

314 339

Articles of Merger (#2)

Filed 10-26-79

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(See microfilm for better copies.)

9 pgs.

**MERGE - A FOREIGN CORPORATION NOT QUALIFIED  
IN FLORIDA, INTO A FLORIDA CORPORATION**

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**M & M TRUCK LINES, INC., an Oklahoma Corporation** is qualified in Florida

merging into

**RYDER TRUCK LINES, INC.**

Charge Number: 314329

Filing Date: October 2, 1979

# CIT CORPORATION SYSTEM



Associated with The Corporation Trust Company  
123 SOUTH BROAD STREET PHILADELPHIA, PA 19102 (215) 733-7800

October 22, 1979

Secretary of State  
Division of Corporations  
The Capitol, Monroe St.  
Tallahassee, Fla 32304

710 10/29/79 11:33 AM ES  
006 1  
717 10/29/79 04:00 PM ES  
006 6

Att: Mrs. Stella Sims  
Personal and Confidential

Re: RYKER TRUCK LINES, INC. (FLA.)  
Mergins: M & M FREIGHT LINES, INC. (OKLA.)

Call: H. Bentley Chadwick, Asst Gen Counsel  
CIT INTERNATIONAL CORPORATION  
1308 Walnut St.  
Phila., Pa. 19102

OCT 29 10 10 AM '79  
STELLA SIMS

Dear Mrs. Sims:  
Pursuant to the instructions of counsel we enclose original and  
copies of minutes of merger between the above corporations.  
Please file on Friday, October 26, 1979 the after verifying the  
minutes with this office together with two certified copies of  
the articles of merger.  
We enclose our check in the amount of \$50.00 to cover the filing  
and

Very truly,  
CIT CORPORATION

FILED

OCT 26 10 18 AM 1949

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.234 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
M & M Freight Lines, Inc.	Oklahoma

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. and it shall be governed by the laws of the State of Florida.

FOURTH: The Plan of Merger is as follows:

PLAN OF MERGER

1. The name of the corporation proposing to merge is M & M Freight Lines, Inc. (hereinafter called the "Merging Corporation") and the State in which it is incorporated is Oklahoma.

The name of the corporation into which it proposes to merge is Ryder Truck Lines, Inc. (hereinafter called the "Surviving Corporation"), and the State in which it is incorporated is Florida.

2. The Certificate of Incorporation of Ryder Truck Lines, Inc. shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, and no change in the Certificate of Incorporation shall occur as a result of the merger.

3. No change shall occur as a result of the merger with respect to the By-Laws of Ryder Truck Lines, Inc., which shall continue to govern the Surviving Corporation.

4. 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 delivery or cause to be 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 invest 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 or otherwise to take any and all such action.

5. 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.

6. The manner and basis of dealing with the outstanding shares of capital stock of the Surviving Corporation and the Merging Corporation shall be as follows:

(a) Each share of the capital stock of Pyder 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 the 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 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 non-assessable.

7. To carry out this Plan of Merger, the President or any Vice President, and the Secretary or any Assistant Secretary, of each of the corporations, 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.

9. The merger contemplated herein will become effective upon the filing of Articles of Merger, duly executed and approved, with the Secretary of State of Florida and the Secretary of State of Oklahoma.

FIFTH: The Plan of Merger was adopted by the sole shareholder of Ryder Truck Lines, Inc., the undersigned Florida corporation, on the 11th day of September, 1979, and was adopted by the sole shareholder of M & M Freight Lines, Inc., the undersigned foreign corporation, on the 11th day of September, 1979.

SIXTH: All provisions of the law of the State of Florida and the State of Oklahoma applicable to the merger have been complied with.

SEVENTH: The merger will become effective upon the filing of the Articles of Merger, duly executed and approved with the Secretary of State of Florida and the Secretary of State of Oklahoma.

Signed this 27 day of September, 1979.

RYDER TRUCK LINES, INC.

By:

W. H. Ovard  
W. H. Ovard  
Senior Vice President

J. P. Wilson  
J. P. Wilson  
Assistant Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

ss.

Before me, Rebecca Ann Holliday, a Notary Public duly com-  
missioned, qualified and acting, within and for the said County and  
State, personally appeared W. H. Ovard, to me known to be the  
identical person who subscribed the name of the maker thereof to the  
foregoing instrument as its Senior Vice President and acknowledged  
to me that he executed the same as his free and voluntary act and  
deed, and as the free and voluntary act and deed of such corporation  
for the uses and purposes therein set forth.

In testimony whereof, I have hereunto set my hand and seal  
of office, on this 27th day of September, 1979.

*Rebecca Ann Holliday*  
Notary Public

My Commission Expires October 30, 1982



STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, Rebecca Ann Holliday, a Notary Public duly commissioned, qualified and acting, within and for the said County and State, personally appeared J. Wilson, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its Assistant Secretary and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

In testimony whereof, I have hereunto set my hand and seal of office, on this 27th day of September, 1979.

Rebecca Ann Holliday  
Notary Public

Commission Expires October 30, 1982