

314339

Articles of Merger  
filed 11-8-76

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10 pgs.

# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
123 SOUTH BROAD STREET, PHILADELPHIA, PA. 19103 - (215) 735-7861

November 5, 1976

Secretary of State  
Att: Mrs. Nettie Sims  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

NOV 8 2 21 PM 1976  
FLORIDA DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

\* 1 RE: RYDER TRUCK LINES, INC. (FLA)  
Merging: LOCKE INVESTMENTS, INC. (ARK)

\* 2 RE: RYDER TRUCK LINES, INC. (FLA)  
Merging: HOLT TRUCK LINE, INC. (ARK)  
MERCURY MOTORS INCORPORATED (ARK)

Csl: IU International Corporation  
Att: Anson W. H. Taylor, Jr., Gen. Csl.  
1500 Walnut Street  
Philadelphia, Pa. 19102

Dear Mrs. Sims:

As requested by counsel we enclose original and one copy of Articles of Merger for each of the above matters.

Please file merger number 1 first and immediately thereafter file merger number 2.

Please file on Monday, November 8, 1976 and notify the undersigned by collect telephone.

We enclose our checks in the amount of \$45.00 and \$60.00. Please certify the additional copy of each merger and forward to this office together with the usual evidence.

Very truly yours,

C T CORPORATION SYSTEM  
*George Lewis*  
GEORGE LEWIS  
Assistant Secretary

Stamp with fields: C FAX, TRANS 3.6, R AGENT, C COPY 15, INCL, ST. MARK, CHANGE, and other administrative markings.

GL:mc  
Encs.



## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

November 9, 1976

BRUCE A. SMATHERS  
SECRETARY OF STATE

George Lewis, Asst Sec.  
123 S. Broad Street  
Philadelphia, Pa. 19109

Telephone Number:  
904/488-3140

CHARTER NUMBER: 314339

SUBJECT: RYDER TRUCK LINES, INC. - Merger

This will acknowledge receipt of the following:

1. Check in the amount of \$45.00
2. Articles of Incorporation filed
3. Amendment to Articles of Incorporation filed
4. Articles of Merger or Consolidation filed November 8, 1976
5. Certificate of Withdrawal filed
6. Limited Partnership filed
7. Trademark Application filed
8. Application for qualification filed. It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
9. Reinstatement filed
10. Dissolution filed
11. Other:

ENCLOSED:

1. Certified Copy(ies)
2. Certificate(s) Under Seal
3. Photocopy(ies)
4. Other:

DIVISION OF CORPORATIONS

107  
CORP. 100 (Corp. 2)  
05/03/76

ARTICLES OF MERGER  
OF  
LOCKE INVESTMENTS, INC.  
INTO  
RYDER TRUCK LINES, INC.

AND  
FILED  
Nov 8 2 22 PM 1976  
FLORIDA DEPT. OF STATE  
CORPORATIONS DIVISION  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Section 75 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Locke Investments, Inc.	Arkansas
Ryder Truck Lines, Inc.	Florida

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

THIRD: The name of the surviving corporation is Ryder Truck Lines, Inc., and it is to be governed by the laws of the State of Florida.

FOURTH: The following Plan of Merger was duly approved and adopted by the board of directors and thereafter approved by the shareholder of the undersigned foreign corporation in the manner prescribed by the Arkansas Business Corporation Act on November 2, 1976, and was duly approved and adopted by the shareholder of the undersigned domestic corporation on October 4, 1976 in the manner prescribed by the Florida General Corporation Act:

PLAN OF MERGER

1. The name of the corporation proposing to merge is Locke Investments, Inc. (hereinafter called the "Merging Corporation") and the State in which it is incorporated is Arkansas.

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. Ryder Truck Lines, Inc. owns all of the issued and outstanding capital stock of Locke Investments, Inc.

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

4. No change shall occur as a result of the merger with respect to the By-Laws of Ryder Truck Lines, Inc.

5. 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 Cor-

poration 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.

6. 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.

7. 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 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 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.

8. 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 Arkansas. For accounting purposes, the merger contemplated herein will be effective as of October 29, 1976.

10. This Plan of Merger may be terminated at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida and the Secretary of State of Arkansas by the Board of Directors of the Merging Corporation or the Surviving Corporation, notwithstanding approval of the Plan of Merger by the stockholders of the Merging Corporation or the Surviving Corporation.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Locke Investments, Inc.	500
Ryder Truck Lines, Inc.	97

No shares of any class are entitled to vote as a class.

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Locke Investments, Inc.	500	None
Ryder Truck Lines, Inc.	97	None

No shares of any class are entitled to vote as a class.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 5th day of November, 1976.

LOCKE INVESTMENTS, INC.

RYDER TRUCK LINES, INC.

By M. Ellen Dixon  
Vice President

By St. P. ...  
Vice President

ATTEST: St. P. ...  
Secretary

ATTEST: Robert H. Steer  
Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF PHILADELPHIA :

I hereby certify on this 5th day of November, 1976 before me, an officer duly authorized in the Commonwealth aforesaid and in the County aforesaid to take acknowledgments, personally appeared M. Ellen Dixon and H. Beatty Chadwick, to me known and known to be the persons described in and who executed the foregoing instrument as Vice President and Secretary, respectively, of Locke Investments, Inc., an Arkansas corporation, and severally acknowledged before me that they executed the same as such officers in the name and on behalf of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 5th day of November, 1976.

  
Notary Public

MARIA O'CONNOR  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires March 31, 1980

COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF PHILADELPHIA :

I hereby certify on this 5th day of November, 1976  
before me, an officer duly authorized in the Commonwealth  
aforesaid and in the County aforesaid to take acknowledg-  
ments, personally appeared H. Beatty Chadwick and Robert H.  
Stier, to me known and known to be the persons described in  
and who executed the foregoing instrument as Vice President  
and Assistant Secretary, respectively, of Ryder Truck Lines,  
Inc., a Florida corporation, and severally acknowledged  
before me that they executed the same as such officers in  
the name and on behalf of said corporation.

WITNESS my hand and official seal in the county and  
state last aforesaid this 5th day of November, 1976.

Maria O'Connor  
Notary Public

MARIA O'CONNOR  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires March 31, 1980