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**FLORIDA ROCK INDUSTRIES FOUNDATION, INC.**

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*Plan of Dist Assets*

*12/18/08*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS  
OF  
FLORIDA ROCK INDUSTRIES FOUNDATION, INC.**

This Plan of Distribution of Assets (this "Plan") of Florida Rock Industries Foundation, Inc. (the "Foundation"), a Florida nonprofit corporation, is unanimously adopted by the board of directors and the members of the Foundation, acting by written consent in lieu of holding a meeting of the board of directors and the members (the "Written Consent"), pursuant to Section 617.1406 of the Florida Not For Profit Corporation Act (the "Act").

In connection with the dissolution of the Foundation and the winding up of its business and affairs, the assets of the Foundation shall be applied and distributed as follows:

Section 1. Payment of Liabilities and Obligations. All liabilities and obligations of the Foundation shall be paid, satisfied and discharged, or adequate provision shall be made therefore, before any of the Foundation's assets are applied or distributed for any other purposes.

Section 2. Assets Held Under Conditions. Any assets of the Foundation received and held under any condition requiring return, transfer or conveyance, which condition occurs or matures by reason of the dissolution of the Foundation, shall be returned, transferred or conveyed in accordance with such condition.

Section 3. Distribution of Assets to Vulcan Foundation. All assets of the Foundation remaining after the payment of any liabilities and obligations of the Foundation, or the creation of any reserves thereof, pursuant to Section 1 above, and after the return, transfer or conveyance of any assets pursuant to Section 2 above, shall be transferred and distributed to Vulcan Materials Company Foundation, an Alabama nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Authority of Foundation Officers. Each officer of the Foundation is authorized to take such actions, and execute and delivery such agreements, documents and instruments, as such officer deems necessary or advisable to cause the Foundation to apply and distribute the assets of the Foundation in accordance with the provisions of this Plan and applicable provisions of the Florida Not For Profit Corporation Act.

Section 5. Effective Date. This Plan shall be effective as of the date of the Written Consent.

Dated the 2nd day of December, 2008

FLORIDA ROCK INDUSTRIES  
FOUNDATION, INC.

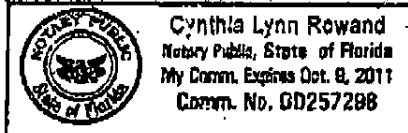
By *John D. Milton, Jr.*  
Name John D. Milton, Jr.  
Its Secretary & Treasurer

OFFICER'S AUTHENTICATION AND CERTIFICATION OF COMPLIANCE

STATE OF FLORIDA                    )  
  :  
COUNTY OF Duval                    )

Before me, a Notary Public in and for said county in said state, personally appeared John D. Milton, Jr., who, being by me first duly sworn, and as Secretary & Treasurer of Florida Rock Industries Foundation, Inc., deposes and says that he has read the foregoing Plan of Distribution of Assets of Florida Rock Industries Foundation, Inc. and, as such officer, verifies the authenticity of said Plan of Distribution of Assets, and hereby certifies that the adoption of said Plan of Distribution of Assets complies with the requirement of subsection (1) of Section 617.1406 of the Florida Statutes.

Subscribed and sworn to before me this 2nd day of December, 2008.



[NOTARIAL SEAL]

*Cynthia Lynn Rowand*  
Notary Public  
My Commission expires Oct. 9, 2011

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
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