

144218

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
FLORIDA ROCK INDUSTRIES, INC.

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July 14, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA ROCK INDUSTRIES, INC.
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

SUBJECT: FLORIDA ROCK INDUSTRIES, INC.
REF: 144218

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

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Letter Number: 311A00016775

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. H. H. H.
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CARDINAL CONCRETE COMPANY
INTO
FLORIDA ROCK INDUSTRIES, INC.

July 14, 2011

In accordance with the provisions of Section 607.1105 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 Cardinal Concrete Company, a Virginia corporation, with and into Florida Rock Industries, Inc. (the "Merger"), with Florida Rock Industries, Inc. being the surviving corporation in the Merger.

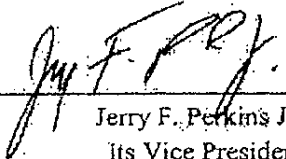
1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on July 31, 2011.
3. Shareholder approval of the Merger was not required pursuant to Section 607.1104(1)(a) of the Act.
4. The Plan was adopted by Unanimous Written Consent of the Board of Directors of Florida Rock Industries, Inc., on May 31, 2011.
5. The Plan was adopted by Unanimous Written Consent of the Board of Directors of Cardinal Concrete Company and Written Consent of the Sole Shareholder of Cardinal Concrete Company, both on May 31, 2011.

[Signature Page Follows]

Dated as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By: _____



Jerry F. Perkins Jr.
Its Vice President

Exhibit A

Agreement and Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

of

CARDINAL CONCRETE COMPANY,
a Virginia corporation

Into

FLORIDA ROCK INDUSTRIES, INC.,
A Florida corporation

July 14, 2011

Pursuant to Sections 607.1104 and 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 13.1-716 of the Virginia Stock Corporation Act (the "Virginia Act"), Cardinal Concrete Company, a Virginia corporation, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

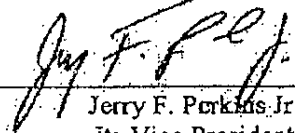
1. The names of the corporations that are parties to the merger are Cardinal Concrete Company, a Virginia corporation (the "Cardinal Concrete"), the subsidiary corporation, and Florida Rock Industries, Inc., a Florida corporation (the "Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, Cardinal Concrete 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 issued and outstanding capital stock of Cardinal Concrete. The holder of the shares of Cardinal Concrete is not required to vote with respect to the Merger.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on July 31, 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) Cardinal Concrete. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of Cardinal Concrete issued and outstanding at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in the Florida Rock or otherwise) shall be paid therefor.
6. The shareholders of Cardinal Concrete who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.
 7. Pursuant to Section 607.1104(b) of the Florida Act, Cardinal Concrete hereby waives the requirement that it be mailed a copy of the Plan at least thirty (30) days before the filing of the articles of merger.
 8. The street address of Florida Rock Industries, Inc.'s principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
 9. 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.

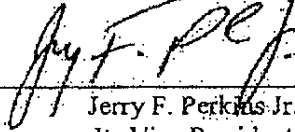
[Signature Page Follows]

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.

CARDINAL CONCRETE COMPANY

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

FLORIDA ROCK INDUSTRIES, INC.

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