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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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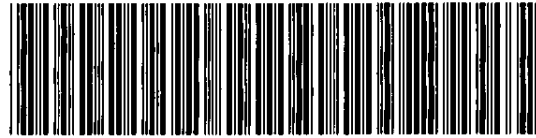
(Business Entity Name)

(Document Number)

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FILED  
2016 DEC 22 AM 8:28

EFFECTIVE DATE

12/31/2016

Merger

DEC 23 2016

ALBRITTON

RECEIVED  
16 DEC 22 AM 11:18  
SUFFICIENT FILING

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 434499 4321919  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 60.00

ORDER DATE : December 22, 2016  
ORDER TIME : 9:33 AM  
ORDER NO. : 434499-020  
CUSTOMER NO: 4321919

ARTICLES OF MERGER

BRISA ACQUISITIONS, LLC

INTO

FLORIDA ROCK INDUSTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

*[Handwritten initials "ia" inside a circle]*

**EFFECTIVE DATE**  
12/31/2016

FILED  
2016 DEC 22 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
BRISA ACQUISITIONS, LLC,  
a Delaware limited liability company  
WITH AND INTO  
FLORIDA ROCK INDUSTRIES, INC.,  
a Florida corporation**

**December 21, 2016**

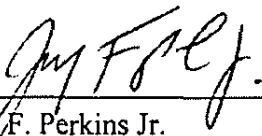
In accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), Florida Rock Industries, Inc., a Florida corporation, does hereby deliver these Articles of Merger for the purpose of merging Brisa Acquisitions, LLC, a Delaware limited liability company, with 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 of Merger") 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 Brisa Acquisitions, LLC in accordance with the applicable laws of the State of Delaware.
4. The Merger shall become effective at 11:59 p.m., Central Daylight Time, on December 31, 2016.

[Signature Page Follows]

Dated as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

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

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**Exhibit A**

**Agreement and Plan of Merger**

[See Attached]

## **AGREEMENT AND PLAN OF MERGER**

**of**

**BRISA ACQUISITIONS, LLC,  
a Delaware limited liability company**

**into**

**FLORIDA ROCK INDUSTRIES, INC.,  
a Florida corporation**

**December 21, 2016**

Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, Brisa Acquisitions, LLC, a Delaware 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 Brisa Acquisitions, LLC, a Delaware limited liability company ("Brisa Acquisitions"), the subsidiary company, and Florida Rock Industries, Inc., a Florida corporation ("Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, Brisa Acquisitions 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 Brisa Acquisitions.
4. The Merger shall become effective at 11:59 p.m., Central Daylight Time, on December 31, 2016 (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) Brisa Acquisitions. By virtue of the Merger and without any action on the part of the holder thereof, the membership interests of Brisa Acquisitions

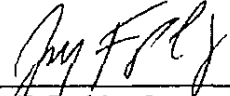
held at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

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]

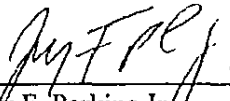
IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

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

BRISA ACQUISITIONS, LLC

By: Florida Rock Industries, Inc., its sole member

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