NOW, THEREFORE, the parties to this Plan of Merger in consideration of the mutual covenants, agreements and provisions herein-after contained, do hereby prescribe the terms and conditions of said mergers and mode of carrying the same into effect as follows:

FIRST: Ryder hereby merges into itself Alto, and Alto shall be and hereby is merged into Ryder, which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Ryder shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The outstanding shares of capital stock of each of the constituent corporations shall be affected as follows:

(a) Each share of the capital stock of Ryder which shall be issued and outstanding on the effective date of the merger provided for herein shall continue to be one share of the

capital stock of Ryder from and after the effective date of the merger;

(b) All of the shares of capital stock of Alto, whether or not issued and outstanding, and all rights with respect thereto shall be eliminated and shall cease to exist on the effective date of the merger provided for herein, and the certificates representing such shares shall be canceled upon the surrender of such shares to Ryder, and no shares or other securities or obligations or cash of Ryder shall be issued or paid in exchange therefor; and

(c) Each share of the capital stock of Ryder that remains outstanding as provided for herein shall be duly and validly issued, fully paid and nonassessable.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of Ryder as they shall exist on the effective date of the merger provided for herein shall remain in full force and effect until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Ryder shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) To carry out this Plan of Merger, the President or any Vice President and the Secretary or any Assistant Secretary of each constituent corporation upon approval of this

Plan of Merger 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 of Merger.

(d) The merger contemplated herein shall become effective upon filing.

(e) This Plan of Merger may be terminated at any time prior to the effective date of the merger contemplated herein by the Board of Directors of either of the constituent corporations, notwithstanding approval of the Plan of Merger by the stockholders of both or either of the constituent corporations.

(f) Ryder agrees that it may be served with process in the Commonwealth of Pennsylvania in any proceeding for enforcement of any obligation of Alto, as well as for enforcement of any obligation of Ryder arising from the merger.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these

presents to be duly executed on behalf of each party hereto as of the day and year first above written.

RYDER TRUCK LINES, INC.

By: *T. L. Mainwaring*
T. L. Mainwaring
President

ATTEST:

By: *H. Beatty Chadwick*
H. Beatty Chadwick
Assistant Secretary

ALTO TRUCKING COMPANY, INC.

By: *T. L. Mainwaring*
T. L. Mainwaring
Vice President

ATTEST:

By: *H. Beatty Chadwick*
H. Beatty Chadwick
Secretary