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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida East Coast Railway Santa Train, Inc.

B 11/22/13

Table with 2 columns: Item and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (04), and Estimated Charge (\$78.75).

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**ARTICLES OF INCORPORATION
OF
FLORIDA EAST COAST RAILWAY SANTA TRAIN, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Florida East Coast Railway Santa Train, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

The physical address and mailing address of the principal office of the Corporation shall be c/o Florida East Coast Railway, L.L.C., 7150 Phillips Highway, Jacksonville, FL 32256.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324. The name of the initial registered agent at that address is C T Corporation System.

ARTICLE IV
PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V
MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE VII
DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII
DURATION

The Corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS


A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Glenn A. Adams
Holland & Knight LLP
200 South Orange Avenue, Suite 2600
Orlando, FL 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, being the incorporator of this Corporation, executed these Articles of Incorporation this 21st day of November, 2013.



Glenn A. Adams, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FLORIDA EAST COAST RAILWAY SANTA TRAIN, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Florida East Coast Railway Santa Train, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at c/o Florida East Coast Railway, L.L.C., 7150 Phillips Highway, City of Jacksonville, County of Duval, State of Florida 32256, has named C T Corporation System whose address is 1200 South Pine Island Road, City of Plantation, County of Broward, State of Florida 33324, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, we agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

CT CORPORATION SYSTEM

By: Madonna Cuddihy

Name: Madonna Cuddihy
Special Assistant Secretary

Title: _____