

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
DATE: 1/19/16
Secretary of State R Am

**CERTIFICATE OF MERGER
OF
STRADA MATERIALS LLC
WITH AND INTO
TEMP LLC**

December 31, 2015

Alabama Sec. of State	001-291	1/19/2016	160216	\$100.00
Merger		Date	Time	File
				ACKN
				EXP
				Total
				\$100.00

Pursuant to the provisions of Section 10A-1-8.02 of the Code of Alabama (1975), Strada Materials LLC (the "*Merged Company*") and Temp LLC (the "*Surviving Company*") do hereby adopt the following Certificate of Merger for the purpose of merging the Merged Company into the Surviving Company.

FIRST: The constituent organizations are:

A. The Merged Company is Strada Materials LLC, an Alabama limited liability company (Alabama Entity ID: 697-937) with a mailing address for its principal office of 1315 Greystone Crest, Birmingham, Alabama 35242, whose Articles of Formation were filed in Shelby County on February 20, 2004.

B. The Surviving Company is Temp LLC, an Alabama limited liability company (Alabama Entity ID: 349-192) with a mailing address for its principal office of 1500 1st Avenue North, Suite D-138, Birmingham, Alabama 35203, whose Certificate of Formation was filed in Jefferson County on November 19, 2015.

SECOND: The Merger will become effective on the date (the "*Effective Date*") this Certificate of Merger is filed with the Secretary of State of the State of Alabama.

THIRD: Upon the Effective Date of the Merger, pursuant to the Agreement and Plan of Merger between the constituent companies attached hereto as Annex A, the Certificate of Formation of the Surviving Company shall be amended as follows:

Article I of the Certificate of Formation of Temp LLC shall be deleted in full and replaced with the following:

**ARTICLE I
NAME**

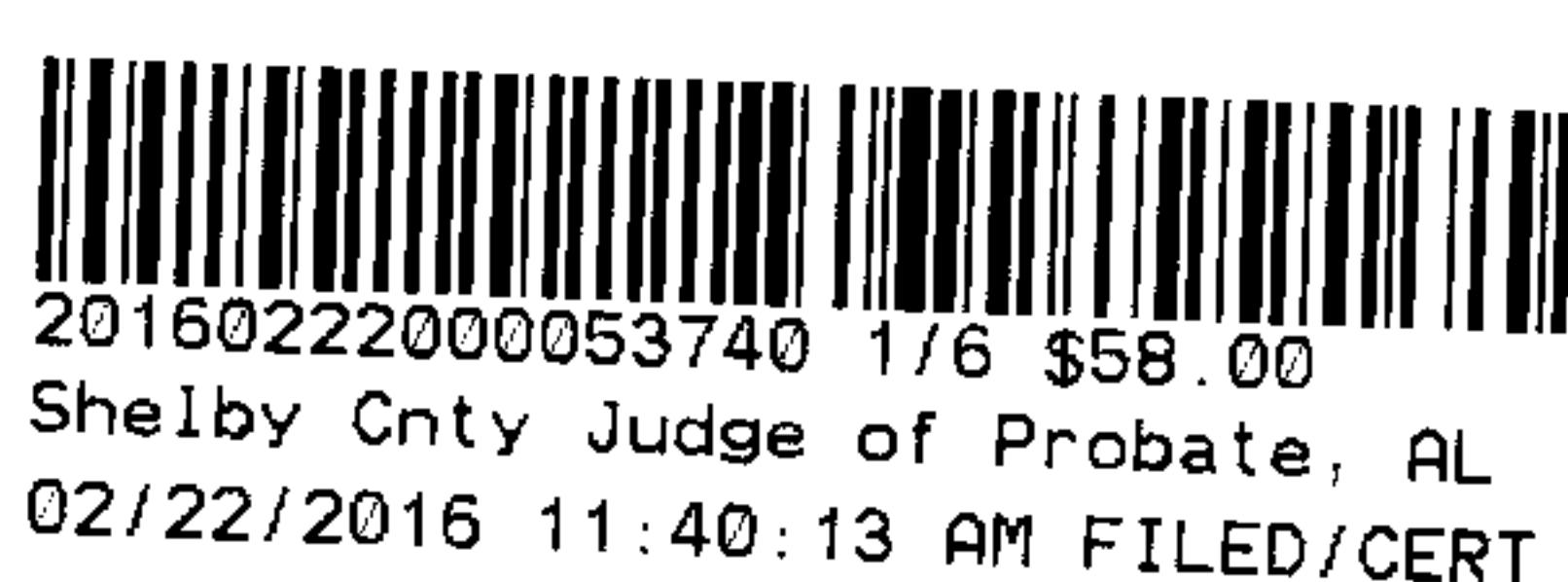
The name of this limited liability company (the "*Limited Liability Company*") is:

STRADA MATERIALS LLC

The remainder of the Certificate of Formation shall remain in full force and effect except as amended hereby.

FOURTH: The Merger has been approved by all the members of each constituent company as required by Section 10A-1-8.02 of the Code of Alabama (1975).

FIFTH: No owner of the Surviving Company shall lack limited liability protection by virtue of consummation of the merger.



SIXTH: A copy of the Agreement and Plan of Merger has been furnished without cost to each owner of the Merged Company and the Surviving Company.

DATED as of the 31st day of December, 2015.

THE MERGED COMPANY:

Strada Materials LLC,
An Alabama limited liability company

By: Roger Bass

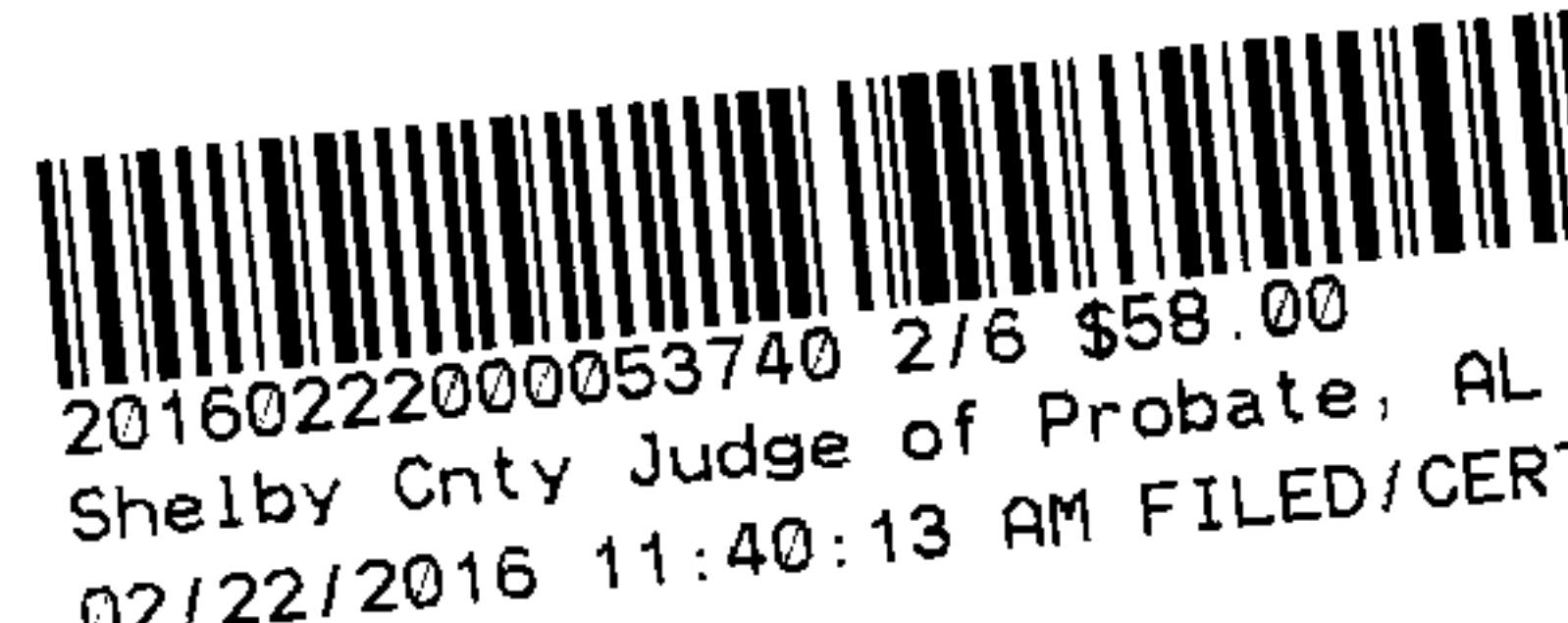
Roger Bass
Its: Managing Member

TEMPCO:

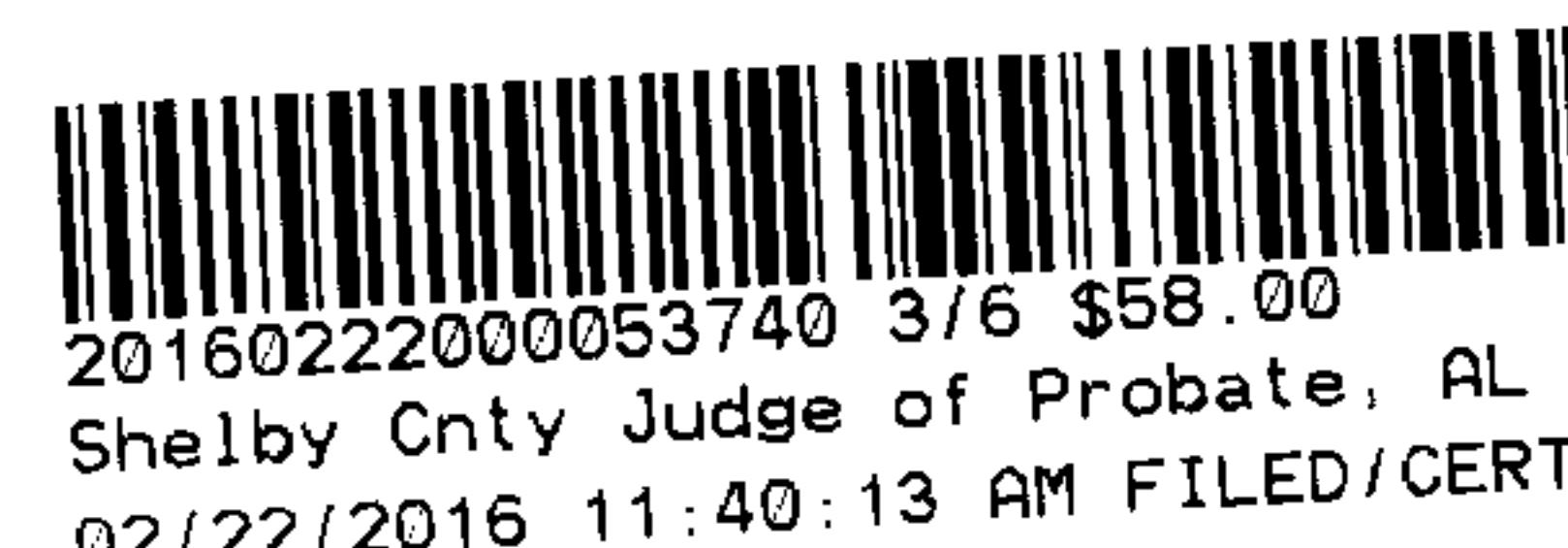
Temp LLC,
An Alabama limited liability company

By: Edmond Watters

Edmond Watters
Its: Managing Member



Annex A
(Copy of Agreement and Plan of Merger)



AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "**Plan**") is made and entered into as of December 1, 2015, by and between STRADA MATERIALS LLC, an Alabama limited liability company (the "**Merged Company**"), and TEMP LLC, an Alabama limited liability company ("**TempCo**"), in order to provide for the merger of the Merged Company with and into TempCo under the Certificate of Formation (as amended herein) of TempCo (the "**Merger**").

AGREEMENT

In consideration of the premises and of the covenants contained herein, the Merged Company and TempCo hereby make, adopt and approve this Plan and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

1. **The Merger.** The Merged Company shall be merged with and into TempCo under the Certificate of Formation (as amended herein) of TempCo pursuant to the provisions of, and with the effects provided in Section 10A18.02 of the Code of Alabama (1975). TempCo shall be the survivor of the Merger and is hereinafter referred to as the "**Surviving Company**" when reference is made to it as of the Effective Date of the Merger or thereafter.

2. **Effective Date of the Merger.** Subject to the terms and conditions of this Plan, and upon satisfaction of all legal requirements, the Merger shall become effective on the earlier of (i) the date and time of filing the appropriate statements or certificates of merger pursuant to Alabama law, or (ii) December 31, 2015 (the "**Effective Date**").

3. **The Surviving Company.**

(a) On the Effective Date, the Certificate of Formation of TempCo is hereby amended to change the name of the Surviving Company to "Strada Materials LLC." On the Effective Date and thereafter, the Certificate of Formation of the Surviving Company shall be the same as TempCo's currently existing Certificate of Formation except for the aforesaid amendment.

(b) On the Effective Date and thereafter, all assets, rights, franchises, interests and licenses of the Merged Company and TempCo in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Surviving Company by virtue of the Merger and without any deed or other instrument of transfer to the Surviving Company, and without any order or other action on the part of any court or otherwise. The Surviving Company shall hold and enjoy all rights of property, franchises, interests and licenses, including appointments, designations and nominations, and all other rights and interests, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Merged Company and TempCo, respectively, immediately prior to the Effective Date.

(c) On the Effective Date and thereafter, the Surviving Company shall be liable for all liabilities of the Merged Company and TempCo, and all debts, liabilities, obligations and contracts of the Merged Company and TempCo, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against in the balance sheets, books of account or records of the Merged Company or TempCo, as the case may be, shall be those of the Surviving Company, and shall not be released or impaired by the Merger, and all rights of creditors and all liens on property of either the Merged Company or TempCo shall be preserved unimpaired.



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4. **Membership Interests.** On the Effective Date and thereafter, all membership interests in TempCo shall continue to be membership interests in the Surviving Company, and all membership interests in the Merged Company outstanding immediately prior to the Effective Date shall, *ipso facto*, without any action of the part of any holder thereof, or any other party, be canceled.

5. **Members.** On the Effective Date and thereafter, the members of the Surviving Company shall be all the persons who were members of TempCo immediately before the Effective Date.

6. **Approvals.** This Plan shall be submitted to all the respective members of the Merged Company and TempCo for approval in accordance with applicable provisions of law. The Merged Company and TempCo shall proceed expeditiously and cooperate fully in the taking of any other action, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger.

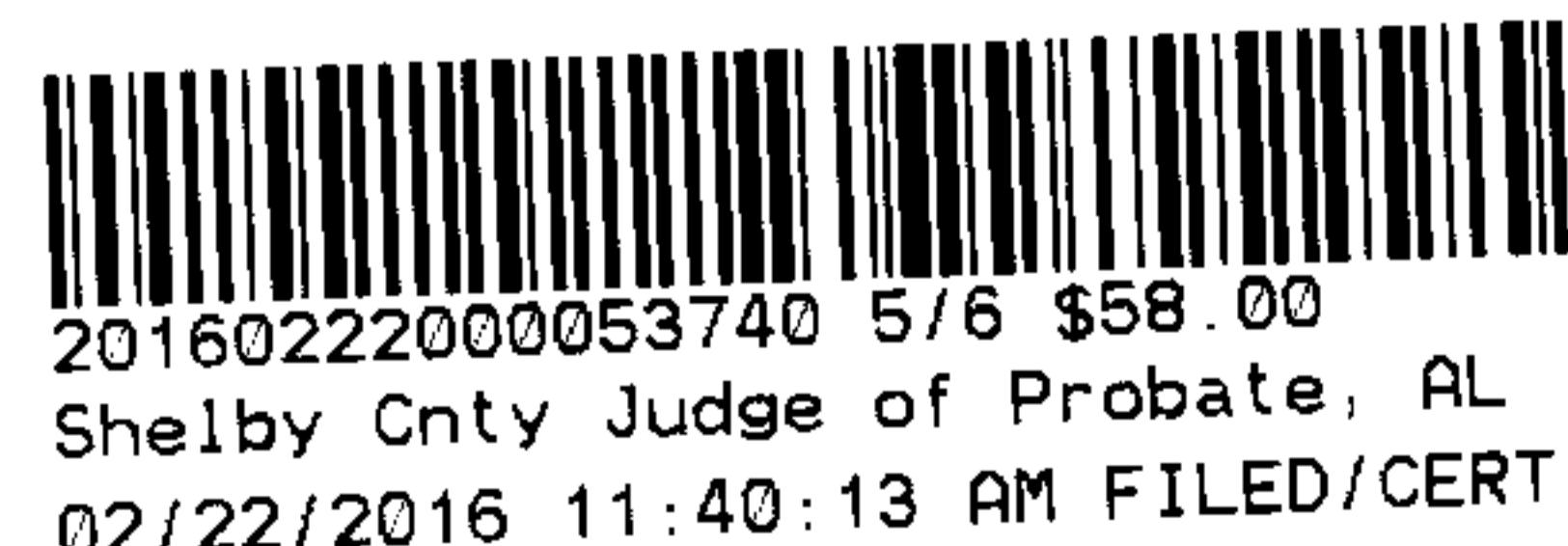
7. **Termination.**

(a) This Plan may be terminated and abandoned by the Merged Company or TempCo at any time before the Effective Date by giving written notice of such termination or abandonment to the other party, such notice to be authorized or approved by all the members of the party giving the notice.

(b) Upon termination by written notice as provided in this Section, this Plan shall be void and of no further force and effect, and there shall be no liability for such termination by reason of this Plan on the part of any party hereto, or the members of either of them.

8. **Counterparts.** This Plan may be executed in one or more identical counterparts, each of which, when executed and delivered by the parties hereto, shall be an original, but all of which together shall constitute a single agreement.

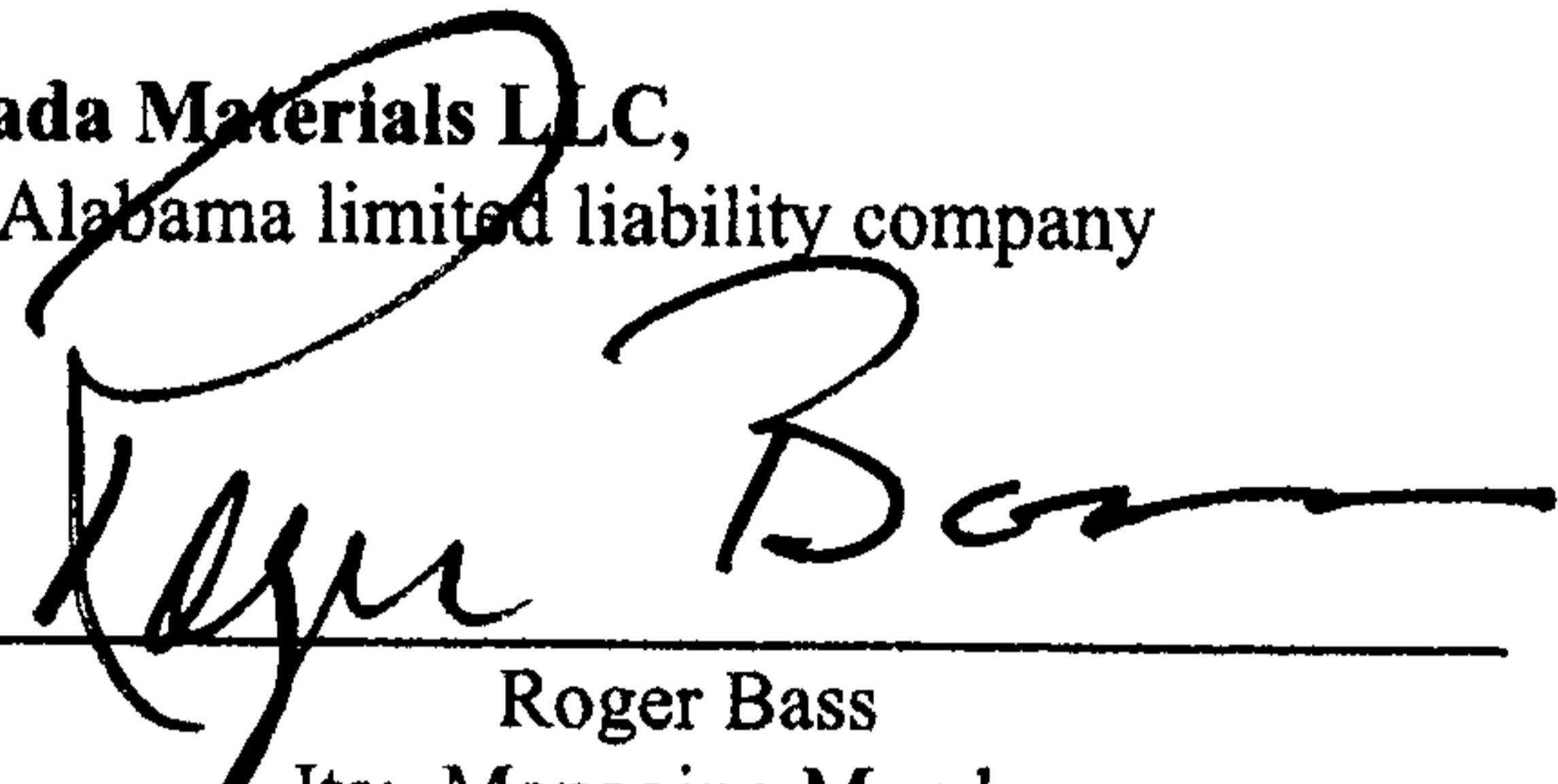
*[Remainder Left Blank Intentionally;
Signature Pages to Follow]*



IN WITNESS WHEREOF, the Merged Company and TempCo have caused this Plan to be executed by their duly authorized officers as of the date first above written.

THE MERGED COMPANY:

Strada Materials LLC,
An Alabama limited liability company

By: 

Roger Bass

Its: Managing Member

TEMPCO:

Temp LLC,
An Alabama limited liability company

By: 

Edmond Watters

Its: Managing Member

