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Florida Department of State
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Division of Corporations
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From:

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EFFECTIVE DATE 10/31/2012

MERGER OR SHARE EXCHANGE
FLORIDA ROCK INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

B. KOHR

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OCT 18 2012

EXAMINER

http://www.sunbiz.org/scripts/efilecovr.exe

10/16/2012

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FILED
12 OCT 16 AM 9:24
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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10/31/2012

ARTICLES OF MERGER
OF
FLACEM, LLC
INTO
FLORIDA ROCK INDUSTRIES, INC.

October 11, 2012


In accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), Florida Rock Industries, Inc., a Florida corporation, does hereby deliver these Articles of Merger for the purpose of merging FlaCem, LLC, a Florida limited liability company, with and into Florida Rock Industries, Inc. (the "Merger"), with Florida Rock Industries, Inc. being the surviving corporation in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by Florida Rock Industries, Inc. in accordance with the applicable provisions of Chapter 607 of the Act.
3. The Plan was approved by FlaCem, LLC in accordance with the applicable provisions of Section 608.4381 of the Florida Limited Liability Company Act.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on October 31, 2012.

[Signature Page Follows]

Dated as of the date first above written,

FLORIDA ROCK INDUSTRIES, INC.

By: 

Name: Jerry F. Perkins Jr.

Its: Vice President

Exhibit A

Agreement and Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

of

FLACEM, LLC,
a Florida limited liability company

into

FLORIDA ROCK INDUSTRIES, INC.,
A Florida corporation

October 11, 2012

Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.428 of the Florida Limited Liability Company Act, FlaCem, LLC, a Florida limited liability company, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

1. The names of the entities that are parties to the merger are FlaCem, LLC, a Florida limited liability company ("FlaCem"), the subsidiary company, and Florida Rock Industries, Inc., a Florida corporation ("Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, FlaCem shall be merged into Florida Rock, with Florida Rock being the surviving entity (the "Merger").
2. The name of the surviving entity is Florida Rock Industries, Inc.
3. Florida Rock is and will be a corporation organized and existing under the laws of the State of Florida. Immediately prior to the Merger, Florida Rock owns one hundred percent (100%) of the outstanding membership interest of FlaCem.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on October 31, 2012 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
 - (a) Florida Rock. By virtue of the Merger and without any action on the part of the holders thereof, the shares of common stock of Florida Rock then issued and outstanding will not be converted or altered in any manner and will remain outstanding as shares of common stock of Florida Rock. Without limiting the foregoing, the sole shareholder of Florida Rock immediately before the Effective Time will have the same number of shares of common stock in Florida Rock immediately thereafter.
 - (b) FlaCem. By virtue of the Merger and without any action on the part of the holder thereof, the membership interests of FlaCem held at the Effective Time of the Merger shall be cancelled, and no consideration (in the form

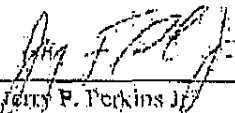
of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

6. The street address of Florida Rock's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
7. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.


{Signature Page Follows}

IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By: 
Name: Jerry F. Perkins Jr.
Its: Vice President

FLACEM, LLC

By: 
Name: Jerry F. Perkins Jr.
Its: Vice President

OCT. 17. 2012 9:57AM

B. C. P. ACCTG.

NO. 895 P. 1



HALSTATT

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Sean Toner	Pamela Walkup
COMPANY:	DATE:
Florida Division of Corporations	October 17, 2012
FAX NUMBER: 850-245-6030	TOTAL NO. OF PAGES INCLUDING COVER: 2
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
RE:	YOUR REFERENCE NUMBER:
Halstatt, LLC - Certificate of Good Standing from Delaware	

URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Sean,

Attached is the requested Certificate of Good Standing for Halstatt, LLC.

Thank you for your help.

Pam Walkup

Pam Walkup
(239) 403-6837

2600 GOLDEN GATE PARKWAY
NAPLES, FL 34105
239-262-2600 OR DIRECT 239-403-6837

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HALSTATT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF OCTOBER, A.D. 2012.



5226387 8300

121132433

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9918591

DATE: 10-16-12