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Articles of Merger

**February 25, 1971, effective
February 28, 1971**

32 pgs.

A-44218 - Y

SHANDS & BAKER, INC.

Agreement of Merger between
SHANDS & BAKER, INC. &
SOUTHERN DOLOMITE & HICAL
CO. (B-89651) both Fla.
corps., merging into and
under the above corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by jm on Feb. 25, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

ULMER, MURCHISON, ASHBY & BALL

880 FLORIDA NATIONAL BANK BUILDING

POST OFFICE BOX 478

JACKSONVILLE, FLORIDA 32201

TELEPHONE 384-8882
AREA CODE 904

HERMAN ULMER
CHARLES H. MURCHISON
CLARENCE S. ASHBY
JOHN W. BALL
HERMAN ULMER, JR.
JAMES S. TAYLOR
JOHN D. CORSE
A. N. FOOTE, JR.
W. SPERRY LEE
LEWIS S. LEE
HAYWOOD M. BALL
GARY R. TULLIS
DENNIS J. LANAHAN, JR.
JOHN S. DUBB, IV
WILLIAM E. SCHEU, JR.
JERE D. MOWIN

February 23, 1971

Sold
2/25/71

Honorable Richard Stone
Secretary of State
The Capitol
Tallahassee, Florida 32304

FILED
FEB 25 10 13 AM '71
TALLAHASSEE, FLORIDA

Attention: Division of Corporations

Re: Shands & Baker, Inc. and Southern Dolomite & Hical Co. - Merger Agreement

Dear Sir:

We enclose herewith for immediate filing prior to the end of February 1971, an original Merger Agreement between Shands & Baker, inc. and Southern Dolomite & Hical Co., each Florida corporations, under which Shands & Baker, Inc. is the surviving corporation. An extra copy of the Merger Agreement is enclosed and you are requested to certify this copy and return it to us for our files. In addition, please furnish us with one copy of a Certificate Under Seal as to the effectiveness of the merger of Southern Dolomite & Hical Co. into Shands & Baker, Inc., the surviving corporation. You will note that the merger is effective, as set forth in paragraph 4 of the Merger Agreement, on the last day of February, 1971.

By copy of this letter we are forwarding directly to the Florida Revenue Commission Southern Dolomite & Hical Co.'s check in the amount of \$100.00 representing the payment of the capital stock taxes which would be due for the current year on behalf of Southern Dolomite & Hical Co.

CHARTER SECTION

C. TAX	
FILING	10.00
C. C. F.	8.00
R. A. F.	
P. C. Y.	
S. F. C.	
TOTAL	18.00
BALANCE	
REFUND	

Called 2/25/71
Wiley send mail
Page one corrections
with S.D. & H. Co.
m

Feb 28

cc
out-ans

cus

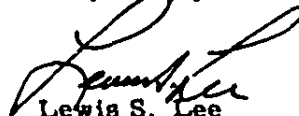
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227107**1000

Honorable Richard Stone
February 23, 1971
Page Two.

We are enclosing herewith our firm check in the amount of \$18.00 representing the following:

Filing Fee	\$10.00
Certified Copy of Agreement	5.00
Certificate Under Seal	<u>3.00</u>
Total	\$18.00

Very truly yours,


Lewis S. Lee
For the Firm

LSL/jd
Enclosures

cc: Florida Revenue Commission
(w/enc.)

MERGER AGREEMENT

THIS AGREEMENT made and entered into this 28th day of January, 1971 by and between SHANDS & BAKER, INC. and SOUTHERN DOLOMITE & HICAL CO., each Florida corporations, hereinafter collectively sometimes called the "Constituent Corporations".

Recitals

This is an agreement for the merger of the Constituent Corporations under the provisions of Chapter 608, Florida Statutes, in reliance upon Revenue Ruling 70-489, as published by the Internal Revenue Service of the United States of America.

Shands & Baker, Inc. is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 13, 1945. The authorized capital stock of Shands & Baker, Inc. consists of 2,000,000 shares of common stock, par value \$.10 per share. There are issued and outstanding 1,951,135 shares of said stock.

Southern Dolomite & Hical Co. is a corporation organized and existing under the laws of the State of Florida having been incorporated on February 3, 1965. The authorized capital stock of Southern Dolomite & Hical Co. consists of 330 shares of common stock, par value \$100 per share, all of which are issued and outstanding and are owned by Shands & Baker, Inc.

The Boards of Directors of Shands & Baker, Inc. and Southern Dolomite & Hical Co. have carefully examined (a) the audit reports relating to Southern Dolomite & Hical Co. for the year ending September 30, 1970, prepared by Arthur Young & Co., and (b) unaudited company financial reports, and it is hereby found:

1. The stock of Southern Dolomite & Hical Co. is worthless within the meaning of Section 165 of the Internal Revenue Code of the United States of America.

2. Southern Dolomite & Hical Co. is indebted to Shands & Baker, Inc. in a sum substantially in excess of the value of the assets of Southern Dolomite & Hical Co.;

and, therefore, the said Boards of Directors deem this merger desirable and in the best interest of the corporations and of their respective stockholders. The Board of Directors of Shands & Baker, Inc. has approved and adopted this Merger Agreement by resolution duly adopted by a majority of such Board of Directors, and have directed that this Merger Agreement be executed in its name and on its behalf, without the submission of this Merger Agreement to a vote of the stockholders of Shands & Baker, Inc., as permitted by Section 608.20(3), Florida Statutes, (Section 3 of Chapter 69-23, Laws of Florida, Acts of 1969) in that the Merger Agreement does not change the name or authorized shares of any class of stock or otherwise amend the Certificate of Incorporation of Shands & Baker, Inc., which is the surviving corporation, and the authorized but unissued shares of common stock, par value \$.10 per share, none of which are to be issued or delivered under the Merger Agreement, do not exceed fifteen (15%) per cent of the shares of the surviving corporation of the same class outstanding immediately prior to the effective date of the merger. The Board of Directors of Southern Dolomite & Hical Co. has approved this merger agreement by resolution duly adopted by a majority of the directors, and have directed that this Merger Agreement be submitted to its sole stockholder for adoption.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the Constituent Corporations agree that the terms and conditions of such merger and the conditions of carrying it into effect are, and shall be, as herein set forth:

1. Except as herein specifically set forth, the corporate existence of Shands & Baker, Inc. with all the purposes, powers and objects vested in or to it, shall continue unaffected and unimpaired by the merger, and the corporate identity and existence, with all the purposes and powers and objects of Southern Dolomite & Hical Co. shall be merged into Shands & Baker, Inc. and Shands & Baker, Inc. shall, as the corporation surviving the merger, be fully vested therewith. The separate existence and corporate organization of Southern Dolomite & Hical Co. shall cease as soon as the merger shall become effective as herein provided, and thereupon, Southern Dolomite & Hical Co. and Shands & Baker, Inc. shall be a single corporation, to-wit: Shands & Baker, Inc., such corporation being hereinafter sometimes referred to as the "Surviving Corporation".

2. The initial street address in the State of Florida of the principal office of the Surviving Corporation shall be 744 Riverside Avenue, Jacksonville, Florida 32204.

3. This agreement has been adopted by Shands & Baker, Inc., in accordance with the provisions of Section 608.20(3), Florida Statutes, (Section 3 of Chapter 69-23, Laws of Florida, Acts of 1969) and such fact shall be certified upon this Merger Agreement by the Secretary of Shands & Baker, Inc. under the seal thereof. This agreement shall continue in effect and the merger shall become effective if the agreement is adopted by the stockholders of Southern Dolomite & Hical Co. as provided herein.

in paragraph 13 hereof. Upon such adoption that fact shall be certified upon this Merger Agreement by the Secretary or Assistant Secretary of Southern Dolomite & Hical Co. under the seal thereof. Thereupon, complying with the General Corporation Laws of the State of Florida, this agreement shall be filed in the office of the Secretary of State of the State of Florida, in compliance with the provisions of Chapter 608, Florida Statutes.

4. The merger shall become effective on the last day of February, 1971. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

5. The Certificate of Incorporation of the Surviving Corporation shall be the present Certificate of Incorporation of Shands & Baker, Inc., except that the Surviving Corporation reserves the right to further amend, alter, change or repeal any provision contained in said Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders of the Surviving Corporation are granted subject to this reservation. A copy of said Certificate of Incorporation of Shands & Baker, Inc. is attached hereto marked "Exhibit A", and by this reference made a part hereof.

6. Upon the effective date of the merger, the by-laws of Shands & Baker, Inc. shall be the by-laws of the Surviving Corporation until the same shall thereafter be amended, altered or repealed in accordance with the laws of the State of Florida, the Certificate of Incorporation and said by-laws.

in paragraph 13 hereof. Upon such adoption that fact shall be certified upon this Merger Agreement by the Secretary or Assistant Secretary of Southern Dolomite & Hical Co. under the seal thereof. Thereupon, complying with the General Corporation Laws of the State of Florida, this agreement shall be filed in the office of the Secretary of State of the State of Florida, in compliance with the provisions of Chapter 608, Florida Statutes.

4. The merger shall become effective on the last day of February, 1971. The date when the merger becomes effective is sometimes here-in referred to as the "effective date of the merger".

5. The Certificate of Incorporation of the Surviving Corporation shall be the present Certificate of Incorporation of Shands & Baker, Inc., except that the Surviving Corporation reserves the right to further amend, alter, change or repeal any provision contained in said Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders of the Surviving Corporation are granted subject to this reservation. A copy of said Certificate of Incorporation of Shands & Baker, Inc. is attached hereto marked "Exhibit A", and by this reference made a part hereof.

6. Upon the effective date of the merger, the by-laws of Shands & Baker, Inc. shall be the by-laws of the Surviving Corporation until the same shall thereafter be amended, altered or repealed in accordance with the laws of the State of Florida, the Certificate of Incorporation and said by-laws.

7. The names and initial street addresses of the directors of the Surviving Corporation who shall hold office from the effective date of the merger until the next annual meeting of stockholders of the Surviving Corporation and until their successors are chosen and qualified according to law, the Certificate of Incorporation, and the by-laws of the Surviving Corporation, are as follows:

<u>Name</u>	<u>Initial Street Address</u>
William A. Shands	744 Riverside Avenue Jacksonville, Florida 32204
Thompson S. Baker	744 Riverside Avenue Jacksonville, Florida 32204
Edward L. Baker	744 Riverside Avenue Jacksonville, Florida 32204

8. Upon the effective date of the merger, the principal officers of the Surviving Corporation, as provided in the by-laws, shall hold office from the effective date of the merger and until their successors have been chosen or appointed according to law, the Certificate of Incorporation and the by-laws of the Surviving Corporation.

9. If on the effective date of the merger a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by the laws of the State of Florida, the Certificate of Incorporation, and the by-laws of the Surviving Corporation.

10. Upon the merger becoming effective, the indebtednesses due by Southern Dolomite & Hical Co. to Shands & Baker, Inc. shall, in consideration of the merger of all of the assets of Southern Dolomite & Hical Co. into Shands & Baker, Inc., forthwith be cancelled. All of the

outstanding shares of common stock of Southern Dolomite & Hical Co., having been determined to be worthless, shall forthwith be cancelled as worthless.

11. The amount of capital with which the Surviving Corporation will begin business on the effective date of the merger shall be the sum of \$105,113.50, being the par value of all par value stock now outstanding and to be outstanding when the merger is completed.

12. This agreement and the merger may be terminated by resolution of the Board of Directors of Shands & Baker, Inc., at any time prior to the merger becoming effective.

13. This agreement may be executed in any number of counterparts, each of which shall be original and shall be signed in the manner provided for by the laws of the State of Florida, by a majority of the members of the Boards of Directors of the Constituent Corporations, under the corporate seals of the Constituent Corporations, and shall be submitted to a meeting of stockholders of record of Southern Dolomite & Hical Co. for adoption by not less than a majority of the stock entitled to vote thereon. The Secretary or Assistant Secretary of Southern Dolomite & Hical Co. shall certify the fact of such stockholder approval on this agreement under the corporate seal of such corporation. This agreement, when so adopted and certified, shall for each Constituent Corporation, be signed by its President or Vice President and Secretary or Assistant Secretary under its corporate seal, and acknowledged by the President or Vice President to be the act, deed and agreement of the corporation. The agreement so certified and acknowledged by each Constituent Corporation, shall be filed in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, this Merger Agreement has been executed by the undersigned officers of each of the Constituent Corporations and each has caused its corporate seal to be affixed and attested to by its Secretary or Assistant Secretary.

SHANDS & BAKER, INC.

By Edward L Baker
Its President

(Corporate Seal)

Attest: George J. Reynolds
Secretary

SOUTHERN DOLOMITE & HICAL CO.

By Charles J. Baker
Its President

(Corporate Seal)

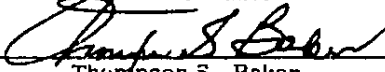
Attest: Edward L Baker
Secretary

APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement
between Shands & Baker, Inc. and Southern Dolomite & Hical Co.



Edward L. Baker



Thompson S. Baker



W. A. Shands


Being a majority of the Board of
Directors of Shands & Baker, Inc.

APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement
between Shands & Baker, Inc. and Southern Dolomite & Hical Co.



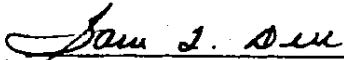
Edward L. Baker



Thompson S. Baker



W. A. Shands



S. T. Dell



Robert B. Smith

Being a majority of the Board of
Directors of Southern Dolomite &
Hical Co.

APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement
between Shands & Baker, Inc. and Southern Dolomite & Hical Co.

Edward L. Baker
Edward L. Baker

Thompson S. Baker
Thompson S. Baker

W. A. Shands
W. A. Shands

Being a majority of the Board of
Directors of Shands & Baker, Inc.

APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement
between Shands & Baker, Inc. and Southern Dolomite & Hical Co.

Edward L. Baker
Edward L. Baker

Thompson S. Baker
Thompson S. Baker

W. A. Shands
W. A. Shands

S. T. Dell
S. T. Dell

Robert B. Smith
Robert B. Smith

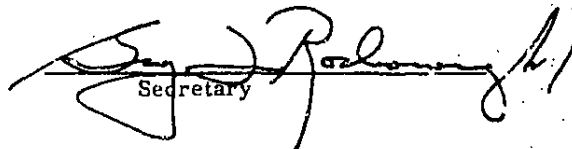
Being a majority of the Board of
Directors of Southern Dolomite &
Hical Co.

CERTIFICATE OF SECRETARY OF
SHANDS & BAKER, INC.

I, GEORGE L. ROSEBOROUGH, JR., the Secretary of Shands & Baker, Inc., a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:30 o'clock A. M., on January 28, 1971, at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Shands & Baker, Inc. and Southern Dolomite & Hical Co., each of which are Florida corporations, was approved and adopted by the unanimous vote of said directors, and signed by a majority of the directors, and in accordance with Section 608.20(3), Florida Statutes (Section 3 of Chapter 59-73, Laws of Florida Acts of 1969) no vote of stockholders of Shands & Baker, Inc. being the surviving corporation of the merger, was held in that the Merger Agreement does not change the name, or authorized shares of any class, or otherwise amend the Certificate of Incorporation of Shands & Baker, Inc. and the authorized unissued shares of the common stock, par value \$.10 per share, none of which are to be issued or delivered under the plan of the merger, do not exceed 15% of the shares of Shands & Baker, Inc. outstanding immediately prior to the effective date of the merger.

WITNESS my hand and the seal of this corporation, this 28th day of January, 1971.

(Corporate Seal)


Secretary

CERTIFICATE OF SECRETARY OF
SOUTHERN DOLOMITE & HICAL CO.

I, Edward L. Baker, the Secretary of Southern Dolomite & Hical Co., a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M., on Thursday, January 28, 1971, at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Shands & Baker, Inc. and Southern Dolomite & Hical Co., each Florida corporations, including the Certificate of Incorporation of Shands & Baker, Inc., attached as Exhibit A of said Merger Agreement, was approved and adopted by the unanimous vote, signed by a majority of the directors and recommended to the stockholders; and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida at 11:00 o'clock A. M., on Thursday, January 28, 1971, at which Shands & Baker, Inc., a Florida corporation, the holder of all of the shares of the common stock of this corporation which have been issued and are outstanding, was represented by proxy, the said Merger Agreement was approved and adopted by the unanimous vote of all of said shares present and represented by proxy, representing the approval by 100% in interest of the capital stock of this corporation.

WITNESS my hand and the seal of this corporation, this 28th day of January, 1971.


Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared EDWARD L. BAKER and GEORGE L. ROSBOROUGH, JR., to me well known, and known to me to be the President and Secretary respectively, of SHANDS & BAKER, INC., a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said EDWARD L. BAKER as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation; and he, the said GEORGE L. ROSBOROUGH, JR., as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of the said corporation; and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement; and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of January, 1971.

W. E. ...
Notary Public, State of Florida at Large.
My Commission Expires: Jan. 3, 1972

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared THOMPSON S. BAKER and EDWARD L. BAKER to me well known, and known to me to be the President and Secretary, respectively, of SOUTHERN DOLOMITE & MINERAL CO., a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said THOMPSON S. BAKER as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation; and he, the said EDWARD L. BAKER as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of the said corporation; and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement; and they, each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of January, 1971.

W. Everett Long, Jr.
Notary Public, State of Florida at Large.
My Commission Expires: Jan. 3, 1972

CERTIFICATE OF INCORPORATION

OF

SHANDS & BAKER, INC.

a Florida corporation

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 SHANDS & BAKER, INC.

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, build, own and operate quarries, plants and mills for the mining, refining and processing of rock, sand, and other construction and agricultural products and aggregates, and to sell and dispose of such 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 carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon roads, streets, highways, bridges, power plants, industrial plants and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavations, and rock, sand, cement, asphalt, iron, steel, wood, masonry, mechanical, electrical, and earth construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with the matters aforesaid.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To purchase, take, acquire, hold, own, use, deal in, sell, lease, exchange, transfer, mortgage, pledge, or in any manner dispose of or encumber, and to deal and trade generally in wares, merchandise, personal property, franchises, copyrights, trademarks, licenses, and real property of every kind, class and description, or

any interest therein, without limitation as to amounts, within or without the State of Florida and other states, territories, or dependencies of the United States, in foreign countries and in any part of the world.

To purchase, lease, or otherwise acquire, for cash or on terms of credit, real estate in the State of Florida, or elsewhere; to own, lease, and operate one or more homes, hotels, or motor courts and all adjuncts and accessories thereto including restaurants and barber shops, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels or tourist courts.

To purchase, lease, acquire, and hold such real estate, buildings, and warehouses as may be advantageous to carrying on its business.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, corporation or association; to pay for the same in cash, stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct and management of such business: to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or any bonds, securities, or evidence of indebtedness created by any other corporation, or corporations in this state, or any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof, and without limits as to the amounts; to draw, maintain, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To have offices, conduct its business and promote its objects within and without the State of Florida, and in other states, District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction as to place or amount.

To purchase, hold, and re-issue the shares of its capital stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees, and directors and others as the directors may deem to be in the interest of the corporation.

To enter into partnership or to enter into a joint venture with any other person, corporation, partnership, or other legal entity, whether created under the laws of Florida or of any other state, country or jurisdiction, for any of the foregoing objects and purposes of this corporation.

In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, partners (either limited or general, in either the mining business or any other business), joint-venturers, contractors or otherwise, and either alone or in the company with others.

Generally, to have and be possessed with all of the privileges and powers granted or which may hereafter be granted to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III CAPITAL STOCK

1. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock, with the par value of \$.10 per share.

2. Each stockholder having voting rights shall have one vote for each share of stock having voting power. Stockholders shall have no cumulative voting rights in any election of directors of this corporation.

3. No stock shall be issued until the consideration for such stock has been fully paid, and when so paid shall be issued as fully paid and non-assessable. All or any part of the consideration for stock of the corporation may be paid in by, or used for the purchase of, real, personal, or intangible property, labor or services, or any combination thereof, at a just valuation thereof as determined by the Board of Directors of the corporation at any regular meeting or at any special meeting pursuant to due notice as provided in the by-laws of the corporation.

4. No holder of common stock of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, nor to any securities convertible into stock or securities of the corporation, nor to any options or warrants to acquire such stock or securities issued or sold, nor any right of subscriptions to any thereof.

5. The corporation shall not be required to issue certificates representing any fraction or fractions of a share of stock of any class but may issue in lieu thereof one or more non-dividend bearing and non-voting scrip certificates in such form or forms as shall be approved by the Board of Directors, each representing a fractional interest in respect of one share of stock. Such scrip

certificates upon presentation together with similar scrip certificates representing in the aggregate an interest in respect of one or more full shares of stock shall entitle the holders thereof to receive one or more full shares of stock of the class and series, if any, specified in such scrip certificates. Such scrip certificates may contain such terms and conditions as shall be fixed by the Board of Directors, and may become void and of no effect after a period to be determined by the Board of Directors and to be specified in such scrip certificates.

6. The corporation, by resolution or resolutions of its Board of Directors, shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or any other securities of the corporation, warrants, conversion privileges, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes or any other securities of the corporation, or to convert any other securities of the corporation into common stock of the corporation, such warrants, conversion privileges, rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices (not less than the minimum amount prescribed by law, if any) at which any such warrants, convertible securities, rights or options may be issued and any such shares or other securities may be purchased from the corporation, upon the exercise of any warrant, conversion privilege, right or option shall be such as shall be fixed and stated in the resolution or resolutions of the Board of Directors providing for the creation and issue of

such warrants, convertible securities, rights or options. The Board of Directors is hereby authorized to create and issue any such warrants, convertible securities, rights or options, from time to time, for such consideration, and to such persons, firms or corporations, as the Board of Directors may determine.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be \$100,000.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation, which was formerly known as Florida Rock Products Corporation, shall have perpetual existence.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be at 744 Riverside Avenue, Jacksonville, Duval County, Florida, but it shall have the right to move said office to any other place within the State of Florida, and 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 names and street addresses of the Board of Directors of this corporation who shall hold office from the date of this amended Certificate of Incorporation and for the ensuing year of its existence and until their successors are elected and qualified, shall be:

William A. Shands

744 Riverside Avenue
Jacksonville, Florida 32204

Thompson S. Baker

744 Riverside Avenue
Jacksonville, Florida 32204

Edward L. Baker

744 Riverside Avenue
Jacksonville, Florida 32204

ARTICLE IX
OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers, with such titles, as may be prescribed by the Board of Directors, all of whom shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors and may be removed at any time either with or without cause, by the Board of Directors.

ARTICLE X

SUBSCRIBERS

The name and post office address of each original subscriber and the number of shares of formerly authorized common stock, without nominal or par value (as authorized at the date of formation of this corporation at which time it was known as Florida Rock Products Corporation) which each agreed to take were 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. Ardiengo	P. O. Box 1531, Tampa, Florida	1 share

ARTICLE XI

INDEMNIFICATION

Any person made a party to an action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may otherwise be entitled. Without limiting the generality of the foregoing, the corporation shall indemnify and hold harmless each person who is or was a director,

officer or employee of the corporation, or who may have served at its request as a director, officer or employee of another corporation of which the corporation owns directly or indirectly shares of stock, or of which the corporation is a creditor or a member, or to which it is a contributor, against expenses, including, without limitation, attorneys' fees, disbursements, and costs, actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, whether civil or criminal, or in connection with any appeal therein, in which he is made a party by reason of being or having been a director, officer or employee of the corporation, or a director, officer or employee of such other corporation and against the amounts of judgments, fines or penalties resulting from any such action, suit or proceeding, and against sums paid in settlement of any such action, suit or proceeding, when the settlement appears to be in the interest of the corporation as determined by the Board of Directors, except that the corporation shall not indemnify him in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty, of negligence or misconduct in performance of his duty to the corporation; provided, however, that no judgment of conviction in any criminal action, suit or proceeding (whether based on a plea of guilty or nolo contendere or after trial) shall be deemed of itself to be an adjudication that the defendant has been guilty of negligence or misconduct in the performance of his duty to the corporation if he acted in good faith in what he considered to be the best interests of the corporation. The corporation's indemnity of any person who may have served at its request as a director, officer or employee of such other corporation shall be reduced by any amounts such person may collect from such other corporation. The foregoing

right to indemnity shall not exclude any other rights to which he may be entitled. If any part of this provision shall be found in any proceeding to be invalid or ineffective, the remaining provisions shall not be affected.

ARTICLE XII

SELF DEALING

No contract, act or other transaction between the corporation and any other person, firm or corporation shall be invalidated, vitiated or in any way affected by the fact that any one or more of the directors of the corporation is or are (i) a party or parties to or interested in such contract, act or transaction or (ii) interested in or a director or officer or directors or officers of such other corporation. Any director or directors individually or jointly may be a party or parties to or may be interested in any contract, act or transaction of this corporation or in which this corporation is interested. Each and every person who may become a director of this corporation is hereby relieved from any obligation to account for profits and from all other liability which might otherwise arise by reason of contracting with the corporation for the benefit of himself or any other person or any firm, association or corporation in which he may be in any way interested or in which he may be an officer or director. The foregoing provisions shall be applicable notwithstanding that the director or directors referred to shall have voted for or shall have been necessary to authorize the contract, act or transaction in question, or that he or they shall have been present or necessary to constitute a quorum at the meeting which authorized such contract, act or transaction.

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

HOWARD P. MACFARLANE (Seal)
Howard P. Macfarlane

FRANK P. INGRAM (Seal)
Frank P. Ingram

DELPHIN A. ARDUENGO (Seal)
Delphin A. Arduengo

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared HOWARD P. MACFARLANE, 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 incorporation, 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.

(Notarial Seal)

AUDREY HENDRIX
Notary Public State of Florida at Large
My Commission Expires: Apr. 14, 1949