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**Articles of Amendment  
November 20, 1956**

**8 pgs.**

A - 44218 - 8

**FLORIDA ROCK PRODUCTS  
CORPORATION**

**AMENDING ARTICLE III INC CAP  
STOCK TO 15,000 sh com npv  
and amend ARTICLE VI chang  
princ place of business to  
JACKSONVILLE**

**FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by AHN on 20 Nov 1956**

**R. A. GRAY  
SECRETARY OF STATE**

**ADAIR, ULMER, MURCHISON, KENT & ASHBY**

BARNETT BANK BUILDING  
JACKSONVILLE 2, FLORIDA

TRING BUILDING  
WASHINGTON 6, D. C.

HENRY P. ADAIR (1883-1956)  
HERMAN ULMER  
CHARLES M. MURCHISON  
FREDERICK H. KENT  
CLARENCE G. ASHBY  
WM. ALONZO CARTER  
JOHN W. BALL  
HERMAN ULMER, JR.  
DAVIDSON R. DUNLAP  
ROBERT E. HARRIS  
MACON M. MARTIN  
W. SPERRY LEE  
JAMES S. TAYLOR

ADDRESS REPLY TO

Jacksonville, Florida  
November 19, 1956

RECEIVED

1956 NOV 20 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Re: Florida Rock Products Corporation

Dear Mr. Gray:

We hand you herewith in duplicate Certificate of Amendment to the Certificate of Incorporation of Florida Rock Products Corporation, together with our check in the amount of \$608.00. The Amendment increases the amount of authorized stock of no par value from 500 shares to 15,000 shares, on which we calculate the tax to be \$600.00. The remainder of the check is to cover a filing fee of \$5.00 and \$3.00 for a certified copy.

We will appreciate your filing the original Certificate of Amendment and having the duplicate certified and returned to us.

Sincerely,

C. TAX	600.00
FILING	10.00
R. AGENT FEE	
C. COPY	3.00
TOTAL	613.00
N. BANK	608.00
BALANCE DUE	5.00
REFUND	

*W.D. Lewis*

*5.00 Due*

WAC/mas  
Enclosures

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
FLORIDA ROCK PRODUCTS CORPORATION

RECEIVED  
NOV 20 PM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, THOMPSON S. BAKER, President, and H. M. BIRTLEY, Secretary  
of FLORIDA ROCK PRODUCTS CORPORATION, a Florida corporation, do hereby  
certify that the following is a true and correct copy of proposed amend-  
ment to the Certificate of Incorporation of said Corporation:

APPROVED AND FILED  
*H. M. Birtley*

The Certificate of Incorporation of this Corporation  
is hereby amended by striking out the present Articles III  
and VI and by substituting therefor new Articles III and  
VI reading as follows:

ARTICLE III  
CAPITAL STOCK

Section 1. The maximum number of shares which this  
corporation is authorized to have outstanding at any time  
shall be fifteen thousand (15,000) shares of common stock  
without nominal or par value.

Section 2. The holders of such shares from time to  
time outstanding shall not have any pre-emptive right to  
subscribe to or purchase any additional shares which this  
corporation may from time to time determine to issue.

Section 3. The Board of Directors of this corpora-  
tion, to the extent not prohibited by law, may determine  
the consideration for which any of such shares shall be  
issued.

Section 4. Each share of such stock is subject to the  
following restrictions upon transfer or hypothecation thereof:

(a) Such stock shall not be sold or transferred, except to this corporation or to one or more of the then existing shareholders thereof unless and until (1) the shareholder desiring to sell or transfer shall have first offered such shares for sale, in writing, to this corporation for cash at the price of \$100.00 per share plus ten (10) per centum per annum computed from October 1, 1956 to the date of such offer or, at the option of such shareholder, at a price equal to the book value of such shares as established by the last previous annual audit of the corporation's books and such offer shall have been declined by the corporation and (2) following such declination by the corporation the stockholder desiring to sell or transfer shall have offered such shares for sale, in writing, at the cash price determined as hereinabove set forth, to the other then existing shareholders pro rata in accordance with their then existing share holdings and such offer shall have been declined. Such offer to the other shareholders shall be deemed sufficiently made if a writing containing such offer be delivered to the President of the corporation at its principal office. Such offer may be accepted by such of the other stockholders as may desire to avail themselves of that privilege and each shall have the right to purchase that number of the shares so offered for sale which is in the same proportion to the entire number of shares so offered for sale as the stock ownership of each is to the number of shares owned by all of those desiring to purchase.

(b) Each of the offers required by subsections a(1) and (2) hereinabove, if not sooner accepted or expressly declined shall be deemed declined upon the expiration of fifteen (15) days from the making thereof and if the second

of said offers be not accepted within fifteen (15) days next following the making thereof the shareholder making such offer shall be free to sell or transfer the shares as offered without regard to those restrictions provided that, if not actually sold or transferred within sixty (60) days from the declination of such offer those restrictions shall again become applicable.

(c) No shareholder shall have the right to pledge or hypothecate any of the shares owned by him as security for any indebtedness or obligation unless the written consent of the then President of the corporation be first obtained to the terms of any such proposed pledge or hypothecation.

(d) The aforesaid restrictions shall be appurtenant to the shares of stock of the corporation and every person becoming a shareholder of the corporation shall by that act be deemed to have consented to be bound to said restriction.

(e) The restrictions aforesaid shall not apply, however, to any disposition of the stock of any shareholder by gift, inheritance, testamentary disposition or by way of distribution pursuant to any will or trust instrument to the beneficiary entitled thereto or to any sale by any stockholder to the spouse, lineal descendants or brothers or sisters of such stockholder but the stock shall be and remain subject to said restrictions in the hands of such donee, next of kin, testamentary or other beneficiary or purchaser.

(f) Said restrictions shall, however, be applicable in the event of the creation of any lien on any shares of the corporation's stock by operation of law, in the event of any levy and/or execution sale, or sale under any pledge or hypothecation or in the event that any of such shares become an asset of a bankrupt estate or a receivership, and

no creditor or purchaser at execution, bankruptcy or receivership sale or sale under any hypothecation or pledge shall acquire any rights in the shares of stock of this corporation unless opportunity to purchase shall have been given to the corporation and its other stockholders as provided in this Section.

(g) Each certificate representing shares of stock of this corporation shall have printed thereon a statement in substance as follows:

"The shares of stock represented by this certificate are subject to restrictions upon the sale or transfer thereof as set forth in ARTICLE III of the Certificate of Incorporation of the issuing corporation which is, by reference, made a part of this certificate."

#### ARTICLE VI

The principal office of the Corporation shall be at Jacksonville, Duval County, Florida.

And we do further certify that said amendment was duly approved by the Board of Directors of said Corporation at their meeting held November 14, 1956, was proposed by said Board of Directors to a meeting of the Stockholders of said Corporation on the same date immediately following said meeting of the Board of Directors, and that at said meeting of Stockholders the foregoing amendment was duly approved and adopted by all of the Stockholders entitled to vote thereon, being the holders of all of the outstanding capital stock of said Corporation.

WITNESS our hands and the seal of said Corporation this 14th day of November, 1956.

(Corporate Seal)



*Thompson S. Baker*  
(Thompson S. Baker)  
President

*H. M. Birtley*  
(H. M. Birtley)  
Secretary

STATE OF FLORIDA )  
                  ) ss  
COUNTY OF DUVAL )

This day personally appeared before me, a Notary Public,  
THOMPSON S. BAKER, President of Florida Rock Products Corporation, and  
acknowledged that he executed the foregoing Certificate of Amendment  
as such officer for and on behalf of said corporation after having been  
duly authorized to do so.

WITNESS my hand and official seal at Jacksonville in the  
County aforesaid this 14th day of November, 1956.

Burdette M. Hestrey  
Notary Public, State of Florida at  
Large.  
My Commission expires Notary Public, State of Florida at Large  
My Commission expires (11/21/1960)

STATE OF FLORIDA )  
                  ) ss  
COUNTY OF DUVAL )

This day personally appeared before me, a Notary Public,  
H. M. BIRTLEY, Secretary of Florida Rock Products Corporation, and  
acknowledged that he executed the foregoing Certificate of Amendment  
as such officer for and on behalf of said corporation after having been  
duly authorized to do so.

WITNESS my hand and official seal at Jacksonville in the  
County aforesaid this 14th day of November, 1956.

Burdette M. Hestrey  
Notary Public, State of Florida at  
Large.  
My Commission expires Notary Public, State of Florida at Large  
My Commission expires (11/21/1960)

