

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
03/06/96

CHARTER NUMBER: 017774
ROLL AND FRAME: 5445-1172

~~05445-1172~~

DOCUMENT NUMBER	CODE	FEE
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96020543201	AMA	1535.00
	INC	NO FEE
	CHP	NO FEE
	CHL	NO FEE

CORPORATION:

THE NATIONAL LIME AND STONE COMPANY

091779

RETURN TO: MARSHALL & MELHORN
ATTN A L HAHN
FOUR SEAGATE 8TH FL
TOLEDO OH 43604

TOTAL : 1535.00

0371

05445-1172



The State of Ohio

Bob Taft

Secretary of State

17774

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA INC CHP CHL

of:

THE NATIONAL LIME AND STONE COMPANY

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5445 at Frame 1174 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 20TH day of FEB ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

17774
APPROVED

05445-1172

By RS
Date 2/20/96
Amount \$ 1,535.00**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
THE NATIONAL LIME AND STONE COMPANY**

96020543201

Carleton P. Palmer, III, President, and Dale M. Treier, Secretary, of The National Lime And Stone Company, an Ohio corporation, do hereby certify that the annual meeting of the shareholders of the Corporation was duly called and held on the 1st day of February, 1996, at which meeting a quorum of the shareholders was present in person or by proxy and that by the affirmative vote of the holders of shares entitling them to exercise more than 2/3 of the voting power of the Corporation, the following resolution was adopted:

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended and restated to read as follows and shall supersede all existing articles of incorporation and amendments thereto:

**ARTICLES OF INCORPORATION
OF
THE NATIONAL LIME AND STONE COMPANY**

FIRST. The name of the corporation is The National Lime And Stone Company.

SECOND. The location of its principal office is the City of Findlay, Hancock County, Ohio.

THIRD. The corporation is formed for the purpose of the quarrying and handling and selling of stone in its various forms; for the manufacture of lime and kindred products in connection with and incidental to the business of such corporation; the operation of a cooper shop; the handling of coal and of ice; dealing in builders supplies, and the purchasing, selling and leasing of real estate so far as may be necessary in conducting the business of the corporation; and to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Ohio.

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FOURTH. The maximum number of shares which the corporation is authorized to have outstanding is Four Hundred Thousand (400,000) common shares without par value.

FIFTH. The corporation, by action of the Board of Directors and without action by the shareholders, may purchase its shares for the purposes and to the extent permitted by law.

SIXTH. First Refusal by Corporation.

Section 1. Share Transfer Prohibition; Exemptions.

(a) Share Transfer Prohibition. An interest in shares of this corporation may not be voluntarily or involuntarily transferred, by operation of law or otherwise, except to the extent permitted by this Article Sixth.

(b) Exemptions. This section does not apply to a transfer:

(i) to this Corporation;

(ii) to members of the shareholder's family (or to a trust, all of whose beneficiaries are members of the shareholder's family or are otherwise exempt under this Section 1 (b)). For purposes of this exemption, the term family is deemed to mean the shareholder's spouse, parents, brothers, sisters, nieces, nephews, cousins, and lineal descendants (including adopted children and step children) and the spouse of any lineal descendant.

(iii) from a trust or trustee to a beneficiary, a successor trust or successor trustee,

(iv) pursuant to a buy-sell agreement, trust instrument or other similar agreement between, among or applicable to one or more shareholders which is in effect as of February 1, 1996;

(v) to a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code;

(vi) that has been approved by the directors of this Corporation in their sole discretion; or

(vii) by merger or share exchange or any exchange of existing shares for other shares of a different class or series in the Corporation.

Section 2. Request for Transfer; First Refusal Right of Corporation.

(a) Procedure for Offer to Corporation. A person desiring to transfer shares of this Corporation to a party other than pursuant to a §1(b) exemption, must first offer them to the Corporation by obtaining an offer to purchase the shares for cash from a third person. The offer by the third person must be in writing and state the offeror's name and address, the number of shares offered, the offering price per share and the other terms of the offer. The person desiring to transfer said shares must then offer said shares to the Corporation.

(b) Delivery of Offer. The person desiring to transfer shares shall deliver by certified mail, return receipt requested, the written offer to the Transfer Agent with a copy to the Corporation and by doing so offers to sell the shares to the Corporation on the terms of the offer.

(c) Acceptance of Offer by Corporation. The corporation must deliver to the offering shareholder written notice of acceptance within ten (10) business days after the Corporation receives notification of the offer from the Transfer Agent or the offer is rejected. If the Corporation accepts the offer, the shareholder shall deliver to the corporation against payment of the purchase price duly endorsed certificates for the shares within twenty (20) days after the effective date of the notice of acceptance. The Corporation may specifically enforce the shareholder's delivery obligation under this subsection.

(d) Rejection of Offer by Corporation. If an offer to purchase shares under this section is rejected, the offering shareholder, for a period of one hundred twenty (120) days after the corporation received the offering shareholder's offer, is entitled to transfer to the third person offeror all (but not less than all) of the offered shares in accordance with the terms of the offering shareholder's offer to the Corporation.

Section 3. Attempted Share Transfer In Breach of Prohibition.

(a) Ineffective Transfer. An attempt to transfer shares of this Corporation in violation of the prohibitions set forth in this Article Sixth is ineffective.

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(b) Corporation Option. An attempt to transfer shares of this Corporation in violation of this Article Sixth gives the Corporation an option to purchase the shares from the transferee for the same price and on the same terms that said transferee purchased them. To exercise this option, the Corporation must give the transferee written notice within thirty (30) days after the Corporation receives notice from the Transfer Agent that the certificate for shares has been presented to the Transfer Agent for registration in the transferee's name. The Corporation may specifically enforce the transferee's sale obligations upon exercise of its purchase option.

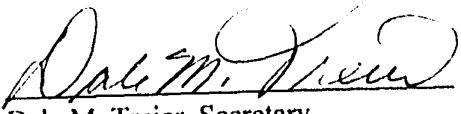
Section 4. Legend Upon Shares. All certificates for shares of this Corporation shall bear the following legend:

The shares of the Corporation represented by this certificate are subject to a restriction on the right to transfer said shares contained in the Articles of Incorporation of the Corporation. The Corporation will mail to any shareholder a copy of such restriction without charge within five (5) days after receipt of written request therefor.

Section 5. Restrictions Binding on All Transferees. Any shares permitted to be transferred hereunder (including, without limitation, shares to be transferred pursuant to Sections 1(b) and 2(d) are transferred subject to the Corporation's right of first refusal set forth in this Article Sixth and all transferees and future transferees shall at all times observe and be bound by the same.

IN WITNESS WHEREOF, Carleton P. Palmer, III, President, and Dale M. Treier,
 And
 Secretary, of The National Lime & Stone Company, acting for and on behalf of the
 corporation, have hereunto subscribed their names this 1st day of February, 1996.


 Carleton P. Palmer, III, President


 Dale M. Treier, Secretary

Ohio Secretary of State Return Slip
Amendment/Amened articles 05473-1178

February 12, 1996

Anita L. Hahn
Marshall & Melhorn
Four SeaGate, 8th Floor
Toledo, Ohio 43604

PURGED

FEB 20 1996

Re: The National Lime AndDocument No. 96020543001 Stone CompanyNOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT OF
\$1535.00 MUST ACCOM-
PANY THE CORRECTED
DOCUMENTS. COMPLETED
DOCUMENTS MUST BE RE-
TURNED WITHIN 30 DAYS OR A
REFUND WILL BE ISSUED.Additional Fee Required: \$ 0

Dear Sir or Madam:

The enclosed documents are being returned unfilled for the following reason(s):

- X 1. The corporation's name must appear at the top of the certificate exactly the same as in our records. Please correct name above. "And"
2. The certificate must be signed by 2 officers of the corporation. One signature must be that of the chairman of the board, president or vice-president and the second signature must be that of the secretary or assistant secretary. One individual may not sign in both capacities and, if necessary, an election or appointment must be made for this purpose.
3. If the corporation has a close corporation agreement in effect, the enclosed Close Corporation Affidavit may be completed.
4. Our records indicate that the principal office is located in _____ However, the location given on the certificate is _____. If the location has been changed (to a different city or county), then an additional resolution must be adopted changing the principal office location. Include the appropriate county.
5. Indicate what manner of adoption was used in passing the resolution to amend the Articles of Incorporation. If a meeting was held, include the percentage of the voting power that passed the resolution. A _____ vote is required.
6. The new name you have chosen is not available without the written consent of _____. You may verify the prior registrant's consent cannot be obtained, please contact this office before filing another name to ensure that the alternate name is available.
7. The corporation must submit its Form 7 (Annual Statement of Proportion of Capital Stock) for the year(s) _____. The Form 7 should reflect corporate activities in Ohio during the previous year. The forms are enclosed.
8. We are unable to accept photostat copies. Original documents and signatures are required.
9. When a corporation is amending its articles of incorporation in its entirety, the certificate must contain a superceding clause stating that the adopted amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto.
10. The corporation was cancelled by the Ohio Department of Taxation on _____. Before filing the amendment/amended articles, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation (1030 Freeway Drive North, Columbus, Ohio 43229, (614) 433-7636). The D-3 must then be filed with the Secretary of State, together with a \$10.00 filing fee in addition to the amendment documents.
11. Your non-profit corporation was cancelled on _____ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reinstatement, submit a \$10.00 filing fee, and return all the enclosed amendment documents.
12. The corporation's articles were cancelled on _____ for failure to file the Professional Annual Shareholders Reports. Before the filing the Amendment/Amened Articles, you must complete the enclosed Application for Reinstatement and annual reports for the year(s) _____. A filing fee of \$10.00 must be submitted and returned together with your amendment/amended articles.
13. The new name of the corporation must include or end with either "Inc.," "Incorporation," "Corporation," "Corp.," "Co.," "Company."
14. Any subsequent appointment of agent must contain a signed acceptance by the appointed agent acknowledging further acceptance of the appointment.
15. Our office has no record of a corporation entitled _____. Please check your corporate records to correctly identify the corporation amending its articles.
16. The filing fee for the share increase is insufficient. The correct total filing fee is \$ _____ and is calculated as follows: