

144215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

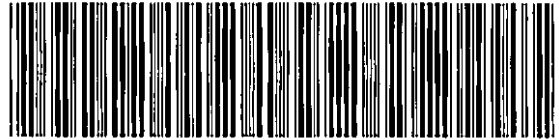
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

18 DEC 21 PM 1:56

FILED

2018 DEC 21 AM 7:52

DEPARTMENT OF STATE
TALLAHASSEE, FL

R WHITE
DEC 20 2018

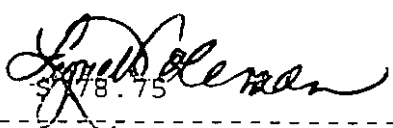
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 554739 4321919

AUTHORIZATION :

COST LIMIT : \$178.75



ORDER DATE : December 20, 2018

ORDER TIME : 1:14 PM

ORDER NO. : 554739-085

CUSTOMER NO: 4321919

ARTICLES OF MERGER

DC MATERIALS, INC.

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: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Rock Industries, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

C. Samuel Todd

Contact Person

Vulcan Materials Company

Firm/Company

1200 Urban Center Drive

Address

Birmingham, AL 35242

City/State and Zip Code

toddsa@vmcmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Feltham

Name of Contact Person

At (205) 521-8677

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED

2018 DEC 21 AM 7:52

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act of 2018, Chapter 607, Florida Statutes, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Florida Rock Industries, Inc.	Florida	144218

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DC Materials, Inc.	D.C.	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 31 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 21, 2018 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

DC Materials, Inc.

Chas West

C. Samuel Todd, Secretary

Florida Rock Industries, Inc.

C. Scott Smith

C. Samuel Todd, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Florida Rock Industries, Inc.	Florida
_____	_____

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
DC Materials, Inc.	D.C.
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Florida Rock Industries, Inc. By virtue of the Merger and without any action on the part of the holder thereof, the outstanding common stock of Florida Rock Industries, Inc. will not be converted or altered in any manner and will remain outstanding as common stock of Florida Rock Industries, Inc. The sole shareholder of Florida Rock Industries, Inc. immediately before the Effective Time shall have the common stock ownership of Florida Rock Industries, Inc. immediately thereafter.

DC Materials, Inc. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of DC Materials, Inc. outstanding at the Effective Time of the Merger shall be canceled, and no consideration (in the form of common stock of the Surviving Entity or otherwise) shall be paid therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

COVER LETTER

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