

H35034

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COACH TAXI V ACQUISITION, INC., a Texas corporation, not qualified in  
Florida

INTO

**METRO TRANSPORTATION SERVICES, INC.**, a Florida corporation, H35034

File date: June 2, 1997

Corporate Specialist: Joy Moon-French



**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

**H 35034**

Coach Taxi V  
Acquisition into  
Metro Transportation  
Services, Inc.

100002197181--6  
-06/02/97--01022--002  
\*\*\*\*122.50 \*\*\*\*122.50

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Name Reservation
- ☒ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

FILED  
97 JUN -2 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUN -2 AM 9:56

*Long*  
*Merger*  
*C.C.*

Signature \_\_\_\_\_

Requested by: KS

Name \_\_\_\_\_

Date 6/2

Time 9:25

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

8



ARTICLES OF MERGER OF COACH TAXI V ACQUISITION, INC.  
INTO  
METRO TRANSPORTATION SERVICES, INC.

FILED  
97 JUN -2 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the corporation described herein, desiring to effect a merger, sets forth the following:

ARTICLE I

The name of the corporation surviving the merger is:

Metro Transportation Services, Inc.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in Florida on December 21, 1984.

ARTICLE III

The name of the nonsurviving corporation is Coach Taxi V Acquisition, Inc.

The state of domicile of the nonsurviving corporation is Texas.

ARTICLE IV

The Plan of Merger, containing the information required by FSA § 607.1101, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on May 29<sup>th</sup> 1997. The number of votes cast for the merger was sufficient for approval.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:



The merger was approved by the shareholders on May <sup>29</sup>, 1997. The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger will be effective upon filing.

Date:

METRO TRANSPORTATION SERVICES, INC.

By: 

Martin Zilber, President,

COACH TAXI V ACQUISITION, INC.

By: 

V.P.

Jon M. Garfield V.P.



## **PLAN OF MERGER**

PLAN OF MERGER of METRO TRANSPORTATION SERVICES, INC., a Florida corporation (the "Surviving Corporation"), and COACH ACQUISITION V, INC., a Texas corporation (the "Absorbed Corporation").

### **1. MERGER**

1.1 The Absorbed Corporation shall be, as of the Effective Date (as defined in Section 1.3 hereof), merged into the Surviving Corporation, which Surviving Corporation shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of Florida.

1.2 The requisite documents shall be filed with the Florida Department of State in order to consummate the merger in accordance with the laws of Florida.

1.3 The merger shall become effective upon filing. The date upon which the merger shall become effective as defined by this Section 1.3 is referred to in this Plan as the "Effective Date."

### **2. NAME AND CONTINUED CORPORATE EXISTENCE OF SURVIVING CORPORATION**

2.1 The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the corporate name, identity, existence, purpose, powers, objects, franchises, rights and immunities of the Absorbed Corporation shall be wholly merged into the Surviving Corporation, which shall be fully vested therewith. On the Effective Date, the separate existence of the Absorbed Corporation, except insofar as continued by statute, shall cease.



### **3. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

3.1 On and after the Effective Date, the Articles of Incorporation of the Surviving Corporation (the "Articles") in effect on the Effective Date shall remain and be the Articles of the Surviving Corporation until the same shall be altered, amended or repealed, or until new Articles shall be adopted, in accordance with the provisions of law, the By-Laws or the Articles of the Surviving Corporation.

### **4. BY-LAWS OF SURVIVING CORPORATION**

4.1 On and after the Effective Date, the By-Laws of the Surviving Corporation in effect on the Effective Date shall remain and be the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions of law, the By-Laws or the Articles of the Surviving Corporation.

### **5. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

5.1 The number of directors of the Surviving Corporation shall be fixed by the By-Laws and may be altered from time to time as provided in the By-Laws or Articles of the Surviving Corporation and the directors of the Surviving Corporation in office prior to the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their successors shall have been duly elected and shall have qualified, or as otherwise provided in the Articles of the Surviving Corporation or its By-Laws.

5.2 The officers of the Surviving Corporation in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation and shall hold office until



their successors shall have been elected or appointed and shall have qualified, or as otherwise provided in the By-Laws of the Surviving Corporation.

## **6. CAPITAL STOCK OF SURVIVING CORPORATION**

6.1 The manner and basis of causing the shares of the Absorbed Corporation to constitute or be converted into shares of the Surviving Corporation shall be as follows: At the Effective Date, by virtue of the merger and without any action on the part of the holder of any capital stock of the Absorbed Corporation, each issued and outstanding share of common stock of the Absorbed Corporation shall be converted into one share of common stock of the Surviving Corporation.

## **7. CONVERSION OF METRO SHARES**

7.1 At the Effective Date, by virtue of the Merger and without any action on the part of any holder of any capital stock of Metro, each share of common stock of Metro issued and outstanding as of the Effective Date (the "Metro Stock") shall be converted into the right to receive, and become exchangeable for, its pro rata interest in the aggregate consideration payable to all holders of Metro Stock, which shall consist of 307,635 shares of common stock, par value \$.01 per share, of Coach USA, Inc., a Delaware corporation ("Coach").

## **8. ASSETS AND LIABILITIES**

8.1 On the Effective Date, all property, real, personal and mixed, and all debts due to the Surviving Corporation or the Absorbed Corporation on whatever account (except any debts owing by one of them to the other, which debts shall be canceled and discharged in full by the merger), and all and every other interest of or belonging to the Surviving Corporation or the Absorbed Corporation shall be taken by and deemed to be transferred to and vested in the



Surviving Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Surviving Corporation as it was of the Absorbed Corporation, and the title to any real estate or any interest therein, whether vested by deed or otherwise in the Surviving Corporation or the Absorbed Corporation, shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of the Absorbed Corporation or the Surviving Corporation shall be preserved unimpaired and any debts, liabilities, obligations and duties of the Absorbed Corporation shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with the creditors. Any action or proceeding pending by or against the Surviving Corporation or the Absorbed Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Absorbed Corporation. Officers and shareholders of the Surviving Corporation or the Absorbed Corporation shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken all 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, or its successors and assigns, title to and possession of all the aforesaid property and rights and to otherwise carry out the intent and purposes of this Agreement.