

144218

Florida Department of State  
Division of Corporations  
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.

((H11000102417 3))



H110001024173ABCR

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 : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1515

L. SELLERS

APR 19 2011

EXAMINER

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

11 APR 18 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
FLORIDA ROCK INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 APR 18 AM 10:34

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Server 4/18/2011 1:54:26 PM PAGE 2/007 Fax Server

ARTICLES OF MERGER  
 OF  
 KOALA ACQUISITIONS, LLC *M08-1482*  
 INTO  
 FLORIDA ROCK INDUSTRIES, INC. *144218*

April 15, 2011

In accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), Florida Rock Industries, Inc., a Florida corporation, does hereby deliver these Articles of Merger for the purpose of merging Koala Acquisitions, LLC, a Delaware limited liability company, with and into Florida Rock Industries, Inc. (the "Merger"), with Florida Rock Industries, Inc. being the surviving corporation in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by Florida Rock Industries, Inc. in accordance with the applicable provisions of Chapter 607 of the Act.
3. The Plan was approved by Koala Acquisitions, LLC in accordance with the applicable laws of the State of Delaware.
4. The Merger shall become effective at 11:59 p.m., Eastern Standard Time, on April 30, 2011.

[Signature Page Follows]


**FILED**  
 11 APR 18 AM 10:34  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Fax Server

4/18/2011 1:54:26 PM PAGE 3/007 Fax Server

Dated as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By:   
Name: Jerry F. Perkins Jr.  
Its: Vice President

Fax Server 4/18/2011 1:54:26 PM PAGE 4/007 Fax Server

Exhibit A

**Agreement and Plan of Merger**

See attached.

Fax Server

4/18/2011 1:54:26 PM PAGE 5/007

Fax Server

**AGREEMENT AND PLAN OF MERGER**

of

**KOALA ACQUISITIONS, LLC,  
a Delaware limited liability company**

into

**FLORIDA ROCK INDUSTRIES, INC.,  
A Florida corporation**

**April 15, 2011**

Pursuant to Sections 607.1108 of the Florida Business Corporation Act (the "Act"), Koala Acquisitions, LLC, a Delaware limited liability company, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

1. The names of the corporations that are parties to the merger are Koala Acquisitions, LLC, a Delaware limited liability company (the "Koala Acquisitions"), the subsidiary corporation, and Florida Rock Industries, Inc., a Florida corporation (the "Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, Koala Acquisitions shall be merged into Florida Rock (the "Merger").
2. The name of the surviving entity is Florida Rock Industries, Inc.
3. Florida Rock is and will be a corporation organized and existing under the laws of the State of Florida. Immediately prior to the Merger, Florida Rock owns one hundred percent (100%) of the outstanding membership interest of Koala Acquisitions.
4. The Merger shall become effective at 11:59 p.m., Eastern Standard Time, on April 30, 2011 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
  - (a) Florida Rock. By virtue of the Merger and without any action on the part of the holders thereof, the shares of common stock of Florida Rock then issued and outstanding will not be converted or altered in any manner and will remain outstanding as shares of common stock of Florida Rock. Without limiting the foregoing, the sole shareholder of Florida Rock immediately before the Effective Time will have the same number of shares of common stock in Florida Rock immediately thereafter.
  - (b) Koala Acquisitions. By virtue of the Merger and without any action on the part of the holder thereof, the membership interests of Koala Acquisitions held at the Effective Time of the Merger shall be cancelled,

Fax Server 4/18/2011 1:54:26 PM PAGE 6/007 Fax Server

and no consideration (in the form of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

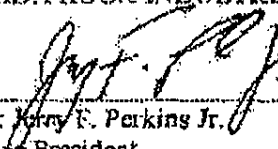
6. The street address of Florida Rock's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
7. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.

[Signature Page Follows]

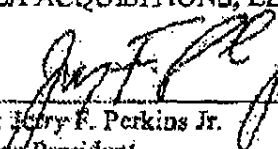
Fax Server 4/18/2011 1:54:26 PM PAGE 7/007 Fax Server

IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By:   
Name: Jerry F. Perkins Jr.  
Its: Vice President

KOALA ACQUISITIONS, LLC

By:   
Name: Jerry F. Perkins Jr.  
Its: Vice President