

RESTATED  
BYLAWS  
OF  
FLORIDA ROCK INDUSTRIES, INC.

These Restated Bylaws of Florida Rock Industries, Inc. were duly adopted by its Board of Directors on December 1, 1993.

ARTICLE I. OFFICES

The principal office of the Corporation shall be 155 East 21st Street in the City of Jacksonville, County of Duval, State of Florida. The Corporation may establish and maintain its principal office at such other place within the State of Florida as the Board of Directors may from time to time determine, and the Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders shall be held on the first Wednesday in the month of February in each year, at the hour of 10:00 o'clock A.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of stockholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors and shall be called by the president at the request of the holders of not less than one-half of all the outstanding stock of the Corporation entitled to vote at the meeting, such request stating the object of the meeting and the propositions to be discussed thereat.

Section 3. Place of Meeting. The Board of Directors may designate any place, within the State of Florida, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Florida.

**Section 4. Notice of Meeting.** Written notice, signed by the Secretary, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction to the president, or the Secretary, or the persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. Provided, however, when stockholders who hold four-fifths of the voting stock having the right and entitled to vote at any meeting shall be present at such meeting, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if called in the manner hereinabove required or otherwise required by law.

**Section 5. Closing of Transfer Books or Fixing of Record Date.** For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend or in order to make a determination of stockholders for any other proper purpose, the stock transfer books shall not be closed for a stated period but the Board of Directors shall set a record date, upon which the officer or agent having charge of the stock transfer books for stocks of the Corporation shall take a record of all stockholders entitled to such notice, vote or dividend, such date in any case to be not less than ten days prior to the date on which the particular action, requiring such determination of stockholders, is to be taken. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

**Section 6. Voting Lists.** The officer or agent having charge of the stock transfer books for stocks of the Corporation shall make a complete list of the stockholders entitled to vote at each meeting of stockholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the

inspection of any stockholder during the whole time of the meeting for the purposes thereof.

Section 7. Quorum. A majority of the outstanding shares of stock of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares of stock are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjournment meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 8. Proxies. At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. In the event that any such instrument shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one be present, that one shall have all of the powers conferred by the instrument upon all of the persons so designated unless the instrument shall otherwise provide.

Section 9. Voting of Stock. Each outstanding share of stock entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of stockholders.

Section 10. Voting of Stock by Certain Holders. Shares of stock standing in the name of another corporation may be voted by such officer, agent or proxy as the charter or bylaws of the corporation may prescribe, or as prescribed by the laws under which the corporation holds its charter, or in the absence of any such provision, as the Board of Directors of such corporation may determine, and the execution and delivery of such proxy, under the seal of such corporation, shall be prima facie evidence of due corporate authority. The Corporation may, at its option, require such evidence as it deems appropriate of authority of such officer, agent or proxy to execute a proxy or vote shares of stock standing in the name of a corporation.

Shares of stock held by an administrator, executor, guardian or other personal representative may be voted by him either in person or by proxy, without a transfer of such shares into his name. Shares of stock standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares of stock into his name.

Shares of stock standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed and controlled by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be not less than three (3), their number to be determined upon before their election at each annual stockholders' meeting, at any special stockholders' meeting called for that purpose, or at a meeting of the Board of Directors at the time in office. The directors shall be divided into four classes: Class I, Class II, Class III, and Class IV. The respective initial terms of office for each class of directors shall be as follows: the initial term of Class I directors will expire at the Annual Meeting of Stockholders in 1984; the initial term of Class II directors will expire at the Annual Meeting of Stockholders in 1985; the initial term of Class III directors will expire at the Annual Meeting of Stockholders in 1986; and the initial term of Class IV directors will expire at the Annual Meeting of Stockholders in 1987. After the expiration of the applicable initial term, each successive term of office for each class of directors shall be four years. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as may be practicable, an equal number of directors in each class. Each director shall hold office until the Annual Meeting of Stockholders for the year in which his term expires and until his successor shall have been elected and qualified. Directors need not be residents of the State of Florida, but must be stockholders in the Corporation. The Board of Directors shall have the power at any special or regular meeting of such Board of Directors to increase the number of directors and to fill any vacancy created by such increase prior to the Annual Meeting of Stockholders for the year in which the director's term expires.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as the annual meeting of stockholders. The Board of Directors may provide, by

resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Written notice of any special meeting shall be given to each director at his business address. If such notice is delivered personally, it shall be sufficient if delivered at least two days prior to the meeting. If such notice is given by mail or telegram, it shall be sufficient if mailed or sent at least four days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting, either before or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed in the manner provided for by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the directors before such action is taken.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of

any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the Annual Meeting for the year in which his term expires and until his successor shall be elected and shall qualify.

Section 10. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation or of any other corporation which he serves as a director or officer at the request of the Corporation, in good faith if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 13. Conference Telephone Meetings. The Board of Directors may hold meetings of such board by the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all such members so participating shall be deemed present at such meeting. Notice of such meeting shall be deemed sufficient, however given, as to all persons participating in the

meeting. Any director not participating in the meeting may waive notice thereof, either before or after the meeting.

#### ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary. Officers other than the President may or may not be stockholders.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Vacancies, Additional Offices, and Removal. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, and any additional offices, may be filled by the Board of Directors for the unexpired portion of the term. All officers shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors at any time with or without cause. Any employee or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment or employment of an employee or agent shall not of itself create contract rights.

Section 4. Chairman of the Board and Vice Chairman of The Board. The Chairman of the Board of Directors, if elected by the Board of Directors, or failing his election or in his absence, the Vice Chairman, if any, or failing his election or in his absence, the President, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

The Board of Directors may designate a Vice Chairman of the Board to act in the absence of the Chairman of the Board, and to perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 5. President.** The President shall be the principal executive and administrative officer of the Corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the stockholders and in the absence of the Chairman of the Board, at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; he may appoint officers, agents, or employees other than those appointed by the Board of Directors and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. The Vice Presidents.** In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. The Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the stockholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) sign with the President, or a Vice President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.



**Section 8. The Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 9. Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice President, certificates for shares of the Corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

**Section 10. Salaries.** The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

#### ARTICLE V. CONTRACTS, LOANS CHECKS AND DEPOSITS

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name or and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No mortgage or other hypothecation of the assets of the Corporation shall be made, except by order of the majority of the Board of Directors.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of

indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. All checks and drafts payable to the Corporation may be endorsed for deposit in the name of the Corporation only.

#### ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates for Shares of Stock. Certificates representing shares of stock of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the Corporation itself or one of its employees. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares of Stock. Transfer of shares of stock of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall begin in each calendar year on the first day of October and end on the next succeeding thirtieth day of September.

#### ARTICLE VIII. DIVIDENDS

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares of stock in the manner and upon the terms and conditions provided by law and its Articles of Incorporation without impairing the business of the Corporation and as the business and profits of the Corporation may justify.

#### ARTICLE IX. CORPORATE SEAL

Section 1. Description. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation around the outer margin thereof, and the words, "Corporate Seal, Incorporated 1945, Florida" in the center thereof.

Section 2. Custody. The Secretary of the Corporation shall be the custodian of the seal of the Corporation and shall affix the same, or where permitted a facsimile thereof, to all papers, writing, stock certificates, and other documents requiring the name of the Corporation, when directed to do so by the President, or a Vice President or the Board of Directors.

#### ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given to any stockholder or director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the laws of Florida, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI. AMENDMENTS

Section 1. By Directors. These bylaws may be amended consistent with any bylaws adopted by stockholders, or any part thereof that has not been adopted by stockholders may be repealed, by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 2. By Stockholders. These bylaws may be amended, or repealed wholly or in part, by a majority of the stockholders entitled to vote thereon present at any stockholders' meeting, if notice of the proposed action was included in the notice of the meeting, or is waived in writing by a majority of the stockholders entitled to vote thereon.

## ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. **Appointment.** The Board of Directors, by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2. **Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the stockholders the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the stockholders a voluntary dissolution of the Corporation or a revocation thereof, or amending the bylaws of the Corporation.

Section 3. **Tenure and Qualifications.** Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his designation and until his successor is designated as a member of the Executive Committee and is elected and qualified.

Section 4. **Meetings.** Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his business address. Any member of the Executive Committee may waive notice of the meeting before or after such meeting, and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 5. **Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 6. Action without a Meeting. Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the members of the Executive Committee before such action is taken.

Section 7. Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the Board of Directors.

Section 8. Resignations and Removal. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Procedure. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 10. Conference Telephone Meetings. The Executive Committee may hold meetings of such committee by the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all such members so participating shall be deemed present at such meeting. Notice of such meeting shall be deemed sufficient however given, as to all persons participating in the meeting. Any member of such committee not participating in the meeting may waive notice thereof, either before or after the meeting.

Exhibit (3)(ii)(b)

**OFFICER'S CERTIFICATE**

The undersigned, Dennis D. Frick, Secretary of Florida Rock Industries, Inc. (the "Company"), hereby certifies that the following resolution amending the Company bylaws was adopted by the Board of Directors of the Company on October 5, 1994 and that such resolution has not been amended and is in full force and effect this 6th day of October, 1994.

RESOLVED, that the Bylaws of Florida Rock Industries, Inc. be amended by adding a new Section 11 at the end of ARTICLE II, to read as follows:

"Section 11. Control Share Law Not Applicable. The provisions of Section 607.0902, Florida Statutes, 1993, as they may be amended, shall not apply to control-share acquisitions of shares of this corporation."

IN WITNESS WHEREOF, I have hereunto set my and this 6th day of October, 1994.

**DENNIS D. FRICK**  
Dennis D. Frick  
Secretary

(Corporate Seal)

BYLAW AMENDMENT adopted by the Board of Directors of Florida Rock Industries, Inc. on February 4, 1998

RESOLVED, that Section 2, Article III of the Bylaws of Florida Rock Industries, Inc., be amended to read in its entirety as follows:

Section 2. Number, Tenure and Qualifications. The number of directors of this corporation is twelve (12), but may be changed, but not to less than three (3), by the affirmative vote of a majority of the whole Board of Directors at the time in office or by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon. The directors shall be divided into three classes, apportioned as follows: Class I shall consist of four directors; Class II shall consist of four directors; and Class III shall consist of four directors. The respective initial terms of office for each class of directors shall be as follows: the initial term of Class I will expire at the Annual Meeting of Shareholders in 1999; the initial term of Class II directors will expire at the Annual Meeting of Shareholders in 2000; and the initial term of Class III directors will expire at the Annual Meeting of Shareholders in 2001. After the expiration of the applicable initial term, each successive term of office for each class of directors shall be three years. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as may be practicable, an equal number of directors in each class. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify. A director may only be removed for cause, which shall be defined for these purposes as a conviction of a felony, declaration of unsound mind by a court order, adjudication of bankruptcy, non-acceptance of office or such director having been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to this corporation in a matter of substantial importance to this corporation and such adjudication is no longer subject to direct appeal. Directors need not be residents of the State of Florida, but must be shareholders in this corporation.