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FLORIDA PROFIT/NON PROFIT CORPORATION
FRP, Inc.

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No. 0283 P. 1



April 22, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NELSON MULLINS RILEY & SCARBOROUGH, LLP

SUBJECT: FRP HOLDINGS, INC.

REF: W14000025411

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is distinguishable on our records. However, the name is similar to a name already on file with this office. Therefore, the use of this name may result in future complications. The name of the existing entity is : FRP HOLDING LLC, document number L13000102920.

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**ARTICLES OF INCORPORATION
OF
FRP HOLDINGS, INC.**

ARTICLE I.

NAME

The name of this corporation is FRP Holdings, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 50 North Laura Street, Suite 2850, Jacksonville, Florida 32202.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock, which shares shall be designated as voting common stock having a par value of One Cent (\$.01) per share.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 50 North Laura Street, Suite 2850, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Nelson Mullins Riley & Scarborough, L.L.P. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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ARTICLE VI.
INCORPORATOR

The name and address of the incorporator of this corporation is:

NAMES

J. Phillip Gibbs

ADDRESS

50 North Laura Street, Suite 2850
Jacksonville, Florida 32202

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ARTICLE VII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VIII.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal this 21st day of April, 2014.



J. Phillip Gibbs
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FRP HOLDINGS, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon FRP Holdings, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 50 North Laura Street, Suite 2850, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the designated Registered Agent as its authorized representative, has hereunto set his hand and seal in Jacksonville, Duval County, Florida, on this 21st day of April, 2014.

NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P.

By



J. Phillip Gibbs
Its Authorized Agent

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