

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H080002819423)))



H080002819423ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : Florida Research & Filing Services, Inc.
Account Number : I20030000083
Phone : (850) 656-6446
Fax Number : (850) 942-6446

2008 DEC 31 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
2008 DEC 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RAPID WAYS TRUCK LEASING OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Mayer

Electronic Filing Menu

Corporate Filing Menu

Help

12-31-08

H08000281942

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Westfall-O'Dell Motors, Inc.	Missouri	00070411

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Rapid Ways Truck Leasing of Florida, Inc.	Florida	L34043

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/26/08.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/08.


The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

H08000281942

FILED
2008 DEC 31 PM 4:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H08000281942

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleWestfall-O'Dell Motors, Inc.Mark D. O'Dell, Exec VP & SecretaryRapid Ways Leasing of Florida, Inc.Mark D. O'Dell, Exec VP & Secretary

H08000281942

H08000281942

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated this 26th of December, 2008 (the "Plan of Merger") by and between Rapid Ways Truck Leasing of Florida, Inc., a Florida corporation ("RAPID WAYS"), and Westfall-O'Dell Motors, Inc., a Missouri corporation ("WESTFALL-O'DELL MOTORS") (RAPID WAYS and WESTFALL-O'DELL MOTORS are collectively referred to as the "Parties");

WITNESSETH THAT:

WHEREAS, the Parties desire to enter into an agreement providing for the merger of RAPID WAYS into WESTFALL-O'DELL MOTORS and for the outstanding interests of RAPID WAYS to be cancelled; and

WHEREAS, this Plan of Merger has been approved by the voting shareholders of WESTFALL-O'DELL MOTORS in accordance with the laws of Missouri; and

WHEREAS, this Plan of Merger has been adopted by the Board of Directors of RAPID WAYS in accordance with the laws of Florida;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

A. The Merger. At the Effective Time of the Merger (as such term is hereinafter defined), in accordance with the provisions of applicable law and the terms of this Plan of Merger, RAPID WAYS will be merged with and into WESTFALL-O'DELL MOTORS, with WESTFALL-O'DELL MOTORS surviving the Merger as the Surviving Corporation.

B. Effective Time of the Merger. Subject to the terms and conditions of this Plan of Merger, the Merger shall become effective the day on which Articles of Merger setting forth this Plan of Merger are filed with the Secretary of State of the State of Missouri.

The date and time when the Merger shall become effective as aforesaid are herein referred to as the "Effective Time of the Merger."

C. Articles of Incorporation, Bylaws, Directors, and Officers.

1. The Articles of Incorporation of WESTFALL-O'DELL MOTORS as in effect immediately prior to the Effective Time of the Merger will be the Articles of Incorporation of WESTFALL-O'DELL MOTORS from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Missouri.

2. The Bylaws of WESTFALL-O'DELL MOTORS as in effect immediately prior to the Effective Time of the Merger will be the Bylaws of WESTFALL-O'DELL MOTORS from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Missouri, the Articles of Incorporation and the Bylaws of WESTFALL-O'DELL MOTORS.

H08000281942

H08000281942

3. The directors and officers of WESTFALL-O'DELL MOTORS immediately prior to the Effective Time of the Merger will be the directors and officers of WESTFALL-O'DELL MOTORS from and after the Effective Time of the Merger, and each will hold his respective office or offices from and after the Effective Time of the Merger until his successor is elected and qualified or as otherwise provided in the Bylaws of WESTFALL-O'DELL MOTORS.

D. Manner and Basis of Converting Securities.

1. Except as provided in paragraph 3 below the manner and basis of converting the shares of stock of each of the merging corporations into shares of stock of WESTFALL-O'DELL MOTORS will be as follows:

(i) On the Effective Date, each share of the authorized \$10.00 par value Class A voting common stock of WESTFALL-O'DELL MOTORS, whether or not issued and outstanding, will continue to be one share of the \$10.00 par value Class A voting common stock of WESTFALL-O'DELL MOTORS.

(ii) On the Effective Date, each share of the authorized \$10.00 par value Class B non-voting common stock of WESTFALL-O'DELL MOTORS, whether or not issued and outstanding, will continue to be one share of the \$10.00 par value Class B non-voting common stock of WESTFALL-O'DELL MOTORS.

(iii) On the Effective Date, each of the shares of the no par value Class A voting common stock of RAPID WAYS that are issued and outstanding (whether or not these shares are in all respects validly issued) and owned of record will be converted into seven (7) share(s) of the presently authorized and unissued \$10.00 par value Class A voting common stock of WESTFALL-O'DELL MOTORS.

(iv) On the Effective Date, each of the shares of the no par value Class B non-voting common stock of RAPID WAYS that are issued and outstanding (whether or not these shares are in all respects validly issued) and owned of record will be converted into seven (7) share(s) of the presently authorized and unissued \$10.00 par value Class B non-voting common stock of WESTFALL-O'DELL MOTORS.

2. The exchange of shares of common stock of RAPID WAYS for shares of WESTFALL-O'DELL MOTORS common stock will take place on the Effective Date without any action on the part of the holders of the stock, and each outstanding stock certificate representing shares of common stock of RAPID WAYS will afterwards be deemed for all corporate purposes to evidence the ownership of the number of shares of common stock of WESTFALL-O'DELL MOTORS into which the RAPID WAYS shares will have been converted. When the holders of RAPID WAYS stock surrender their outstanding certificates of RAPID WAYS stock to the officers of WESTFALL-O'DELL MOTORS, these officers will issue new stock certificates showing ownership of WESTFALL-O'DELL MOTORS stock.

H08000281942

H08000281942

3. In lieu of receiving shares of WESTFALL-O'DELL MOTORS as described above, the O'Dell Martial Bequest Trust which owns twenty-five (25) shares of RAPID WAYS shall receive \$4,787.73 per share in cash, for a total of \$119,693.10.

E. Certain Effects of the Merger.

1. The separate existence and the organization of RAPID WAYS will cease at the Effective Time of the Merger, and thereupon WESTFALL-O'DELL MOTORS and RAPID WAYS will be a single entity, and the Merger will have all the other effects set forth in § 347.730, RSMo., and § 607.11101, Florida Statutes, including WESTFALL-O'DELL MOTORS shall thereupon and thereafter possess all the rights, privileges, immunities, powers, and franchises of RAPID WAYS; and all property, real, personal, and mixed and all debts due on whatever account, and all other choices in action, and all and every other interest, of or belonging to or due to RAPID WAYS shall be taken and deemed to be transferred to and vested in WESTFALL-O'DELL MOTORS without further act or deed; and the title to any real estate, or any interest therein vested in RAPID WAYS shall not revert or be in any way impaired by reason of the Merger.

2. For federal income tax purposes, the Merger is a reorganization which no taxable gain or loss is recognized pursuant to Section 368 and related sections of the Internal Revenue Code of 1986, as amended..

F. Consent to Service of Process. WESTFALL-O'DELL MOTORS agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of RAPID WAYS, as well as for enforcement of any obligation of WESTFALL-O'DELL MOTORS arising from the Merger. WESTFALL-O'DELL MOTORS hereby irrevocably appoints the Florida Department of State as its agent to accept service of process in any such proceeding, and hereby specifies the following address as the address to which a copy of such process is to be mailed by the Department of State:

WESTFALL-O'DELL MOTORS, INC.
Attention: President
1501 Kearney Rd
Excelsior Springs, MO 64024

IN WITNESS WHEREOF, each of the Parties has caused this Plan of Merger to be executed as of the date first written above.

WESTFALL-O'DELL MOTORS, INC., a
Missouri corporation

By: 

Name: Mark O'Dell

Title: Exec. Vice President & Secretary

ATTEST: 

Name

Cassandra L. Barker

Secretary

CC 2063928v2

H08000281942

H08000281942

**RAPID WAYS TRUCK LEASING OF
FLORIDA, INC., a Florida corporation**

By:


Name: Mark O'Dell

Title: Exec. Vice President & Secretary

ATTEST: 

Name Cassandra L. Barkle
Secretary

H08000281942