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Articles of Amendment

February 28, 1980

4 pgs.

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JOHN W. BALL (910-1978)

February 25, 1980

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1584	3/10/80		
06	26	135.00	05

Secretary of State
The Capitol
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Florida Rock Industries, Inc.

FEB 28 3 00 PM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dear Sir:

We are enclosing herewith an original executed "Articles of Amendment to Articles of Incorporation" of Florida Rock Industries, Inc., for filing in the records of your office. In addition, we are enclosing 9 extra copies (two executed, seven Xerox copies) which we would appreciate your certifying and returning to us. Our firm check in the amount of \$150.00 is enclosed herewith in payment of the following:

Filing Fee	\$ 15.00	<i>Amend!</i> AC
Nine Certified Copies	135.00	
Total	\$150.00	

Thank you for your service in this matter.

Very truly yours,

Lewis S. Lee
Lewis S. Lee
For the Firm

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DEPT. OF STATE
000273 FEB 26 1980
REVENUE

CHARTER TAX STAMP

C. TAX	_____
FILING	_____ 15 _____
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II. BANK	_____
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LSL/jd
Enclosures

KB
2/29/80

TAH

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FEB 28 3 00 PM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify, pursuant to Section 607.187, Florida Statutes, that:

- (a) The name of the corporation is Florida Rock Industries, Inc.
- (b) The following is a true and complete copy of the Amendment to Article VII of the Articles of Incorporation:

"ARTICLE VII

"NUMBER OF DIRECTORS

"The number of directors of this corporation shall be not less than three (3). 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."

- (c) At a regular meeting of the Board of Directors of Florida Rock Industries, Inc., held on the 5th day of December, 1979, at the offices of the corporation at 155 East 21st Street, Jacksonville, Florida, at which a quorum of the directors of the corporation were present, after due notice of the meeting, the resolution providing for the Amendment to Article VII of the Articles of Incorporation of Florida Rock Industries, Inc. was unanimously approved and adopted and proposed to the shareholders, and that pursuant to the bylaws and the call of the directors and notice, including a summary of the proposed Amendment to Article VII of the Articles of Incorporation of Florida Rock Industries, Inc., in writing mailed, postage prepaid, to all shareholders of record as of the close of business on December 31, 1979, the annual meeting of shareholders of Florida Rock Industries, Inc. was held at 10:00 A.M., on the 6th day of February, 1980, at the offices of the corporation at 155 East 21st Street, Jacksonville, Florida, at which shareholders were present in person or by proxy filed at the beginning of said meeting with the secretary of the corporation, representing 3,516,351 shares out of the total 4,510,685 shares outstanding, and a vote was taken for and against the proposed

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Amendment to Article VII of the Articles of Incorporation as set forth above; 3,435,833 shares of the stock of the corporation were voted in favor of the amendment, 45,548 shares of the stock of the corporation were voted against the amendment, 33,770 shares of the stock of the corporation abstained, and the Amendment to the Articles of Incorporation was thereupon adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment to its Articles of Incorporation this 13th day of February, 1980.

FLORIDA ROCK INDUSTRIES, INC.

By: Edward L. Baker

Edward L. Baker,
President

(Corporate Seal)

Attest: George L. Rosborough, Jr.

George L. Rosborough, Jr.
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared EDWARD L. BAKER, known to me to be the President of FLORIDA ROCK INDUSTRIES, INC., known to me and known by me to be the person who executed the foregoing Articles of Amendment to Article VII of the Articles of Incorporation, and he acknowledged before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of February, 1980.

Morsha J. Doan
Notary Public, State of Florida at Large.
My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR. 28, 1983

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