

M14000001262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. HARRIS

* Please file first *

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

ACCOUNT NO. : I20000000195
REFERENCE : 211923 7853698
AUTHORIZATION : 
COST LIMIT : \$ 25.00

ORDER DATE : July 11, 2016
ORDER TIME : 9:48 AM
ORDER NO. : 211923-005
CUSTOMER NO: 7853698

FOREIGN FILINGS

NAME: ARGOS CEMENT LLC

☐ CORPORATE
☐ LIMITED PARTNERSHIP
☒ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ARGOS CEMENT LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Prybylski

Name of Person

Argos North America Corp.

Firm/Company

3015 Windward Plaza, Suite 300

Address

Alpharetta, GA 30005

City/State and Zip Code

mprybylski@argos-us.com

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

For further information concerning this matter, please call:

Mark Prybylski

Name of Person

at (678) 368-4300

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

Please file second



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2016

CSC
MELISSA ZENDER

SUBJECT: ARGOS CEMENT LLC
Ref. Number: M14000001262

RESUBMIT

Please give original
submission date as file date.

We have received your document for ARGOS CEMENT LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Therefore, the limited liability company must select an alternate name for use in the state of Florida.

Please insert the alternate name in the space provided on the application form.

The alternate name must contain the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC". The abbreviations "Ltd." and "Co.," also are no longer acceptable.

The document number of the name conflict is F07000000336.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 916A00014593

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JUL 12 PM 12:11

16 JUL 15 AM 11:05

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of
State: Argos Cement LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M14000001262

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 2/24/14

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Argos USA LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

| <u>Title/ Capacity</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|------------------------|-------------|----------------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| _____ | _____ | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| _____ | _____ | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
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| _____ | _____ | _____ | <input type="checkbox"/> Add |
| _____ | _____ | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| _____ | _____ | _____ | <input type="checkbox"/> Remove |

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of the authorized representative

Mark Prybylski, Secretary

Typed or printed name of signee

Filing Fee: \$25.00

FILED
16 JUL 12 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARGOS READY MIX (SOUTH CENTRAL) CORP.", A DELAWARE CORPORATION,

"ARGOS READY MIX LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ARGOS CEMENT LLC" UNDER THE NAME OF "ARGOS USA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2016, AT 9:32 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4981286 8100M
SR# 20164745958

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

Authentication: 202594902
Date: 07-01-16

STATE OF DELAWARE

**CERTIFICATE OF MERGER OF ARGOS READY MIX
LLC AND ARGOS READY MIX (SOUTH CENTRAL) CORP.
WITH AND INTO ARGOS CEMENT LLC**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Argos Cement LLC, a Delaware limited liability company, the name of the limited liability company being merged into this surviving limited liability company is Argos Ready Mix LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is Argos Ready Mix (South Central) Corp., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The certificate of formation of the surviving limited liability company is hereby amended as follows:

"First: The name of the limited liability company is Argos USA LLC."

FOURTH: The merger is to become effective on filing.

FIFTH: The Agreement of Merger is on file at 3015 Windward Plaza, Suite 300, Alpharetta, GA 30005, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member or shareholder of the constituent entities.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized officer, the 30th day of June, 2016.

ARGOS CEMENT LLC

By: 

Name: Mark C. Przybylski

Title: Secretary