

314339

Articles of Merger

500002537295--97

Filed 7-6-83, eff. 7-11-83

11 pgs.

ARTICLES OF MERGER + NAME CHANGE  
FOREIGN (NOT QUALIFIED) INTO A FLORIDA

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Merging: PACIFIC INTERMOUNTAIN EXPRESS CO., a Nevada  
Corporation, not qualified in Florida

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

RYDER TRUCK LINES, INC.

-----and changing name to-----

RYDER/P-I-E NATIONWIDE, INC.

Charter Number: 314339

Filing Date: July 6, 1983, effective July 11, 1983

314339

7/6 BC

Change # Only

VALIDATION ONLY

005 9707	7/11/83	35.00	6
005 9707	7/11/83	35.00	TL
005 9708	7/11/83	30.00	14
005 9708	7/11/83	30.00	TL

Requestor's Name  
*Dogwood, Towers, et al*

Address  
*118 1/2 E. Jefferson St.*

City *Callahan, Fla.* State *FL* ZIP *32302* Phone #

CORPORATION(S) NAME

*Pacific Intermountain Express Co.*

*into: Ryder Truck Lines, Inc.*

*#97*

*merger with change of name*

NOV FC  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 JUN - 8 PM 2:08

- PROFIT
- NON-PROFIT
- FOREIGN
- LIMITED PARTNERSHIP
- REINSTATEMENT
- CERTIFIED COPY
- WALK IN
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- OTHER
- PHOTO COPIES
- WILL WAIT
- MERGER
- MARK
- RESERVATION
- CERTIFICATE UNDER SEAL
- MAIL OUT
- CALL
- AFTER 4:30

*(4) See Letter*

Name *7-6-83*

Availability

Document Examiner *JA*

Updater *MHK* JUL 0 6 1983

Updater Verifier *JA* JUL 0 6 1983

Acknowledgment *SLW*

W.P. Verifier *W.P.*

CHARTER TAX/STAMP *6-83*

C. TAX

FILING *303:00 pm*

AGENT FEE

C. COPY *35*

TOTAL *65*

N. BANK

BALANCE DUE

REFUND

EFFECTIVE DATE *7-11-83*

*Call Donna if any problems*

*1 cc of merger*

*4 cus's of merger with special wording attached*

*227-7200*

<b>INTER OFFICE CORRESPONDENCE</b>		CITY AND DATE:	PHILADELPHIA	JULY 5, 1983
		FROM:	TIM O'CONNELL	
TO:	TALLAHASSEE REPRESENTATIVES		ATTN:	DONNA MILLER
COPIES TO:				
SUBJECT:	Ryder Truck Lines, Inc. (FL) Merging: Pacific Intermountain Express Co. (NV)			JUL 06 1983 JOB NO. (If Applicable) PH 29744-7

Enclosed please find the original and one copy of Articles of Merger for the above corporations. Please file and upon filing, obtain a certified copy of the Articles of Merger and return it to this office.

In addition, we will need four (4) Certificates from the Secretary of State of Florida stating the following: 1) That the Articles of Merger were filed on July 6, 1983 and shall become effective on July 11, 1983. 2) The survivor of the merger is Ryder Truck Lines, Inc. whose name will be changed on the effective date to Ryder/P-I-E Nationwide, Inc. and it shall be governed by the laws of the State of Florida. Please send such certificates via Federal Express to the following address: Ryder Truck Lines, Inc, Att: Chris Brown, 2050 Kings Road, Jacksonville, FL 32203.

We have enclosed our check for \$30.00 to cover the filing fee and cost of the certified copy. Please advance the necessary fees for the four (4) certificates.

EFFECTIVE DATE

7-1-83

FILED

JUL -6 PM 12:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
PACIFIC INTERMOUNTAIN EXPRESS CO.  
INTO  
RYDER TRUCK LINES, INC.

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.236 OF THE FLORIDA GENERAL CORPORATION ACT HEREBY EXECUTE THE FOLLOWING ARTICLES OF MERGER:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Ryder Truck Lines, Inc.	Florida
Pacific Intermountain Express Co.	Nevada

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Ryder Truck Lines, Inc. whose name shall be changed to Ryder/P-I-E Nationwide, Inc. and it shall be governed by the laws of the State of Florida.

FOURTH: The Plan of Merger is attached hereto as Exhibit A.

FIFTH: The Plan of Merger was adopted by the shareholders of Ryder Truck Lines, Inc., the undersigned Florida corporation, on the 27<sup>th</sup> day of June, 1983, and was adopted by the shareholders of Pacific Intermountain Express Co., the undersigned foreign corporation, on the 27<sup>th</sup> day of June, 1983.

SIXTH: All provisions of the laws of the State of Florida and the State of Nevada applicable to the Merger have been complied with.

SEVENTH: The merger shall be effective on July 11, 1963.  
Signed this 29th day of June, 1963.

HYDER TRUCK LINES, INC.

BY: Kenneth Reeves  
EXECUTIVE VICE PRESIDENT

BY: Harold G. Gresham  
SECRETARY

PACIFIC INTERMOUNTAIN EXPRESS CO.

BY: Jack E. Schang  
PRESIDENT

BY: Harold G. Gresham  
SECRETARY

STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me  
this 30th day of June, 1963, by Jack E. Schang  
President of Pacific Intermountain Express Co., on  
behalf of the Corporation.

My Commission Expires June 25, 1965.

Linda M. M... ..  
Notary Public

STATE OF *Florida* )  
 )  
COUNTY OF *Duval* )

The foregoing instrument was acknowledged before me this 20th  
day of June, 1983, by KINZEY REEVES, Exec. Vice President of  
Ryder Truck Lines, Inc., on behalf of the Corporation.

Notary Public, State of FLORIDA  
My Commission Expires May 6, 1985  
Bound This Day For - Houston, Tex.

My Commission Expires \_\_\_\_\_

*Violet J. Shulenberg*  
Notary Public

SEAL

EMMIT A

AGREEMENT AND PLAN OF MERGER

FILED

1983 JUL -6 PM 12:09

SECRETARY OF STATE  
TREASURER

AGREEMENT AND PLAN OF MERGER, made this 27<sup>th</sup> day of July, 1983, and between RYDER TRUCK LINES, INC., a Florida corporation (herein called "Survivor") and PACIFIC INTERMOUNTAIN EXPRESS CO., a Nevada corporation (herein called "Merging Corporation"), [Survivor and Merging Corporation are herein sometimes collectively called the "Constituent Corporations"].

BACKGROUND OF AGREEMENT

Survivor is a corporation organized under the laws of the State of Florida by its Articles of Incorporation which were filed on February 27, 1967. Survivor has an authorized capital of 100 shares of Common Stock, par value \$100.00 per share ("Survivor Stock"), of which 97 shares of Common Stock are now issued and outstanding. All of the issued and outstanding shares of Common Stock are owned by Ryder Transportation Services, Inc., a Delaware corporation (herein called "RTS").

Merging Corporation is a corporation organized under the laws of the State of Nevada by its Articles of Incorporation which were filed on May 3, 1940 and restated on October 15, 1964. It has an authorized capital of 5,000 shares of Common Stock, par value \$2.00 per share, of which 1,000 shares of Common Stock are now issued and outstanding. All of the issued and outstanding shares of Common Stock are owned by RTS.



The Board of Directors of each of the Constituent Corporations has determined that subject to the approval of, or an exemption from, the Interstate Commerce Commission, a merger of the Merging Corporation into Survivor and the name change of Survivor to Ryder/P-I-E Nationwide, Inc. is in the best interests of each of the parties hereto, and such parties desire to set forth herein their entire agreement respecting such merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, and in consideration of the mutual covenants herein contained agree as follows:

1. MERGER

The Constituent Corporations shall be and hereby are merged into a single corporation in accordance with the applicable provisions of the Nevada General Corporation Law and the Florida General Corporation Act by the Merging Corporation merging into Survivor. The separate existence of the Merging Corporation will cease upon the Effective Date of the merger (as hereinafter defined in Section 4 hereof), and Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits, franchises, patents, trademarks, registrations, and purposes of the Merging Corporation, both of a public and private nature, and all of its property, real and personal, tangible and intangible, wherever located, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the merger shall be vested,

or continued to be vested, in Survivor without further act or deed. All of the rights of, and liabilities and obligations to, creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired and the Merging Corporation shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions, and duties of the Merging Corporation shall attach to Survivor and be enforced against it to the same extent as if they had been incurred by it.

2. ARTICLES, BY-LAWS, DIRECTORS AND OFFICERS

2.1 The Articles of Incorporation of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this Merger, except that Article 1 of the Articles of Incorporation shall be amended and restated to read in its entirety as follows:

"1. The name of the corporation is  
Ryder/P-I-E Nationwide, Inc."

2.2 The By-Laws of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect, unless and until subsequently amended, as the By-Laws of the corporation surviving this Merger.

2.3 The Directors and Officers of the Survivor in office on the Effective Date of the Merger shall continue in office until their successors have been duly elected and qualified.

Survivor 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 provided for herein, and otherwise to carry out the intent and purposes hereof.

6. TERMINATION

Notwithstanding anything contained herein to the contrary, this Agreement and the Merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been signed by each of the Constituent Corporations and each Constituent Corporation has caused its corporate seal to be affixed hereto, all as of the day and year first above written.

RYDER TRUCK LINES, INC.

ATTEST: *H. D. ...*  
*Secretary*

(Corporate Seal)

By: *A. H. ...*  
PRESIDENT

PACIFIC INTERMOUNTAIN  
EXPRESS CO.

ATTEST: *H. D. ...*  
*Secretary*

(Corporate Seal)

By: *Jack E. Schang*  
PRESIDENT