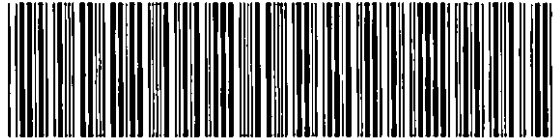


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800322367728

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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18 DEC 21 PM 1:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32399

FILED  
2018 DEC 21 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FL

Merger

DEC 20 2018

RW

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

ACCOUNT NO. : I20000000195  
REFERENCE : 554739 4321919  
AUTHORIZATION : *[Signature]*  
COST LIMIT : ~~\$100.00~~ *75*

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ORDER DATE : December 20, 2018  
ORDER TIME : 1:15 PM  
ORDER NO. : 554739-090  
CUSTOMER NO: 4321919

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ARTICLES OF MERGER

FLORIDA CEMENT, LLC

INTO

FLORIDA ROCK INDUSTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**

2018 DEC 21 AM 7:40

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF MERGER  
OF  
FLORIDA CEMENT, LLC  
(a Delaware limited liability company)  
Into  
FLORIDA ROCK INDUSTRIES, INC.  
(a Florida corporation)**

**December 21, 2018**

The undersigned, in order to effect the merger of Florida Cement, LLC, a Delaware limited liability company (the "Company"), with and into Florida Rock Industries, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.1108 of the Florida Business Corporation Act (the "Merger"), hereby certify as follows:

**FIRST:** The Agreement and Plan of Merger (the "Merger Agreement"), dated as of the date hereof, by and between the Company and the Corporation, is attached hereto as Exhibit A.

**SECOND:** The Merger Agreement was approved by the Corporation and the Company in accordance with the Florida Business Corporations Act and the Delaware Limited Liability Company Act, respectively.

**THIRD:** The Merger Agreement was adopted by the Members and the Board of Managers of the Company on December 21, 2018.

**FOURTH:** The Merger Agreement was adopted by the Board of Directors of the Corporation on December 21, 2018.

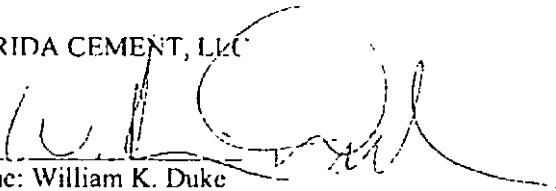
**FIFTH:** Approval by the shareholders of the Corporation was not required.

**SIXTH:** The Merger shall be effective on filing these Articles of Merger.

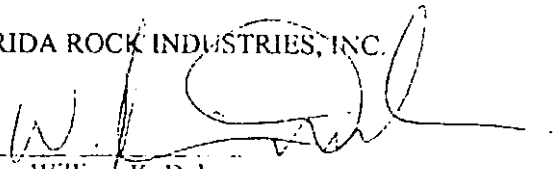
[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this certificate to be signed by its authorized officer, this 19<sup>th</sup> day of December, 2018.

FLORIDA CEMENT, LLC

By:   
Name: William K. Duke  
Its: President

FLORIDA ROCK INDUSTRIES, INC.

By:   
Name: William K. Duke  
Its: President

**Exhibit A**

**Agreement and Plan of Merger**

[See attached]

**AGREEMENT AND PLAN OF MERGER  
OF  
FLORIDA CEMENT, LLC,  
a Delaware limited liability company  
INTO  
FLORIDA ROCK INDUSTRIES, INC.,  
a Florida corporation**

**December 21, 2018**

Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, Florida Rock Industries, Inc., a Florida corporation, and Florida Cement, LLC, a Delaware limited liability company, hereby adopt the following Agreement and Plan of Merger as of the date first set forth above:

1. The names of the business entities that are parties to the merger are Florida Cement, LLC, a Delaware limited liability company ("Florida Cement"), and Florida Rock Industries, Inc., a Florida corporation (the "Surviving Entity"). Pursuant to this Agreement and Plan of Merger, Florida Cement shall be merged with and into the Surviving Entity (the "Merger").

2. The Surviving Entity is and will be a corporation organized and existing under the laws of the State of Florida. Immediately prior to the Merger, the Surviving Entity owns 100% of the membership interests of Florida Cement.

3. The Merger shall become effective upon filing the Articles of Merger with the Florida Department of State (the "Effective Time").

4. At the Effective Time, the following shall occur simultaneously:

(a) Surviving Entity. By virtue of the Merger and without any action on the part of the holder thereof, the outstanding common stock of the Surviving Entity will not be converted or altered in any manner and will remain outstanding as common stock of the Surviving Entity. The shareholders of the Surviving Entity immediately before the Effective Time, shall have the same common stock ownership of the Surviving Entity immediately thereafter.

(b) Florida Cement. By virtue of the Merger and without any action on the part of the holder thereof, the membership interests in Florida Cement outstanding at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of common stock of the Surviving Entity or otherwise) shall be paid therefor.

(c) Separate Existence. The separate legal existence of Florida Cement will cease, and the Surviving Entity will become the owner, without other transfer, of all the rights and property of both Florida Cement and the Surviving Entity, and the Surviving Entity will become subject to all of the debts and liabilities of both Florida Cement and the Surviving Entity in the same manner as if the Surviving Entity had itself incurred them.

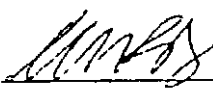
5. The street address of the Surviving Entity's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.

6. 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.

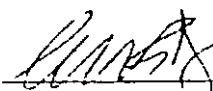
[Signature Page Follows]

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 CEMENT, LLC**

By:   
Name: C. Wes Burton, Jr.  
Its: Authorized Person

**FLORIDA ROCK INDUSTRIES, INC.**

By:   
Name: C. Wes Burton, Jr.  
Its: Authorized Person