

314339

Articles of Merger

Filed 6-9-72

16 pgs.

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3-14339

RYDER TRUCK LINES, INC.

Agreement of Merger between
the above corporation and
VEHICLE EQUIP LEASE, INC.
a Pa. corp. not qualified
to do business in the State
of Fla., merging into and
and under the name of the

RYDER TRUCK LINES, INC.,
the cont. corp., filed
6/9/72

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by bc on 6/9/72

RICHARD (DICK) STONE
SECRETARY OF STATE

corp--1

Office of the Secretary of State
Tallahassee, Florida 32304

Re: Rydal Truck Lines, Inc.

Gentlemen:

Enclosed for filing for the above company are the following:

1. Joint Plan and Agreement of Merger
2. Check in the amount of \$15.00 to cover the filing fee.

Please forward the appropriate certificate to the undersigned.

Sincerely,

Dixie Toker
Dixie Toker

DT/alt
enc:

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15
BALANCE DUE	
RECEIVED	

*Good to
6-9-72*

JM-48 ? - 11220-00001500

Mrs

*Whole lot of
partly negative
here.*

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

JUN 9 3 50 PM '72

JOINT PLAN AND AGREEMENT OF MERGER

JOINT PLAN AND AGREEMENT OF MERGER (herein called the "Plan and Agreement") made as of the 29th day of October, 1971, between RYDER TRUCK LINES, INC., a Florida corporation (herein sometimes called the "Surviving Corporation") and VEHICLE EQUIP LEASE, INC., a Pennsylvania corporation (herein sometimes called the "Merging Corporation").

W I T N E S S E T H I

WHEREAS, Ryder Truck Lines, Inc. is the owner of all issued and outstanding shares of Vehicle Equip Lease, Inc.

WHEREAS, Ryder Truck Lines, Inc. and Vehicle Equip Lease, 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 Vehicle Equip Lease, Inc. 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 on March 15, 1961; 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

DEPARTMENT OF STATE
MUNICIPAL BUILDING
HARRISBURG, PENNSYLVANIA
OCT 31 1971
FILED

WHEREAS, the principal place of business of Vehicle Equip Lease, Inc. in the Commonwealth of Pennsylvania is located at 1010 Lincoln Highway, Irwin, 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 Vehicle Equip Lease, Inc. and the said Vehicle Equip Lease, 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, 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.

(h) 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 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 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 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:

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 October 31, 1971 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 will become effective upon the filing of Articles of Merger with the Secretary of State of

Pennsylvania 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 authorized officers.

RYDER TRUCK LINES, INC.

By W. H. Ovard
Vice President

Attest H. B. Bessy, handwrtk
Assistant Secretary

VEHICLE EQUIP LEASE, INC.

By W. H. Ovard
Vice President

Attest H. B. Bessy, handwrtk
Assistant Secretary

STATE OF *Pennsylvania* ss.:
COUNTY OF *Philadelphia*

BE IT REMEMBERED that on this *29th* day of *October*, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, *W. H. Ovard*, Vice President of Vehicle Equip Lease, Inc., 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 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.

Carol Anne Fisher
Notary Public

CAROL ANNE FISHER
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires August 18, 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 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 29th day of October, 1971.

ATTEST:

K. D. Bentley
Assistant Secretary

RYDER TRUCK LINES, INC.

By *W. H. Board*
Vice President

ATTEST:

K. D. Bentley
Assistant Secretary

VEHICLE EQUIP LEASE, INC.

By *W. H. Board*
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 Vehicle Equip Lease, Inc., 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 of the Constituent Corporations was approved in writing by the sole shareholder of Vehicle Equip Lease, Inc. on October 29, 1971, in accordance with the laws, Articles 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: October 29, 1971

(CORPORATE SEAL)


Assistant Secretary of
Ryder Truck Lines, Inc.

(CORPORATE SEAL)


Assistant Secretary of
Vehicle Equip Lease, Inc.