

# 001478



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773185 41001A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : July 24, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 773185-005

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch  
The St. Joe Company  
Suite 400, Dupont Center  
1650 Prudential Drive  
Jacksonville, FL 32207

*Amended &  
Restated*  
000003333080--4  
*Articles*

DOMESTIC AMENDMENT FILING

NAME: APALACHICOLA NORTHERN RAILROAD  
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

FILED  
00 JUL 24 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JUL 24 PM 12:11  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 24, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

**RESUBMIT**

Please give original  
information date as file date.

SUBJECT: APALACHICOLA NORTHERN RAILROAD COMPANY  
Ref. Number: 001478

We have received your document for APALACHICOLA NORTHERN RAILROAD COMPANY and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 400A00040340

RECEIVED  
00 JUL 26 AM 10:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
APALACHICOLA NORTHERN RAILROAD COMPANY**

00 JUL 24 PM 1:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, the undersigned corporation pursuant to resolutions duly adopted by its Board of Directors, adopts the following restated and amended articles of incorporation.

**Article I – Name & Principal Place of Business**

The name of the corporation (the “Company”) shall be Apalachicola Northern Railroad Company and the principal place of business shall be located at 1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207.

**Article II – Purpose**

The general nature of the Company shall be to conduct any lawful business permitted under the laws of the State of Florida, unless otherwise stated in its bylaws and other states the Company may be authorized to transact business.

**Article III – Stock**

The maximum number of shares of stock that the Company is authorized to have outstanding at any time is five thousand (5,000) shares having no par, all of which shall be common stock of the same class. All shares of common stock issued shall be fully paid and non-assessable. The Company shall have the right to issue fractional shares.

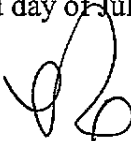
**Article IV – Duration**

The Company shall have perpetual existence.

**Article V – Registered Agent and Address**

The street address of the Company’s registered agent is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 and the registered agent for the Company is Robert M. Rhodes.

IN WITNESS WHEREOF these Amended and Restated Articles of Incorporation have been executed by its Secretary this 3rd day of July, 2000.



\_\_\_\_\_  
Lawrence Paine

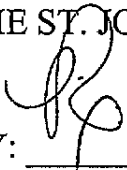
**CERTIFICATE OF APPROVAL AND ADOPTION OF THE AMENDED  
AND RESTATED ARTICLES OF THE ARTICLES OF  
INCORPORATION BY THE SOLE SHAREHOLDER  
OF  
APPALACHICOLA NORTHERN RAILROAD COMPANY**

Pursuant to the Florida Business Corporation Act, this Florida profit corporation submits the attached amended and restated articles of the articles of incorporation:

FIRST: The amended and restated articles of incorporation were approved and adopted by the sole shareholder on July 3<sup>rd</sup>, 2000.

SECOND: The amended and restated articles of incorporation were approved by the sole shareholder and the number of votes cast were sufficient for approval.

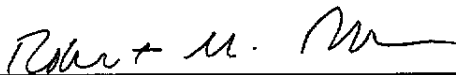
THE ST. JOE COMPANY

BY:   
Lawrence Paine, Assistant Secretary

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **Apalachicola Northern Railroad Company** at the place designated in the amended and restated articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: July 3, 2000

  
\_\_\_\_\_  
Robert M. Rhodes

FILED  
00 JUL 24 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA