

F03000002709

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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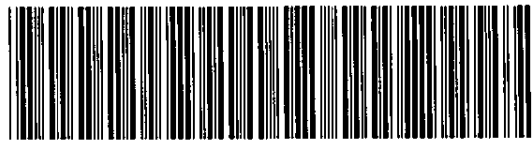
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DEPARTMENT OF STATE  
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15 MAY 12 PM 4:42  
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**DATE: 5/12/2015**

**NAME: XPO INTERMODAL SOLUTIONS, INC.**

**TYPE OF FILING: AMENDMENT**

**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: **Pacer Transportation Solutions, Inc.**

Name of Corporation

DOCUMENT NUMBER: **F03000002709**

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Firm/Company

Address

City/State and Zip Code

**vicki.neumiller@xpo.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at ( )  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

(Pursuant to s. 607.1504, F.S.)

F03000002709

15 MAY 12 AM 9:32

- (Name of corporation as it appears on the records of the Department of State)

- (Incorporated under laws of)

- (Date authorized to do business in Florida)

## SECTION II

- its jurisdiction of incorporation? April 10, 2015

- (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- (New duration)

- (New jurisdiction)

- (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Typed or printed name of person signing)

(Title of person signing)



Form 540 Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) 6OS-FILE (787-3453)  
www.OhioSecretaryofState.gov  
Bussen@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:  
Regular Filing (non expedite)  
P.O. Box 1328  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Certificate of Amendment**  
(For-Profit, Domestic Corporation)  
Filing Fee: \$50

Check appropriate box:

☒ Amendment to existing Articles of Incorporation (125-AMDS)

☐ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto:

Complete the following information:

Name of Corporation: Pacer Transportation Solutions, Inc.

Charter Number: 633875

Check one box below and provide information as required:

☒ The articles are hereby amended by the Incorporators. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

☐ The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)  
(In this space insert the number 1 through 10 to provide basis for adoption.)

☐ The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

Form 540

Page 1 of 2

Last Revised: 4/17/2014

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.



Signature

Rina Toivert, Assistant Secretary

By (if applicable)

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Pacer Transportation Solutions, Inc.Written Consent  
of the Sole Stockholder  
in lieu of a Meeting

April 7, 2015

Pacer International, Inc., a Tennessee corporation, being the sole stockholder of Pacer Transportation Solutions, Inc., an Ohio corporation (the "Corporation"), in accordance with Section 48-18-104 of the Tennessee Business Corporation Act, does hereby adopt the following resolutions by written consent in lieu of a meeting and direct the Secretary of the Corporation to place a copy of this consent in the minute book of the Corporation.

WHEREAS, the sole stockholder desires to change the name of the Corporation to "XPO Intermodal Solutions, Inc." (the "Name Change").

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Name Change be, and it is hereby approved and adopted; and further

RESOLVED, that the officers of the Corporation are hereby authorized to file Certificate of Amendment with the Ohio Secretary of State and do any and all acts and things and execute and file any and all instruments necessary and appropriate to effectuate the purpose and intent of these resolutions and the transactions contemplated by these resolutions.

RESOLVED, that all acts heretofore taken by any officer of the Corporation with respect to any matter related to or contemplated by the foregoing resolutions, and any acts previously performed in carrying out and promoting the purposes, objectives and interests of the Corporation from the time of the incorporation to date, be, and hereby are, approved, ratified, confirmed and made the acts and deeds of the Corporation.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above:

PACER INTERNATIONAL, INC.

by

Name: Gordon E. Deyens

Title: VP and Assistant Secretary

#633875 UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at  
Columbus, Ohio, this 16th day of  
May A.D. 2015

*Jon Husted*

JON HUSTED  
Secretary of State

By: *Dee J. Moore*

NOTICE: This is an official certification only when reproduced in red ink





DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/13/2015	201510300627	AMENDMENT TO ARTICLES (AMD)	50.00	100.00	0.00	0.00	5.00

**Receipt**

This is not a bill. Please do not remit payment.

NATIONAL SERVICE INFORMATION  
MARINA REEL  
145 BAKER STREET  
MARION, OH 43302

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted  
633875

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**XPO INTERMODAL SOLUTIONS, INC.**

and, that said business records show the filing and recording of:

Document(s)

**AMENDMENT TO ARTICLES**

Effective Date: 04/10/2015

Document No(s):

**201510300627**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
13th day of April, A.D. 2015.

**Ohio Secretary of State**