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**SHEEKS ITTENBACH JOHNSON & TRETTIN**

Attorneys At Law  
A Professional Association

FILED  
02 MAY 28 AM 8:52  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Charles R. Sheeks

John F. Ittenbach

F. Bradford Johnson

Richard T. Trettin

May 22, 2002

Department of State, Florida  
Division of Corporations  
P.O. 6327  
Tallahassee, FL 32314

RE: Elbrecht Concrete, Inc.

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-05/28/02--01038--008  
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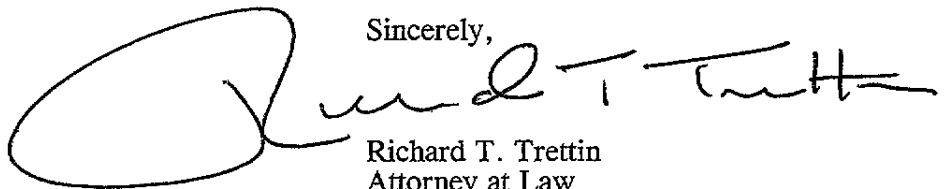
Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Incorporation for Elbrecht Concrete, Inc.

Also enclosed you will please find a check made payable to the Florida Department of State in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) including fees for filing of Articles, Designation of Registered Agent, and a Certificate of Status.

These Articles are being submitted upon the belief that they comply with the provisions of Florida Business Corporation Act Section 607.0202. We have enclosed an extra copy of these Articles and a return self addressed stamped envelope and would appreciate a time, date and received stamped copy of the Articles by return mail. Should you have any questions or require anything further in this matter please do not hesitate to contact the undersigned attorney/incorporator.

Sincerely,



Richard T. Trettin  
Attorney at Law

RTT/jkv  
Enclosures

cc: Christopher W. Elbrecht

05/29

**ARTICLES OF INCORPORATION**

**OF**

**ELBRECHT CONCRETE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, and its successors are hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name and address of Corporation**

The name of the Corporation is Elbrecht Concrete, Inc. The initial principal office of the Corporation is 18116 Deep Passage Lane, Fort Myers, Florida 33931.

**ARTICLE II**

**Purposes and Powers**

**Section 1.** The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act, and to conduct said business throughout the State of Florida.

**Section 2.** Subject to any limitation or restriction imposed by the Act, any other law, or any provisions of these Articles of Incorporation, the Corporation shall have:

- a. The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;
- b. The power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and

- c. The power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law.

### **ARTICLE III**

#### **Effective Date and Period of Existence**

The effective date shall be the date of filing of these Articles. The period during which the Corporation shall continue is perpetual, or so long as Corporation may exist under the Act.

### **ARTICLE IV**

#### **Registered Office and Registered Agent**

**Section 1. Registered Office.** The mailing address of the registered office of the Corporation is 18116 Deep Passage Lane, Fort Myers, Florida 33931.

**Section 2. Registered Agent.** The name and address of the Registered Agent is Christopher W. Elbrecht, 18116 Deep Passage Lane, Fort Myers, Florida 33931.

### **ARTICLE V**

#### **Terms of Shares**

**Section 1. Number.** The total number of shares which the Corporation has authority to issue is one thousand (1,000) without par value.

**Section 2. Designation of Classes.** All the authorized shares of the Corporation shall be of one (1) class only and be designated common stock. The common stock of the Corporation shall in all other respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions as all other shareholders of common stock.

**Section 3. Issuance and Consideration.** The common stock may be issued for such an amount of consideration as may be fixed from time to time by the Board of Directors.

**Section 4. Voting Rights.** At all times, each holder of a share of common stock shall be entitled to cast one (1) vote for each share of such stock

standing in the shareholder's name on the Corporation's books on matters of the Corporation upon which the shareholder is entitled to vote.

**Section 5. Dividends.** The Board of Directors shall have the power to declare and pay dividends on the outstanding shares of common stock to the extent permitted by the Act and the By-laws of the Corporation.

**Section 6. Dissolution.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of common stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

**Section 7. No Pre-emptive Rights.** Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of common stock or other securities of the Corporation.

## **ARTICLE VI**

### **Director(s)**

**Section 1. Number.** The initial Board of Directors shall be composed of no less than two (2), or more than four (4) Directors. The number of Directors shall be specified, from time to time, by the By-Laws of the Corporation. In the absence of a By-Law fixing the number of Directors, the number shall be the number specified for the initial Board of Directors.

**Section 2. Names and Post Office Addresses of the Directors.** The names and addresses of the initial Board of Directors of the Corporation will be:

Christopher W. Elbrecht, 18116 Deep Passage Lane, Fort Myers, Florida 33931.  
April Elbrecht, 18116 Deep Passage Lane, Fort Myers, Florida 33931.

**Section 3. Direction and Exercise of Powers.** The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise the powers of the corporation, without previous authorization or subsequent approval by the shareholders of the Corporation.

## **ARTICLE VII**

### **Incorporator**

The name and post office address of the incorporator of the Corporation is:

Richard T. Trettin, Attorney at Law, 6350 N. Shadeland Ave., Suite 4,  
Indianapolis, IN 46220

## **ARTICLE VIII**

### **Provisions for Regulation of Business and Conduct of Affairs of Corporation**

**Section 1. Indemnification.** Every person who is or was a Director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Section 607.0850 of the Act (as that Section may be amended from time to time) to have met the standard of conduct specified in said section. Upon demand for such indemnification, the Corporation shall proceed to determine whether such person is entitled to indemnification. Nothing contained in this Section shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any Director, officer, employee or agent of the Corporation or the ability of the Corporation to otherwise indemnify or advance expenses to any Director, officer, employee or agent.

**Section 2. Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, partnership or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction, by a vote of a majority of the disinterested Directors present, notwithstanding the act that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors, or a majority of the Directors present at the meeting at which the contract or transaction is

considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

**Section 3. Code of By-Laws.** The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

**Section 4. Amendments of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in ARTICLE VII, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 22<sup>nd</sup> day of May, 2002.

  
Richard T. Trettin

I AFFIRM UNDER PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.

  
Richard T. Trettin

THIS INSTRUMENT WAS PREPARED BY:  
Richard T. Trettin  
Attorney #14459-49  
6350 N. Shadeland Ave., Suite 4  
Indianapolis, IN 46220  
317-842-5235

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**OF ELBRECHT CONCRETE, INC.**

Having been named as Registered Agent to accept service of process at 18116 Deep  
Passage Lane, Fort Myers, Florida 33931, I am familiar with and accept the appointment as  
Registered Agent and agree to act in this capacity.

5-22-2002

Date

Christopher W. Elbrecht

Signature/Registered Agent

MAY 22, 2002

Date

Richard T. Tretter

Signature/Incorporator

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02 MAY 28 AM 8:52  
TALLAHASSEE, FLORIDA