

BOOK 191 PAGE 154

MINUTES OF MEETING OF STOCKHOLDERS AND DIRECTORS
OF
DIXIE LIME & MANUFACTURING COMPANY, INC.

A joint meeting of stockholders and directors of Dixie Lime & Manufacturing Company, Inc. was held in the office of the Company, in the City of Birmingham, Alabama, on the 15th day of January, 1958, at which meeting were present in person the following stockholders and directors of Dixie Lime & Manufacturing Company, Inc. viz:

William M. Schuler, who owns 800 shares, G. W. Wiggins, who owns 100 shares and Pat O'Sullivan, who owns 100 shares of the capital stock of said Company; these being all of the stockholders and directors of said Company and owning all of the outstanding capital stock of the Company. William M. Schuler presided as Chairman of the meeting and Pat O'Sullivan acted as Secretary thereof. Each stockholder and director waived notice of the time, place and purpose of the meeting.

The following resolution was introduced and upon motion duly made and seconded said resolution was unanimously adopted:

BE IT RESOLVED, that the President of this Company be and he is hereby authorized and empowered to sell, transfer and convey to American-Marietta Company all of the real estate, machinery, plant, equipment and all other property of the Company, except cash on hand and in bank and except accounts receivable, for and in consideration of the issuance and delivery to the Company of 2420 shares of the Capital Stock of American-Marietta Company. The President of this Company is authorized to execute proper deed and bill of sale to American-Marietta Company consummating this transaction, including transfer of lease agreement with G. W. Walton and wife dated July 8, 1955. The President of this Company is further authorized to sell, pledge, assign or otherwise dispose of such part or all of said stock to be received from American-Marietta Company in consideration of said sale and conveyance for the purpose of obtaining necessary funds to pay all outstanding bills,

debts and obligations owing by Dixie Lime & Manufacturing Company, Inc., and the President is hereby directed to promptly pay all such indebtedness.

BE IT FURTHER RESOLVED, that Dixie Lime & Manufacturing Company, Inc. is acquiring said shares of stock from American-Marietta Company for purpose of investment and not with a view of distribution thereof.

BE IT FURTHER RESOLVED, that there is also to be excepted from the sale and conveyance of this Company's property to American-Marietta Company the oil properties of this Company in Upton County, Texas, and all pulverized stone located at the plant 1-1/4" in measurement and down.

There being no further business, the meeting adjourned.

Dated this January 15th, 1958.

William M. Schuler
Chairman

Carl Sullivan
Secretary

Carl Sullivan
William M. Schuler
Gerald W. Wiggins

State of Alabama, Shelby County

I, L. C. Walker, Judge of Probate hereby certify that the within Minutes of meeting was filed in this office for record the 18 day of Jan. 1958 at 8 o'clock A. M, and recorded in 191 Record 134 Page 134 & examined 1-23-58 and the Mortgage Tax of \$ 2.00 Deed Tax of \$ 2.00 has been paid.
Fee \$ 2.00 L. C. Walker Judge of Probate