

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Limited Liability Company Articles of Organization - Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quikrete of Southern California, Inc.		01/01/2004	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Quikrete of Southern California, LLC		
Street Address:	3490 Piedmont Rd., N.E.		
Internal Address:	Suite 1300		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	Limited Liability Company: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1072679		
CORRESPONDENCE DATA			
Fax Number:	(614)227-2100		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	614-227-2080		
Email:	ipdocket@porterwright.com		
Correspondent Name:	Karen K. Hammond		
Address Line 1:	41 S. High Street		
Address Line 4:	Columbus, OHIO 43215		
NAME OF SUBMITTER:	Karen K. Hammond		
Signature:	/karen k. hammond/		
Date:	08/05/2005		

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**Total Attachments: 21**

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**State of California**  
**Kevin Shelley**  
**Secretary of State**

File #

**ENDORSED - FILED**  
 In the office of the Secretary of State  
 of the State of California

JAN - 1 2004

**KEVIN SHELLEY**  
**Secretary of State**

**LIMITED LIABILITY COMPANY**  
**ARTICLES OF ORGANIZATION - CONVERSION**

**IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM**

This Space For Filing Use Only

1. NAME OF LIMITED LIABILITY COMPANY Quikrete of Southern California, LLC.		
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.		
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)		
<input type="checkbox"/> ONE MANAGER	<input type="checkbox"/> MORE THAN ONE MANAGER	<input checked="" type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S)
4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) Manufacture and sale of concrete products		
5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE 3490 Piedmont Road, Suite 1300	CITY AND STATE Atlanta, GA	ZIP CODE 30305
6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS		
<input type="checkbox"/> AN INDIVIDUAL RESIDING IN CALIFORNIA <input checked="" type="checkbox"/> A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.		
AGENT'S NAME CT Corporation System		
7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL		
CITY	STATE	ZIP CODE
	CA	
8. NAME OF CONVERTING ENTITY Quikrete of Southern California, Inc.		
9. FORM OF ENTITY Corporation	10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY C0430430
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:		
NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE 587 common shares		PERCENTAGE VOTE REQUIRED 51%
13. NUMBER OF PAGES ATTACHED, IF ANY: _____ THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.		
14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.		
 SIGNATURE OF AUTHORIZED PERSON		James E. Winchester, Jr. - President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
 SIGNATURE OF AUTHORIZED PERSON		Dennis C. Winchester - Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 04/2003)



**QUIKRETE OF SOUTHERN CALIFORNIA, INC.**

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
IN LIEU OF A SPECIAL MEETING**

**TAKEN AS OF DECEMBER 31, 2003**

The undersigned, being all of the members of the Board of Directors and sole shareholder of Quikrete of Southern California, Inc. a California corporation (the "Corporation"), acting pursuant to the California Corporations Code (the "Code"), hereby take the actions set forth in this documents by unanimous written consent (this "Written Consent"), consent to the following actions, which actions shall have the same force and effect as if taken by an affirmative vote at a special meeting of the Board of Directors and the sole shareholder of the Corporation duly called and held under the Act.

WHEREAS, the Corporation is a wholly owned subsidiary of The Quikrete Companies, Inc ("TQI");

WHEREAS, the Board of Directors of TQI have determined that the proposed restructuring of TQI and its subsidiaries, to improve efficiencies of operations and to minimize and possibly reduce the effective state income tax rate applied to TQI's income, is in the best interest of TQI and its shareholders;

WHEREAS, in order to effectuate the proposed restructuring of TQI, the Board of Directors of TQI have determined to reorganize the Corporation as a California limited liability company;

WHEREAS, pursuant to Section 1151 of the Code, the Board of Directors of the Corporation are of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion"); and

WHEREAS, the Board of Directors of the Corporation have reviewed the Plan of Conversion hereby attached as Exhibit A ("Plan of Conversion") and is of the view that the Plan of Conversion is in the best interest of the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the Plan of Conversion, attached hereto as Exhibit A, and as required to be provided by Section 1152 of the Code and submits the same, with its full recommendations, for the approval of the Corporation's shareholders.

BE IT FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to file this Written Consent with the minutes of the proceedings of the Corporation and is authorized to certify the passage of these resolutions under seal of the Corporation or otherwise.

**{SIGNATURES ON THE NEXT PAGE}**

CORP1024347.1

IN WITNESS WHEREOF, the undersigned members of the Board of Directors and the sole shareholder of the Corporation have executed this Written Consent as of the date first written above. This consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one consent.

DIRECTORS

  
James E. Winchester, Jr.

  
John O. Winchester

  
Dennis C. Winchester

SOLE SHAREHOLDER:

The Quikrete Companies, Inc.  
a Delaware corporation

By   
Name \_\_\_\_\_  
Title: \_\_\_\_\_

**PLAN OF CONVERSION OF  
QUIKRETE OF SOUTHERN CALIFORNIA, INC.**

This PLAN OF CONVERSION OF QUIKRETE OF SOUTHERN CALIFORNIA, INC. (the "Plan of Conversion") is dated as of the 31<sup>st</sup> day of December, 2003.

**WITNESSETH:**

WHEREAS, Quikrete of Southern California, Inc. is a corporation duly organized and existing under the laws of the State of California (the "Corporation");

WHEREAS, pursuant to Section 1151 of the California Corporations Code (the "Code"), the Board of Directors of the Corporation is of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion");

NOW, THEREFORE, the Corporation hereby adopts this Plan of Conversion pursuant to the terms set forth below and as required to be provided by Section 1152 of the Code.

1. The limited liability company into which the Corporation will be converted will be duly organized and existing under the laws of the State of California. The name of the California limited liability company is Quikrete of Southern California, LLC.
2. At the Effective Time, as hereinafter defined, each issued and outstanding share of capital stock of the Corporation shall be converted into one unit of beneficial interest of Quikrete of Southern California, LLC. Upon conversion, the outstanding capital stock of the Corporation shall be canceled and be of no further force and effect and the former holders of such capital stock shall be entitled only to the rights provided for hereunder and in the Operating Agreement of Quikrete of Southern California, LLC. The former shareholders' liability for all of the obligations and liabilities of Quikrete of Southern California, LLC incurred after the conversion shall be as that of a member of Quikrete of Southern California, LLC as provided for under Section 1158 of the Code. The beneficial ownership of Quikrete of Southern California, LLC shall be wholly owned by Quikrete International, Inc.
3. The Conversion shall become effective upon the filing of the Limited Liability Company Articles of Organization - Conversion with the California Secretary of State, in accordance with the applicable provisions of the Code (such time of filing or different date, as the case may be, is hereinafter referred to as the "Effective Time"). At and after the Effective Time, all real and personal property owned by the Corporation shall remain vested in Quikrete of Southern California, LLC and all obligations and liabilities of the Corporation shall continue as the liabilities and obligations of Quikrete of Southern California, LLC, all without further act or deed, and any action or proceeding against the Corporation may be continued as if the Conversion had not occurred. As the result of the Conversion, the Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and such Conversion shall not be deemed to constitute a dissolution of the Corporation.
4. The contents of the Articles of Organization of Quikrete of Southern California, LLC

are attached hereto as Exhibit A.

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**QUIKRETE OF SOUTHERN CALIFORNIA, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



**EXHIBIT A**

**ARTICLES OF ORGANIZATION**

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State of California

Kevin Shelley

Secretary of State

File # \_\_\_\_\_

**ENDORSED - FILED**  
 in the office of the Secretary of State  
 of the State of California

JAN - 1 2004

**KEVIN SHELLEY**  
 Secretary of State

**LIMITED LIABILITY COMPANY  
 ARTICLES OF ORGANIZATION - CONVERSION**

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

1. NAME OF LIMITED LIABILITY COMPANY

Quikrete of Southern California, LLC.

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)

☐

ONE MANAGER

☐

MORE THAN ONE MANAGER

☒

ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)

Manufacture and sale of concrete products

5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

3490 Piedmont Road, Suite 1300

CITY AND STATE

Atlanta, GA

ZIP CODE

30305

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS

☐

AN INDIVIDUAL RESIDING IN CALIFORNIA.

☒

A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.

AGENT'S NAME CT Corporation System

NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE

587 common shares

PERCENTAGE VOTE REQUIRED

51%

13. NUMBER OF PAGES ATTACHED, IF ANY: \_\_\_\_\_

THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

James E. Winchester, Jr. President

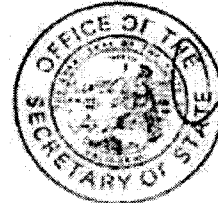
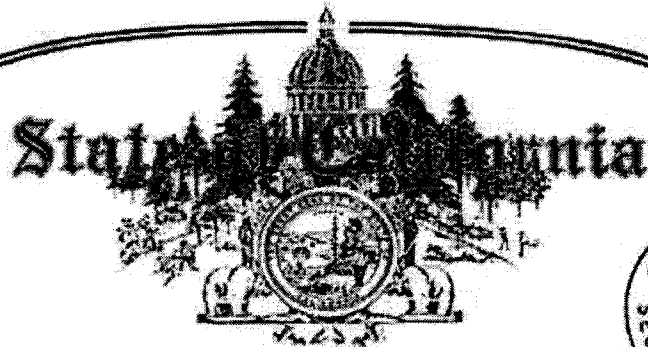
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Dennis C. Winchester - Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 04/2003)





# SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JAN - 6 2004



*Kevin Shelley*  
Secretary of State

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## State of California

Kevin Shelley  
Secretary of State

File #

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JAN - 1 2004

**KEVIN SHELLEY**  
Secretary of State

**LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION - CONVERSION**

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

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1. NAME OF LIMITED LIABILITY COMPANY <u>Outrate of Southern California, LLC</u>		
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.		
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)		
<input type="checkbox"/> ONE MANAGER	<input type="checkbox"/> MORE THAN ONE MANAGER	<input checked="" type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S)
4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) <u>Manufacture and sale of concrete products</u>		
5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE <u>3490 Piedmont Road, Suite 1300</u>	CITY AND STATE <u>Atlanta, GA</u>	ZIP CODE <u>30305</u>
6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS		
<input type="checkbox"/> AN INDIVIDUAL RESIDING IN CALIFORNIA		
<input checked="" type="checkbox"/> A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.		
AGENT'S NAME <u>CT Corporation System</u>		
7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL	CITY	STATE ZIP CODE
		CA
8. NAME OF CONVERTING ENTITY <u>Outrate of Southern California, Inc.</u>		
9. FORM OF ENTITY <u>Corporation</u>	10. JURISDICTION <u>California</u>	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY <u>C0430430</u>
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:		
NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE <u>587 common shares</u>		PERCENTAGE VOTE REQUIRED <u>51%</u>
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SIGNATURE OF AUTHORIZED PERSON 		James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON 		Dennis C. Winchester - Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



LLC-1A (REV. 04/2003)

**PLAN OF CONVERSION OF  
QUIKRETE OF SOUTHERN CALIFORNIA, INC.**

This PLAN OF CONVERSION OF QUIKRETE OF SOUTHERN CALIFORNIA, INC. (the "Plan of Conversion") is dated as of the 31<sup>st</sup> day of December, 2003.

**WITNESSETH:**

WHEREAS, Quikrete of Southern California, Inc. is a corporation duly organized and existing under the laws of the State of California (the "Corporation");

WHEREAS, pursuant to Section 1151 of the California Corporations Code (the "Code"), the Board of Directors of the Corporation is of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion");

NOW, THEREFORE, the Corporation hereby adopts this Plan of Conversion pursuant to the terms set forth below and as required to be provided by Section 1152 of the Code.

The limited liability company into which the Corporation will be converted will be duly organized and existing under the laws of the State of California. The name of the California limited liability company is Quikrete of Southern California, LLC.

2. At the Effective Time, as hereinafter defined, each issued and outstanding share of capital stock of the Corporation shall be converted into one unit of beneficial interest of Quikrete of Southern California, LLC. Upon conversion, the outstanding capital stock of the Corporation shall be canceled and be of no further force and effect and the former holders of such capital stock shall be entitled only to the rights provided for hereunder and in the Operating Agreement of Quikrete of Southern California, LLC. The former shareholders' liability for all of the obligations and liabilities of Quikrete of Southern California, LLC incurred after the conversion shall be as that of a member of Quikrete of Southern California, LLC as provided for under Section 1158 of the Code. The beneficial ownership of Quikrete of Southern California, LLC shall be wholly owned by Quikrete International, Inc.
3. The Conversion shall become effective upon the filing of the Limited Liability Company Articles of Organization - Conversion with the California Secretary of State, in accordance with the applicable provisions of the Code (such time of filing or different date, as the case may be, is hereinafter referred to as the "Effective Time"). At and after the Effective Time, all real and personal property owned by the Corporation shall remain vested in Quikrete of Southern California, LLC and all obligations and liabilities of the Corporation shall continue as the liabilities and obligations of Quikrete of Southern California, LLC, all without further act or deed, and any action or proceeding against the Corporation may be continued as if the Conversion had not occurred. As the result of the Conversion, the Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and such Conversion shall not be deemed to constitute a dissolution of the Corporation.
4. The contents of the Articles of Organization of Quikrete of Southern California, LLC

are attached hereto as Exhibit A.

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QUIKRETE OF SOUTHERN CALIFORNIA, INC.

By   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**



00722446

200400510101



State of California

Kevin Shelley

Secretary of State

**LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION - CONVERSION**

File #

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of the State of California

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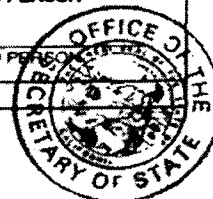
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Secretary of State**

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 SIGNATURE OF AUTHORIZED PERSON		<u>Dennis C. Winchester - Secretary</u> TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	

LLC-1A (REV 04/2003)



**QUIKRETE OF SOUTHERN CALIFORNIA, LLC**  
**Operating Declaration**  
**Effective as of January 1, 2004**

This operating declaration ("*Operating Declaration*") of Quikrete of Southern California, LLC, (the "*Company*"), is made by Quikrete International, Inc., as the sole member (the "*Member*").

**Recitals**

WHEREAS, the Member is the sole member of Quikrete of Southern California, LLC, a limited liability company converted from a California corporation pursuant to the California Corporations Code § 1150-1160 (the "*Code*"), and existing under the Beverly-Killea Limited Liability Company Act (California Corporations Code § 17000, *et seq.*), as amended from time to time (the "*Act*");

WHEREAS, the Member desires to state this Operating Declaration, as set forth below; and

WHEREAS, this Operating Declaration is intended to constitute a written limited liability company agreement within the meaning of the Act;

NOW, THEREFORE, the Member declares as follows:

**Formation.**

The Company is a limited liability company formed on the date first written above by filing a Limited Liability Company Articles of Organization – Conversion, (the "*Articles*") pursuant to the Code and the Act. The Member shall, when required, file any amendments to or restatements of the Articles, in such public offices in the State of California or elsewhere as the Member deems advisable to give effect to the provisions of this Operating Declaration and the Articles, and to preserve the character of the Company as a limited liability company.

**2. Name; Place of Business; Registered Office and Agent.**

The Company shall be conducted under the name of "Quikrete of Southern California, LLC" or such other name as the Member shall hereafter, from time to time, designate. The principal office and place of business of the Company is located at 3490 Piedmont Road, Suite 1300, Atlanta, Georgia 30305. The name and address of the registered agent for service of process on the Company in the State of California is CT Corporation System. The registered office of the Company in the State of California shall be located at CT Corporation System, 818 West Seventh Street, Los Angeles, California 90017.

**3 Purpose.**

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act. The Company shall possess and may exercise all of the rights, powers and privileges granted by the Act or any other law or by this Operating Declaration, together with any powers incidental thereto, so far as such rights, powers and privileges are necessary, customary, convenient or incident to the conduct, promotion, or attainment of the business purposes or activities of the Company.

CORP/1032058.1

**4. Statutory Compliance.**

The Company shall exist under and be governed by, and this Operating Declaration shall be construed in accordance with, the applicable laws of the State of California. The Member shall execute and file such documents and instruments as may be necessary or appropriate with respect to the formation of, and the conduct of business by, the Company.

**5. Title to Company Property.**

All property shall be owned by the Company and, insofar as permitted by applicable law, the Member shall have no ownership interest in the property. Except as provided by law, an ownership interest in the Company shall be personal property for all purposes.

**6. Management.**

**6.1. Authority of Member.** The business and affairs of the Company shall be managed by the Member. Except as provided by applicable law, the Member shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. The signature of any one or more persons designated in writing by the Member, or, absent such designation, the signature of any authorized officer of the Member, on any document or instrument purporting to bind the Company shall constitute conclusive evidence as to third parties of the authority of such person to execute such document or instrument on behalf of the Company and thereby so bind the Company.

**6.2. Duties and Rights of Member.**

(a) *Certain Duties.* The Member shall take all actions necessary or appropriate (i) for the continuation of the Company's valid existence as a limited liability company under the laws of the State of California and of each other jurisdiction in which such existence is necessary to protect the limited liability of the Member or to enable the Company to conduct the business in which it is engaged, and (ii) for the accomplishment of the Company's purposes. The Member shall devote to the Company such time as reasonably may be necessary for the proper performance of all duties of the Member under this Operating Declaration

(b) *Certain Rights.* The Member shall not be required to devote full time to the performance of its duties hereunder and may have other business interests or engage in other business activities. The Member shall not incur liability to the Company or to the Member as a result of engaging in any other business, venture, or opportunity.

**6.3. Compensation.** Compensation of the Member for its management duties shall be fixed from time to time by the Member, absent which the Member shall serve without compensation.

**7. Ownership Units.**

The units of ownership interest in the Company ("Units") may be evidenced by a numbered certificate in such form as shall be approved by the Member and shall be executed by an authorized representative of the Member. Any such certificates shall be kept in a book (the "Certificate Book") and shall be issued in consecutive order therefrom. The name of the person owning the Units, the number of Units and the date of issue shall be entered on the books and records of the Company with respect to each

certificate. Unit certificates exchanged or returned shall be canceled by the Member or its authorized agent or agents (which initially shall be the Secretary of the Member) and returned to their original place in the Certificate Book. Transfers of certificated Units shall be recorded in the Certificate Book by the transferring Unit holder in person or by power of attorney, upon surrender of the old certificate evidencing the Units to be transferred, duly assigned to the transferee, and only upon compliance with the provisions of this Operating Declaration.

**8. Rights and Obligations of the Member.**

8.1. Limitation on Member's Liability. The Member's liability shall be limited as set forth in this Operating Declaration, the Act, and other applicable law. The Member shall not be bound by, or be personally liable for, the expenses, liabilities, or obligations of the Company beyond the amount contributed by the Member to the capital of the Company, except to the extent provided by Section 17255 of the Act with regard to a wrongful distribution.

8.2. Voting Rights. Except as otherwise specifically set forth in this Operating Declaration, the Member shall have only the voting rights set forth in the Act.

8.3. Action by Member Without a Meeting. Any action required or permitted to be taken by the Member may be taken with or without a meeting, and with or without any written consents or other writings describing the action taken.

**9. Capital Contributions**

The Member shall contribute to the Company cash or other property as it may from time to time deem necessary or appropriate.

**10. Distributions.**

All distributions by the Company shall be made at the discretion of the Member.

**Books and Records.**

11.1. Availability. At all times during the existence of the Company, the Member shall keep or cause to be kept complete and accurate books and records appropriate and adequate for the Company's business. Such books and records, whether financial, operational, or otherwise and including a copy of this Operating Declaration and any amendments, shall at all times be maintained at the principal place of business of the Company. The Member or such Member's duly authorized representative, shall have the right at any time, for any purpose reasonably related to the Member's ownership interest, to inspect and copy from such books and documents during normal business hours.

11.2. Reports. The Member shall cause to be produced a profit and loss statement for, and a balance sheet as of the end of, each fiscal year.

11.3. Tax Returns. The Member shall prepare or cause to be prepared all tax returns which the Company is required to file, if any, and shall file with the appropriate taxing authorities all such returns in a manner required for the Company to be in compliance with any law governing the timely filing of such returns.

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11.4. Depositories. The Member shall maintain or cause to be maintained one or more accounts for the Company in such depositories as the Member shall select. All receipts of the Company from whatever source received (but no funds not belonging to the Company) shall be deposited to such accounts, and all expenses of the Company shall be paid from such accounts. All amounts so deposited shall be received, held, and disbursed by the Member for the purposes authorized or permitted by this Operating Declaration or the Act.

12. Indemnification. To the fullest extent permitted by Section 17155 of the Act, the Company shall indemnify each Member and make advances for expenses to each Member arising from any loss, cost, expense, damage, claim or demand, in connection with the Member's status as a Member of the Company, the Member's participation in the management, business and affairs of the Company or such Member's activities on behalf of the Company, but only if and to the extent such participation or activities are so authorized pursuant to the terms and provisions of this Agreement. By written action of the Member evidenced by a resolution or consent of the Board of Directors of the Member, the Company may, but shall not be required to, indemnify and advance expenses to any officer, director, employee or agent of the Member or of the Company to the extent specified therein or, if not otherwise expressly specified, then to the same extent as such indemnification and advance of expenses would be permitted to be made to a Member pursuant to this Section.

### 13 Dissolution

13.1. Events Causing Dissolution. The Company shall be dissolved and its affairs wound up at such time as the Member determines that the Company should be dissolved, by the vote of a majority in interest of the members, or whenever dissolution is required by law. Except as stated in the immediately preceding sentence, the provisions of Section 17350 of the Act shall not apply.

#### 13.2. Liquidation of Property and Application of Proceeds.

(a) *Winding Up*. Upon the dissolution of the Company, the Member shall wind up the Company's affairs in accordance with the Act. In winding up the affairs of the Company, the Member shall be authorized to take any and all actions contemplated by the Act as permissible, including, without limitation:

- (i) prosecuting and defending suits, whether civil, criminal or administrative;
- (ii) settling and closing the Company's business;  
liquidating and reducing to cash the property as promptly as is consistent with obtaining its fair value;  
discharging or making reasonable provision for the Company's liabilities; and
- (v) distributing the proceeds of liquidation and any undisposed property.

(b) *Distribution of Proceeds*. Upon the winding up of the Company, the Member shall distribute the proceeds and undisposed property as follows:

- (i) to creditors, including the Member if the Member is a creditor (to the extent and in the order of priority provided by law), in satisfaction of liabilities of the Company, whether by payment or the making of reasonable provisions for payment thereof; and
- (ii) thereafter, to the Member.

**[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

**IN WITNESS WHEREOF**, the sole Member hereby makes this Operating Declaration as of the date first above written by executing this Operating Declaration on the date set forth below its signature line.

**MEMBER:**

**QUIKRETE INTERNATIONAL, INC.**

A handwritten signature in black ink, consisting of a stylized 'Q' followed by a series of loops and a horizontal line at the end, positioned over a horizontal line.

Executed this 1<sup>st</sup> day of January, 2004