

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**May 12, 1999 8:00 am**  
**Secretary of State**

05-12-1999 90006 007 \*\*\*150.00



PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # **P33247**

1. Corporation Name  
**SOUTHDOWN, INC.**



Principal Place of Business: 1200 SMITH STREET, SUITE 2400 HOUSTON TX 77002  
 Mailing Address: 1200 SMITH STREET, SUITE 2400 HOUSTON TX 77002

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		03/21/1991	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		72-0296500	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE HALL CORPORATION SYSTEM INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CD	<input type="checkbox"/> DELETE	1.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYAN, FRANK J.		1.2 NAME				
STREET ADDRESS	1200 SMITH STREET, #2400		1.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX		1.4 CITY-ST-ZIP				
TITLE	D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HUGER, K L		2.2 NAME	D ROBERT S. EVANS			
STREET ADDRESS	1200 SMITH ST		2.3 STREET ADDRESS	1200 SMITH STREET, SUITE 2400			
CITY-ST-ZIP	HOUSTON TX		2.4 CITY-ST-ZIP	HOUSTON, TEXAS 77002			
TITLE	PD	<input type="checkbox"/> DELETE	3.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COMER, CLARENCE C.		3.2 NAME				
STREET ADDRESS	1200 SMITH STREET, #2400		3.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX		3.4 CITY-ST-ZIP				
TITLE	VS	<input type="checkbox"/> DELETE	4.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BULLARD, PATRICK S		4.2 NAME				
STREET ADDRESS	1200 SMITH STREET, #2400		4.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX		4.4 CITY-ST-ZIP				
TITLE	VD	<input type="checkbox"/> DELETE	5.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOMPkins, J. BRUCE		5.2 NAME				
STREET ADDRESS	1200 SMITH STREET, #2400		5.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX		5.4 CITY-ST-ZIP				
TITLE	V	<input checked="" type="checkbox"/> DELETE	6.1 TITLE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MARTINEAU, EUGENE P.		6.2 NAME	V DENNIS M. THIES			
STREET ADDRESS	1200 SMITH STREET, #2400		6.3 STREET ADDRESS	1200 SMITH STREET, SUITE 2400			
CITY-ST-ZIP	HOUSTON TX		6.4 CITY-ST-ZIP	HOUSTON, TEXAS 77002			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(b)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address, with all other like empowered.

SIGNATURE: \_\_\_\_\_ Date: 4/21/99 Daytime Phone #: 713 652-6500

CR2E034 (1/98)

**SOUTHDOWN, INC.**  
1200 Smith Street, Suite 2400  
Houston, Texas 77002

546589-90006-7  
#P33247

F.I.D. #72-0296500

Directors:

Clarence C. Comer  
Robert S. Evans  
Robert G. Potter  
Frank J. Ryan\*  
M. Whitson Sadler

Robert J. Slater  
David J. Tippeconnic  
J. Bruce Tompkins  
George E. Uding, Jr.  
V. H. Van Horn, III  
Steven B. Wolitzer

Officers:

Clarence C. Comer  
J. Bruce Tompkins  
  
Dennis M. Thies  
  
Patrick S. Bullard  
  
Stephen R. Miley  
David J. Repasz  
R. Frank Craddock, Jr.  
  
Jon R. Thompson  
  
John T. Bloom  
  
Thomas E. Daman  
Daniel W. Heintz  
J. C. Humphrey  
  
Rolland L. Johns  
Allan B. Korsakov  
Patricia H. Miller  
Don E. Newquist  
Wendell R. Vines  
Wendell E. Phillips, II

- President and Chief Executive Officer  
- Executive Vice President and  
Chief Operating Officer  
- Executive Vice President Finance  
and Chief Financial Officer  
- Senior Vice President-General  
Counsel and Secretary  
- Senior Vice President-Cement Sales  
- Senior Vice President-Cement Operations  
- Senior Vice President and General  
Manager-Concrete Products  
- Senior Vice President-Aggregates,  
Minerals and Support Services  
- Vice President-Corporate Planning  
and Development  
- Vice President and Treasurer  
- Vice President-Environmental Affairs  
- Vice President-Information Technology  
and Chief Information Officer  
- Vice President-Marketing  
- Vice President and Corporate Controller  
- Vice President-Human Resources  
- Vice President-Public Affairs  
- Vice President-Facilities  
- Assistant Secretary

\* Chairman of the Board