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**Articles of Incorporation  
Filed: June 13, 1945**

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Certificate of Incorporation  
of *Ch. 70*  
Florida Rock Products  
Corporation

FILED IN OFFICE SECRETARY  
OF STATE OF THE STATE OF  
FLORIDA, THIS 13<sup>TH</sup> DAY OF  
*June* A. D. 19*40*  
R. A. GRAY,  
SECRETARY OF STATE

*GH*

LAW OFFICES

**MURKAY, MACFARLANE, JACKSON & FERGUSON**

FIRST NATIONAL BANK BUILDING

P.O. BOX 1891

TAMPA 1, FLORIDA

CABLE ADDRESS  
"MURKAY"

IN REPLY REFER TO

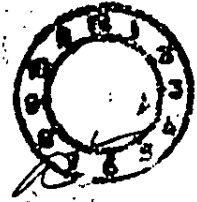
R. J. MURKAY  
HOWARD P. MACFARLANE  
WM. K. JACKSON  
J. HERNDON HANSBROUGH  
CHESTER H. FERGUSON  
THOMAS ALEXANDER  
T. PAINE KELLY, JR.  
FRANK P. INGRAM  
JOHN A. TWOMEY  
FRANCIS S. BULL  
MAYNARD RAMSEY

Howard P. Macfarlane

June 12, 1945

JUN 13 1945

Hon. R. A. Gray  
Secretary of State  
Tallahassee, Florida



Re: INCORPORATION OF FLORIDA  
ROCK PRODUCTS CORPORATION

Dear Mr. Gray:

You will find enclosed herewith original and one copy of the Certificate of Incorporation of Florida Rock Products Corporation.

Please certify the copy and return it to me.

You will also find enclosed herewith our check in the sum of \$109.00, in payment of charter tax and of your fees, which amount is arrived at as follows:

500 shares no par stock at 20% per share	\$100.00
To filing certificate of incorporation	5.00
To certified copy of certificate of incorporation - -	3.00
To filing certificate of designation of resident agent (to be supplied in future)	1.00
<b>Total - -</b>	<b>\$109.00</b>

If I have made an error in calculating the fees due your office, please let me know and I will be glad to straighten the matter out.

Yours very truly,

*Howard P. Macfarlane*

G. TAX	100.00
FILING	5.00
RES. AGENT FEE	1.00
COPY	3.00
TOTAL	109.00
PAID	109.00

CERTIFICATE OF INCORPORATION  
-of-  
FLORIDA ROCK PRODUCTS CORPORATION

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We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be FLORIDA ROCK PRODUCTS CORPORATION.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and carried on by this corporation and the objects and purposes proposed are as follows:

To lease, own and operate quarries for the mining of rock, and plants and mills for the refining and processing of rock and the manufacture and production of rock products; to build, maintain and operate all buildings, machinery, plant, equipment and facilities proper or necessary for such purposes, and to sell and dispose of rock and rock products of every description, either those produced by it from its own properties or those produced by others, and either as the owner thereof or as agent or broker of others.

To acquire, buy, hold, own, lease, work, develop, plat, divide, subdivide, improve, maintain, sell, convey, lease, mortgage, exchange, and otherwise deal in and dispose of real estate and/or personal property and all other kinds of property of whatsoever character or nature

whether real, personal or mixed, or any interest therein or right thereto, without limit as to amount.

To buy, sell, assign, convey and cancel liens upon real estate and personal property of every kind and character whatsoever; to act as broker or agent for the purchase, sale, lease and management of real estate and personal property and for the negotiation of loans thereon; to borrow and to lend money and to negotiate loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature and character, and to secure the same by mortgage upon its property or otherwise; to issue on commission, to subscribe for, to take, to acquire, to hold and to buy, sell, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority or of any corporation or individual.

To build, construct and repair houses, buildings, structures, warehouses, wharves, docks, bridges, bulkheads, sea walls, sewers, roads, sidewalks, ditches, drains and other public and private works and improvements, including the making of fills and the filling of low lands and tidal areas, either for itself or for others pursuant to contract; to make contracts with others for the performance of such works or any of them, or to procure the performance of such work for itself; to acquire, own, use and operate all machinery, appliances and equipment of whatsoever kind, proper or necessary, in connection with the carrying out of such projects.

To carry on in any and all of its respective branches the business of general contracting and/or engineering; to own and operate boats, boat lines and dredges; to make, dredge, deepen or widen channels and canals; to buy, sell, manufacture, trade and deal in machinery, tools, implements, steel, iron, granite, crushed rock, limerock, rock products, plaster, brick, lumber, shell, sand, lime, cement and every kind of building and roadbuilding machinery, material and supplies

whatsoever; to make any and all manner of river and harbor improvements; to engage in the building and repairing of vessels, ships, boats and craft of every nature, and to do all manner of marine construction and engineering work.

To own and operate public garages and gasoline stations for the storing, washing, greasing, rebuilding, repairing and repainting of automobiles, buses, trucks and tractors; to deal in any and all kinds of automobiles, buses, trucks, tractors, vessels, ships, boats and craft of every nature, either new or old, and to operate same either for private use or for hire; to buy and sell oil, gasoline and other petroleum products, automobile parts, accessories and all supplies used in connection with the automotive industry, and marine equipment and supplies of every kind and character.

To make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; to do and perform any other acts and things and to exercise any and all powers which now are or may hereafter be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinbefore specifically delegated or implied, as fully and to the same extent as a natural person might or could do.

### ARTICLE III.

#### CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock, without nominal or par value.

All of said stock shall be paid for in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for by the issuance of capital stock at a just valuation to be fixed by the Board of Directors at a meeting

called for that purpose.

#### ARTICLE IV.

##### AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be \$1000.00.

#### ARTICLE V.

##### CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI.

##### PRINCIPAL PLACE OF BUSINESS

The principal office of said corporation shall be at Tampa, Hillsborough County, Florida, but it shall have the right to establish branch offices at other places within or without the State of Florida and within or without the United States of America.

#### ARTICLE VII.

##### NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than three (3) nor more than ten (10). The number of directors to serve in any year shall be determined by the stockholders at their annual meeting prior to the election of directors to serve for such year.

#### ARTICLE VIII.

##### DIRECTORS

The name and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year of its existence or until their successors are elected and qualified shall be:



Howard P. Macfarlane      P. O. Box 1531, Tampa, Florida  
Frank P. Ingram            P. O. Box 1531, Tampa, Florida  
Delphin A. Arduengo       P. O. Box 1531, Tampa, Florida

#### ARTICLE IX.

##### OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents as may be fixed by the by-laws of the corporation, a Secretary, and a Treasurer, and such other officers, with such titles, as may be prescribed by the by-laws of the corporation, all of whom shall be elected by the Board of Directors, with such tenure of office, powers and duties as may be prescribed by the by-laws of the corporation or by the Board of Directors under the provisions of the by-laws of the corporation.

#### ARTICLE X.

##### SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are as follows:

Howard P. Macfarlane, P.O. Box 1531, Tampa, Florida,      1 share  
Frank P. Ingram,            P.O. Box 1531, Tampa, Florida,      1 share  
Delphin A. Arduengo, P.O. Box 1531, Tampa, Florida,      1 share

#### ARTICLE XI.

##### CORPORATE MEETINGS

Meetings of the Board of Directors and meetings of the Stockholders of this corporation may be held either within or without the State of Florida, subject to the terms and provisions of the by-laws of the corporation. The date of the annual meeting of the stockholders shall be fixed by the by-laws of the corporation.

ARTICLE XII.

SPECIAL CHARTER PROVISIONS

The original incorporators of this corporation shall have the right to and may after the organization of the same assign and deliver their subscriptions of stock herein to any other persons who may thereafter become subscribers to the capital stock of this corporation, who upon acceptance of such assignment shall stand in the place of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of this power.

The original by-laws of this corporation shall be adopted by the Board of Directors of the corporation by majority vote thereof. Thereafter said by-laws may be amended by the Board of Directors by a majority vote of the directors present, either at a regular meeting of said Board or at any special meeting called for such purpose.

The Board of Directors shall have full powers to specify the conditions upon which stock certificates to replace lost or destroyed stock certificates shall be issued.

IN WITNESS WHEREOF the incorporators above named have hereunto set our hands and seals this 11<sup>th</sup> day of June, 1945.

Howard P. McFarlane (SEAL)

Frank P. L. Brown (SEAL)

Delphin A. Peduenzo (SEAL)

STATE OF FLORIDA        )  
                                  )  
COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that before me, the under-  
signed authority, personally appeared HOWARD P. MAC-  
FARLANE, FRANK P. INGRAM and DELPHIN A. ARDUENGO, each  
of whom are well known to me to be the persons described  
in and who subscribed the foregoing certificate of in-  
corporation, who severally acknowledged before me that  
they executed the same freely and voluntarily for the  
uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa,  
Hillsborough County, Florida, this 11th day of June, 1945.

Andrew Hendrix

Notary Public State of Florida at Large

My commission expires: Apr 14, 1949