

STATE OF ALABAMA )  
MONTGOMERY COUNTY )

19398

30 21  
EXX. 30 ■ 254

The undersigned, associating themselves for the purpose of forming a corporation under the Constitution and Laws of the State of Alabama, do hereby declare and certify:

- I -

The name of the corporation shall be:

UNITED CEMENT COMPANY, INC.

- II -

The nature of the business of this corporation and the objects or purposes proposed to be transacted, promoted and carried on by it, for the carrying out of which it shall have all the necessary, proper and incidental powers, are:

(1) The object of said corporation shall be pecuniary gain to itself and its stockholders, and the general nature of the business shall be that of manufacturing, buying, selling and dealing in cement of all kinds, lime, limestone, quick lime, mason hydrate, chemical hydrate, mortar mix, plaster, and natural and artificial stone; the erection, buying, leasing or otherwise acquiring manufactories, kilns and buildings; building, maintaining and operating manufactories, kilns, warehouses and depots for manufacturing and storing, buying, selling and dealing in cement and other products, and the transporting or causing the transportation of same, and doing any and all things incidental thereto and necessary and proper to be done in connection with the matters and things aforesaid, or any of them; the owning, leasing, buying or selling of all kinds of real

estate and personal property, and in general, all powers allowed corporations under the Laws of the State of Alabama.

(2) To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the control, rights, assets and property, or any part thereof, and to undertake or assume the whole or any part of the obligations or liabilities of, any person, firm, association or corporation.

(3) To lend money with or without security, buy, own, hold, sell, loan money upon the security of, and otherwise acquire, collect, deal in and dispose of, all kinds of stocks, bonds, mortgages, trust receipts, notes, bills and accounts receivable, contracts of conditional sale, chattel mortgages, liens and other evidences of debt.

(4) To borrow money; to issue notes, bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(5) To have one or more offices to carry on all or any of its operations and businesses, and without restriction or limit as to amount to purchase, lease or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description.

(6) In general, to carry on any other business in connection with the foregoing, to have and to exercise all the powers conferred by the Laws of the State of Alabama upon a corporation formed, thereunder, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(7) It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

(8) To adopt By-Laws not inconsistent herewith, which By-Laws may be adopted, altered, amended or repealed by the Board of Directors of the corporation; to adopt a corporate seal and alter the same; but not to engage in the buying or selling of alcoholic liquors or beverages contrary to the Laws of the State of Alabama.

- III -

The location of the principal place of business of said corporation shall be at the office of the company in Montgomery, Montgomery County, Alabama, or at such other place as may be designated by action of the Board of Directors of the corporation for the operation of said business from time to time. Said corporation may maintain and operate places of business elsewhere, either within or without the State of Alabama, as the Board of Directors may determine.

- IV -

The total amount of the authorized capital stock of said corporation shall be Forty-five Thousand Dollars (\$45,000.00), which shall be divided into forty-five thousand shares (45,000), each of One Dollar (\$1.00) par value.

- V -

The names and post office addresses of the officers and

BOOK 30 256

The undersigned hereby certify to the truth of the foregoing statements and ask that this Declaration and Certificate be approved, filed and recorded, in the manner prescribed by Law.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 30 day of June, 1955.

John R. Dyas  
John R. Dyas

Thomas F. Dyas  
Thomas F. Dyas

McHenry Hamilton  
McHenry Hamilton

Dr. L. V. McVay, Jr.  
Dr. L. V. McVay, Jr.

Luane L. Kins  
Luane L. Kins

Frank E. McGough  
Frank E. McGough

R. P. Kohn  
R. P. Kohn

Fred A. Richard, Jr.  
Fred A. Richard, Jr.

235

Before me, the undersigned authority, in and for said County in said State, personally appeared John R. Dyas and Fred A. Richard, Jr., who are known to me and who, being by me first duly sworn, depose and say that they are the persons designated by the within incorporators of United Cement Company, Inc., to receive subscriptions to its capital stock; that the number of shares subscribed for is 11,300 shares; that the number of shares which have been paid for is 11,300 shares; that the following is a true statement of the names of persons subscribing for said stock and the number of shares subscribed for by each:

John R. Dyas	7,900 Shares
Thomas F. Dyas	1,000 "
McHenry Hamilton	500 "
Dr. L. V. McVay, Jr.	500 "
Duane L. Kime	500 "
Frank E. McGough	300 "
M. P. Rehm	300 "
Fred A. Richard, Jr.	300 "

Affiants further state that each of the above persons has paid for each share of stock subscribed for as shown above; and that affiants have received for said stock the aggregate amount of \$113,000.00, such amount representing \$11,300.00, the aggregate par value of said stock, and \$101,700.00 representing an additional amount paid for said stock to be used by said corporation as a surplus and operating fund.

This the 30 day of June, 1955.

John R. Dyas

Fred A. Richard, Jr.

Sworn to and subscribed before me,  
this 30 day of June, 1955.

Notary Public, Montgomery County, Ala.

The State of Alabama  
Montgomery County }

Probate Court

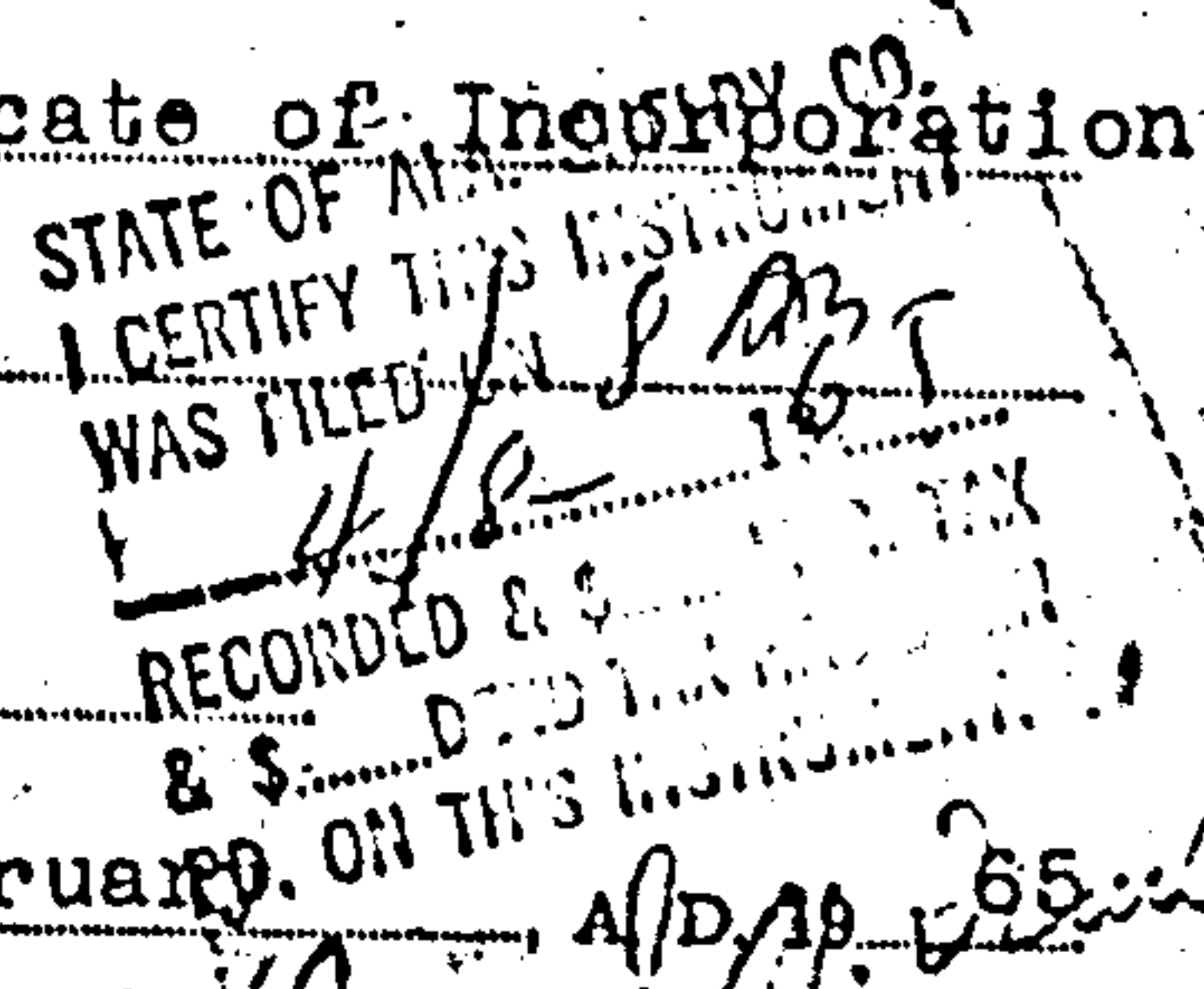
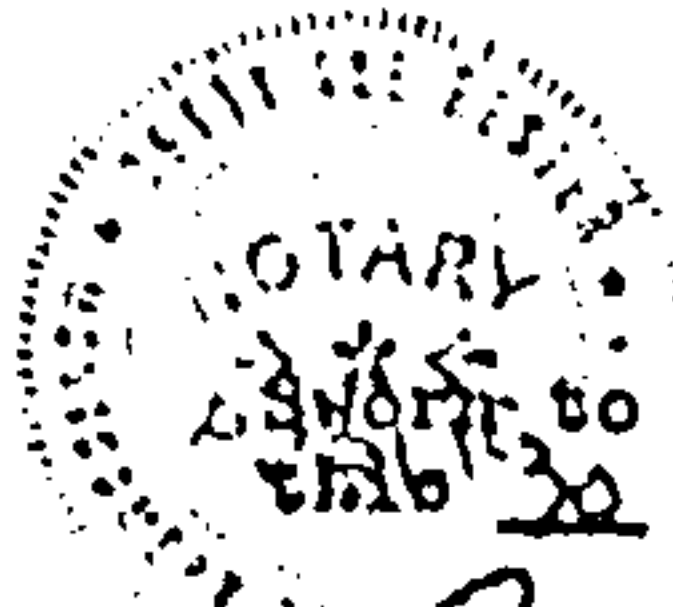
I, Perry O. Hooper, Judge of Probate in and for the said County, in said State, hereby certify that the within and foregoing pages are a full, true and complete copy of Certificate of Incorporation of United Cement Company, Inc. as fully and completely as the same appears of record in this office.

in Book No. 30 of Corporations at page 254

Given under my hand and official seal this 24th day of February, 1955.

Judge of Probate Court, Montgomery County, Alabama

STATE OF ALABAMA MONTGOMERY COUNTY  
I certify that this instrument was filed on 5 day  
of July, 1955 at 10:40 clock A M. and recorded in  
Book of Exp. 30 Page 254. Tax Paid  
29 April 5 Dumas  
Judge of Probate



BOOK 30 PAGE 259