

**BK: 2016 PG: 3872**  
**Recorded: 12/16/2016 at 8:10:11.0 AM**  
**Fee Amount: \$32.00**  
**Revenue Tax:**  
**LISA SMITH RECORDER**  
**Madison County, Iowa**

**Affidavit of Merger and Name Change**  
**Recorder's Cover Sheet**

**Prepared By and Upon Recording Return to:**

Matthew J. Costinett, Polsinelli, PC, 1401 Lawrence Street, Suite 2300, Denver, CO 80202-2498, Phone (303) 572-9300

**Taxpayer Information:**

Central Iowa Ready-Mix, Inc., 5550 NE 22<sup>nd</sup> Street, Des Moines, IA 50313

**Grantor:**  
OMG Midwest, Inc.

**Grantee:**  
OMG Iowa, Inc.  
Nuckolls Concrete Services, Inc.

**Legal Description:** See Exhibit C

**Document or instrument number of previously recorded documents:** Not applicable.

**AFFIDAVIT OF MERGER AND NAME CHANGE**

STATE OF IOWA )

COUNTY OF POLK )

Personally appeared before me Eric Levenson, who being first duly sworn states as follows:

That he is the President of OMG Midwest, Inc., a Delaware corporation, which owns certain real property located in Madison County, Iowa;

That OMG Iowa, Inc. changed its name to Nuckolls Concrete Services, Inc., as provided in the Application for Amended Certificate of Authority attached hereto as **Exhibit A**;

That Nuckolls Concrete Services, Inc. was merged into OMG Midwest, Inc., a Delaware Corporation, as provided in the Certificate of Merger attached hereto as **Exhibit B**; and

That by virtue of the merger and name change information detailed above, OMG Midwest, Inc. is the owner of all property, real and personal, which was owned by Nuckolls Concrete Services, Inc. and OMG Iowa, Inc., including but not limited to the real property situated in Madison County, Iowa, described on **Exhibit C**.

FURTHER Affiant sayeth not.

  
\_\_\_\_\_  
Name: Eric Levenson  
Title: President of OMG Midwest, Inc.

STATE OF IOWA, COUNTY OF POLK, SS:

This instrument was acknowledged before me on this 13 day of December, 2016 by Eric Levenson as President of OMG Midwest, Inc.


  
\_\_\_\_\_  
Notary Public in the State of Iowa

Exhibit A



CHESTER J. CULVER  
Secretary of State  
State of Iowa

APPLICATION FOR  
AMENDED CERTIFICATE  
OF AUTHORITY

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261477

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 1504 of the Iowa Business Corporation Act, the undersigned corporation applies for an amended certificate of authority to transact business in Iowa, and states:

- The name of the corporation is OMG Iowa, Inc.  
and the name the corporation uses in Iowa if different than its real name is not applicable  
The corporate name has been changed to Nuckolls Concrete Services, Inc.
- The state [or foreign country] of incorporation on the records of the Secretary of State of Iowa is The State of Delaware  
The state [or foreign country] of incorporation has been changed to Not applicable
- The duration of the corporation on the records of the Secretary of State of Iowa is Perpetual  
The duration has been changed to The duration has not been changed.
- The date of incorporation of the corporation was December 21, 2001
- The street address of its principal office is  
address 3333 K Street NW, Suite 405  
city, state, zip Washington, DC 20007
- The street address of its registered office in Iowa and the name of its registered agent at that office:  
name National Corporate Research, Ltd.  
address 1500 Hub Tower, 699 Walnut Street  
city, state, zip Des Moines, IA 50309
- The names and business addresses of its current directors and officers:  
name Mark S. Towe (Director)  
address 3333 K Street NW, Suite 405  
city, state, zip Washington, DC 20007

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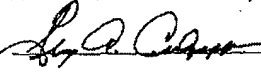
name Glenn A. Culpepper (Vice President, Assistant Secretary and Director)  
address 3333 K Street NW, Suite 405  
city, state, zip Washington, DC 20007

name Kurt E. Rasmussen (Vice President and Director)  
address 3333 K Street NW, Suite 405  
city, state, zip Washington, DC 20007

name Thomas W. Hill (Director)  
address 3333 K Street NW, Suite 405  
city, state, zip Washington, DC 20007

*Please attach additional pages if needed.*

8. A certificate of existence, or a document of similar import, duly authenticated by the official having custody of corporate records in the state or country of incorporation, accompanies this application.

9. Signature   
Type or print name and title Glenn A. Culpepper Asst. Secretary

NOTES:

1. The filing fee is \$100.00. Make checks payable to SECRETARY OF STATE.
2. The document is to be signed by the chairperson of the board, the president, or other officer of the corporation. If directors have not been selected, the document is to be signed by an incorporator. If the corporation is in the hands of a court appointed fiduciary, the document is to be signed by the fiduciary. A copy of a signature is acceptable for filing. Verification is not required.
3. One copy of the document is to be delivered to the Secretary of State for filing.
4. The effective time and date of the document is the later of the following:
  - a. the time of filing on the date it is filed;
  - b. the time specified in the document on the date it is filed;
  - c. the time and date specified in the document, not later than 90 days after the date it is filed.

SECRETARY OF STATE  
Corporations Division  
Lucas Building  
Des Moines, Iowa 50319

Phone: 515/281-5204  
FAX 515/242-5953

(11)

**Exhibit B**

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(e) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is OMG Midwest, Inc., and the name of the corporation being merged into this surviving corporation is Nuckolls Concrete Services, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is OMG Midwest, Inc., a Delaware corporation.


FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 30, 2007 at 12:06 a.m.

SIXTH: The Agreement of Merger is on file at 5550 NE 22nd Street, Des Moines, Iowa 50313, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27<sup>th</sup> day of December, 2007, A.D.

By:   
Authorized Officer  
Name: James Gauger  
Title: President

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:31 PM 12/27/2007  
FILED 04:31 PM 12/27/2007  
SRV 071370551 - 4457152 FILE

**Exhibit C**

**Winterset Plant**

Lots Nine (9), Ten (10) and Eleven (11) in Block One (1) of Watts-Corkrean Addition Plat No. Two (2) to the City of Winterset, Madison County, Iowa.