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FLORIDA NON-PROFIT CORPORATION

The Dianne T. and Charles E. Rice Family Foundation, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

'THE DIANNE T. AND CHARLES E. RICE FAMILY FOUNDATION, INC.

(A Corporation Not For Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
Name and Address

The name of this corporation is The Dianne T. and Charles E. Rice Family Foundation, Inc. (the "Foundation"). The current address and principal office of the Foundation is Bank of America Center, Suite 4200, 50 North Laura Street, Jacksonville, Florida 32202. The Foundation shall maintain its principal place of business in the City of Jacksonville, County of Duval, Florida.

ARTICLE II
Authority

The Foundation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III
Purposes

The Foundation is organized and shall be operated exclusively for charitable, religious, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
Restrictions

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; (v) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code; and, (vi) in accordance with the provisions of Florida law for corporations not for profit, shall not have the power to declare dividends.

ARTICLE V
Members

The Foundation shall have no members.

ARTICLE VI
Incorporator

The name and address of the incorporator is:

C. Daniel Rice
Bank of America Center, Suite 3300
50 North Laura Street
Jacksonville, FL 32202

ARTICLE VII
Board of Directors

Section 1. Number of Directors. The number of directors to serve on the Board of Directors of the Foundation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election and Term. Each director (including initial directors and any additional directors) shall serve three year terms except in the case of death, incapacity, resignation or removal at which time the remaining directors shall fill the vacancy. Initially, such three year terms may be shorter than three years in order to create staggered terms; provided however, that all succeeding terms be for three years. Any director may nominate an individual (except himself or herself in the case of existing directors whose terms have expired) for a seat on the Board of

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Directors. Any director whose term expires is eligible for reappointment. The Chairman of the Board shall also serve a three year term but is not eligible for reappointment as Chairman for three years after serving in such capacity. Any individual is eligible for board service even if they have no familial relationship to Charles E. and/or Dianne T. Rice. At the same time, individuals with a familial relationship to Charles E. and/or Dianne T. Rice are not entitled, based solely on such relationship, to a seat on the Board of Directors. If at any time there are no directors serving, a court of competent jurisdiction shall appoint one director who shall then fill the remaining vacancies. No individual shall be named or elected as a director without his prior consent.

Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the Foundation, are:

<u>Name</u>	<u>Address</u>
Charles E. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Dianne T. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
C. Daniel Rice	50 N. Laura St., Suite 3300, Jacksonville, FL 32202
Julie F. Rice	50 N. Laura St., Suite 3300, Jacksonville, FL 32202
John M. Donovan	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Celeste Rice Donovan	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Michelle D. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202

ARTICLE VIII
Amendments

These Articles of Incorporation may be amended by a majority vote of the directors at any meeting at which a quorum is established.

ARTICLE IX
Registered Agent

The street address of the initial registered office of this Foundation shall be at Bank of America Center, Suite 3300, 50 North Laura Street, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be C. Daniel Rice.

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ARTICLE X
Indemnification

The Foundation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

ARTICLE XI
Dissolution

Upon dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, religious, educational, literary, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE XII
Internal Revenue Code

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 29th day of January, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

 [SEAL]
C. DANIEL RICE

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REGISTERED AGENT CERTIFICATE


In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

That The Dianne T. and Charles E. Rice Family Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office located at Bank of America Center, Suite 3300, 50 North Laura Street, City of Jacksonville, County of Duval, State of Florida, has named C. Daniel Rice, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Foundation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office and accepting the obligations as registered agent, and further states he is familiar with Section 607.0501 of the Florida Statutes.

Dated: January 29, 2001


C. DANIEL RICE

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TALLAHASSEE, FLORIDA

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