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Articles of Amendment

October 11, 1983

6 pgs.

GENERAL OFFICE: 155 East 21st Street / P.O. Box 4667 / Jacksonville, Florida 32201 / (904) 355-1781

FLORIDA ROCK INDUSTRIES INC Mining, Ready Mix Concrete, Construction Products and Transportation



October 5, 1983

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

005 4757 10/07/83 15.00 12
005 4757 10/07/83 45.00 6
005 4757 10/07/83 60.00 TL

RE: FLORIDA ROCK INDUSTRIES, INC.

Dear Sirs:

Enclosed herewith please find the Articles of Amendment pertaining to the referenced corporation for filing with your office. Also enclosed is our check in amount of \$60 representing the \$15 filing fee and \$45 for three (3) certified copies of this amendment.

Your assistance in this matter is requested and will be appreciated. If you need anything additional, please advise.

Sincerely yours,

Dennis D. Frick
Associate Corporate Counsel

FILED
OCT 11 11 01 AM '83
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DDF:jg

Enclosures

Name	
Availability	10/10/83
Client	
Esquire	LT, IS 5/3
Updater	LT
Updater	KP 10-12
Verifier	KP 10-12
Acknowledgement	LT
W. P. Verifier	KP 10-12

G. TAX _____
 FILING _____ 15 _____
 B. A. C. P. F. E. _____
 3) C. C. P. F. E. _____ 45 _____
 T. O. A. I. _____ 60 _____
 S. B. A. K. _____
 P. A. L. A. N. C. E. D. O. E. _____
 R. E. F. U. N. D. _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
OCT 11 11 31 AM '83
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 and new Article XI of the Articles of Incorporation:

"ARTICLE VII

"DIRECTORS

"The number of directors of this corporation is ten (10), but may be changed, but not to less than three (3), by the affirmative vote of a majority of the whole Board of Directors at the time in office or by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon. The directors shall be divided into four classes, apportioned as follows: Class I shall consist of two directors; Class II shall consist of three directors; Class III shall consist of two directors; and Class IV shall consist of three directors. The respective initial terms of office for each class of directors shall be as follows: the initial term of Class I directors will expire at the Annual Meeting of Stockholders in 1984; the initial term of Class II directors will expire at the Annual Meeting of Stockholders in 1985; the initial term of Class III directors will expire at the Annual Meeting of Stockholders in 1986; and the initial term of Class IV directors will expire at the Annual Meeting of Stockholders in 1987. After the expiration of the applicable initial term, each successive term of office for each class of directors shall be four years. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as may be practicable, an equal number of directors in each class. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify. A director may only be removed for "cause", which shall be defined for these purposes as a conviction of a felony, declaration of unsound mind by a court order, adjudication of bankruptcy, non-acceptance of office or such director having been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to this corporation in a matter of substantial importance to this corporation and

such adjudication is no longer subject to direct appeal. This Article may be amended or repealed only by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon."

"ARTICLE XI

"The affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon shall be required for the approval or authorization of any Business Combination.

For purposes of this Article XI:

(i) The term "Business Combination" shall mean (a) any merger or consolidation of this corporation or a subsidiary of this corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or any other security device, not in the ordinary course of business, in one transaction or a series of related transactions, of all or any Substantial Part of the assets either of this corporation (including without limitation any voting securities of a subsidiary) or of a subsidiary of this corporation to a Related Person, (c) any merger or consolidation of a Related Person with or into this corporation or a subsidiary of this corporation, (d) any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or other security device, not in the ordinary course of business, in one transaction or a series of related transactions, to this corporation or to a subsidiary of this corporation of assets of a Related Person equalling in amount a Substantial Part of the assets of this corporation or such subsidiary, as the case may be, (e) any exchange of equity securities of this corporation for securities of a Related Person, (f) the adoption of any plan or proposal for the liquidation or dissolution of this corporation proposed by or on behalf of a Related Person, (g) the issuance of any securities of this corporation or a subsidiary of this corporation to a Related Person, (h) any recapitalization, reclassification, merger, consolidation, exchange of securities or other transaction that would have the effect of directly or indirectly increasing the voting power of a Related Person with respect to this corporation or any subsidiary of this corporation, and (i) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

(ii) The term "Related Person" shall mean and include any individual, corporation, partnership or other person which, together with its Affiliates and Associates (as each of such terms is defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect on September 2, 1983 (collectively, and as so in effect, the "Exchange Act")), Beneficially Owns in the aggregate 10% or more of the outstanding voting stock of this corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person; provided that this definition shall exclude any person which, but for this exception, would be a Related Person on September 2, 1983.

(iii) The term "Substantial Part" shall mean at any time more than 10% of the fair market value of the total assets of this corporation at such time.

(iv) A person is a "Beneficial Owner" of any voting stock

(a) which such person or any of its Affiliates or Associates beneficially owns (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly; or

(b) which such person or any of its Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or after the passage of time or the occurrence of a contingency) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, or has the right to vote pursuant to any agreement, arrangement or understanding; or

(c) which are Beneficially Owned, directly or indirectly, by any person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of voting stock.

This Article may be amended or repealed only by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon."

(c) At a regular meeting of the Board of Directors of Florida Rock Industries, Inc., held on the 2nd day of September, 1983, 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 and new Article XI 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 and new Article XI 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 August 29, 1983, the special meeting of shareholders of Florida Rock Industries, Inc. was held at 10:00 A.M. on the 5th day of October, 1983, 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 3,457,048 shares out of the total 4,486,085 shares outstanding, and votes were taken for and against the proposed Amendment to Article VII and new Article XI of the Articles of Incorporation as set forth above; 3,044,516 shares of the stock of the corporation were voted in favor of the Amendment to Article VII,

232,397 shares of the stock of the corporation were voted against the Amendment to Article VII, 9,527 shares of the stock of the corporation abstained, 3,042,850 shares of the stock of the corporation were voted in favor of the new Article XI, 233,593 shares of the stock of the corporation were voted against the new Article XI, 9,397 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 5 day of October, 1983.

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 acknowledgements 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 and new Article XI 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 5TH day of October, 1983.

George L. Rosborough, Jr.
Notary Public, State of Florida at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 30, 1985
Issued by the State of Florida, Inc.