



ARTICLES OF MERGER  
OF  
BEK-DANCO CONSTRUCTION COMPANY, INC.  
AND  
BE&K CONSTRUCTION COMPANY

The undersigned corporations, pursuant to Section 88, Act. No. 80-633 known as the Alabama Business Corporation Act, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporation proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
BEK-Danco Construction Company, Inc.	Alabama
BE&K Construction Company	Delaware

ARTICLE TWO

The laws of Delaware, the State under which such foreign corporation is organized, permit such merger,

ARTICLE THREE

The name of the surviving corporation shall be BE&K Construction Company and it shall be governed by the laws of the State of Delaware. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Alabama:

1. The surviving corporation may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Alabama which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Alabama against the surviving corporation;

2. The Secretary of State of the State of Alabama shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is 2000 International Park Drive, Birmingham, Alabama 35243.

BOOK 037 PAGE 830  
Ms. Emily Weekley  
C T Corporation System  
P. O. Drawer 2148  
Montgomery, AL 36197

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Alabama which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders;

#### ARTICLE FOUR

The Agreement and Plan of Merger is attached hereto as Exhibit A.

#### ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class, are:

Name of Corporation	Total No. of Shares Outstanding	Total No. of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	No. of Shares of Such Class (if any)
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BEK-Danco  
Construction  
Company, Inc.

100

100

None

None

BE&K  
Construction  
Company

1100

1100

None

None

#### ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
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BEK-Danco  
Construction  
Company, Inc.

100

0

N/A

N/A

N/A

BE&K  
Construction  
Company

1100

1100

N/A

N/A

N/A

ARTICLE SEVEN

As to each corporation incorporated under the law of Alabama, the counties in which their articles (or certificates) of incorporation are filed are:

Name of Corporation

County in Which Articles  
(or Certificates) of  
Incorporation Are Filed

BEK-Danco Construction Company, Inc.

Shelby

ARTICLE EIGHT

All provisions of the law of the State of Alabama and the State of Delaware applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 30 day of December, 1988.

BEK-DANCO CONSTRUCTION COMPANY, INC.

By: *W. D. Brown*  
Vice President

and *Paul G. Liles*  
Assistant Secretary

BE&K CONSTRUCTION COMPANY

By: *Wm. H. Brown*  
Vice President

and *Paul G. Liles*  
Assistant Secretary

STATE OF ALABAMA

COUNTY OF JEFFERSON

Before me, the undersigned authority in and for said County and State, personally appeared W. D. Cross, T. M. Goodrich, and P. A. Liles, who, being by me first duly sworn do depose and say that they are the Vice President and Assistant Secretary respectively of BEK-Danco Construction Company, Inc. and BE&K Construction Company and that the foregoing statements contained in these articles are true, full and correct.

Subscribed and sworn to before me on the 30 day of December, 1988.

Madalyn Ruth Moore  
My commission expires 3-15-91

BOOK 037 PAGE 833

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, entered into as of this the 30 day of December, 1988, by and between BEK-Danco Construction Company, Inc., an Alabama corporation (hereinafter sometimes called "Danco"), and BE&K Construction Company, a Delaware corporation (hereinafter sometimes called "Construction"), (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, Danco has an authorized capital stock of 100 shares of common stock, par value \$10.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, Construction has an authorized capital stock of 2,000 shares of common stock, par value \$1.00 per share, of which 1,100 shares are issued and outstanding; and

WHEREAS, it has been determined by the boards of directors of Danco and Construction that it would be desirable and in the best interest of the Constituent Corporations and their stockholders to merge Danco into Construction with Construction being the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the respective agreements herein contained, each of the Constituent Corporations agrees as follows:

1. The name of the corporation proposing to merge is BEK-Danco Construction Company, Inc., an Alabama corporation, and the name of the corporation into which it proposes to merge is BE&K Construction Company, a Delaware corporation.

2. The terms and conditions of the proposed merger are as follows:

(a) Upon the effectiveness of the merger, Danco and Construction shall merge into a single corporation, which corporation shall be Construction. The separate corporate existence of Danco shall cease, and Construction shall be the single, surviving corporation. The name of the surviving corporation shall be BE&K Construction Company (sometimes hereinafter referred to as the "Surviving Corporation"), and it shall continue to be governed by the laws of the State of Delaware.

(b) Upon the effectiveness of the merger, the Certificate of Incorporation of Construction shall be the Certificate of Incorporation of the Surviving Corporation.

(c) Upon the effectiveness of the merger, the by-laws of Construction, as the same shall exist on the date of the effectiveness of the merger, shall be the by-laws of the Surviving Corporation.

(d) Upon the effectiveness of the merger, the directors and officers of Construction, as the same shall be on the date of the effectiveness of the merger, shall be the directors and officers of the Surviving Corporation.

3. The manner of converting the shares of each of the Constituent Corporations into shares or other securities of the Surviving Corporation shall be as follows:

(a) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$10.00 per share, of Danco shall be converted into one share of common stock, par value \$1.00 per share, of the Surviving Corporation.

(b) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of Construction shall be converted into one share of common stock, par value \$1.00 per share, of the Surviving Corporation.

4. When the merger provided for in this Agreement and Plan of Merger is effected and consummated in accordance with the applicable provisions of the laws of the State of Delaware, the Surviving Corporation shall thereupon and thereafter possess all the rights privileges, powers and franchises as well of a public as of a private nature of each of the Constituent Corporations and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and shall possess, all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Delaware, in either of the Constituent Corporations, shall not revert or

be in any way impaired by reason of such merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5. The merger provided for in this Agreement and Plan of Merger shall become effective on December 31, 1988 upon the filing of this Agreement of Merger with the Secretary of State of Delaware and Alabama for tax purposes only.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed by its duly authorized officer and attested by its secretary or assistant secretary, as of the day and year first above written.

BEK-DANCO CONSTRUCTION COMPANY, INC.

By: W. D. Cross  
W. D. Cross - Vice-President

ATTEST:

Paul A. Liles  
Paul A. Liles  
Assistant Secretary

BE&K CONSTRUCTION COMPANY

By: T. M. Goodrich  
T. M. Goodrich - Vice-President

ATTEST:

Paul A. Liles  
Paul A. Liles  
Assistant Secretary

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BOOK 037 PAGE 836





# STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles of Merger merging BEK-Danco Construction Company, Inc., an Alabama corporation, into BE&K Construction Company, a Delaware corporation

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging BEK-Danco Construction Company, Inc. into BE&K Construction Company

and attaches hereto a duplicate original of the Articles of Merger.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 30, 1988

Date

Glen Browder

Secretary of State

BOOK 037 PAGE 837



Secretary of State  
State of Alabama

I hereby certify that this is a true  
and complete copy of the document filed in  
this office on DEC 30 1988

Dated DEC 30 1988

*Glen Browder*

Glen Browder  
Secretary of State

JUDGE OF PROBATE

STATE OF ALA. SHERIFF  
I CERTIFY THIS  
INSTRUMENT WAS FILED

BOOK 037 PAGE 838

STATE OF ALA. SHERIFF  
I CERTIFY THIS  
INSTRUMENT WAS FILED

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JUDGE OF PROBATE

Rec 25.00  
Ind 1.00  
26.00