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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

CSX TRANSPORTATION EMPLOYEES DISASTER RELIEF FUND, INC.

These Amended and Restated Articles of Incorporation of CSX TRANSPORTATION EMPLOYEES DISASTER RELIEF FUND, INC. (the "Corporation") are filed pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, and shall replace and supersede the Corporation's original Articles of Incorporation filed with the Florida Department of State on October 24, 1989 (the "Original Articles"). This amendment and restatement of the Original Articles includes no amendment that requires member approval. Accordingly, these Amended and Restated Articles of Incorporation have been adopted on October 17, 2008 at a meeting of the Board of Directors of the Corporation. Among other changes, these Amended and Restated Articles of Incorporation change the name of the Corporation from CSX Transportation Employees Disaster Relief Fund, Inc. to CSX Employees Disaster Relief Fund, Inc.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is CSX Employees Disaster Relief Fund, Inc.

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and mailing address of the Corporation shall be 500 Water Street, Jacksonville, Florida 32202.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607. The name of the registered agent at that address is Corporation Service Company.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

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

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(a) exclusively for charitable, educational, religious 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

(b) 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.

(2) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of the Articles of Incorporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation 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;

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

(c) Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members.

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ARTICLE VIBOARD OF DIRECTORS

The affairs of the 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 VIIDISSOLUTION

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 the 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 VIIIDURATION

The Corporation shall exist perpetually.

ARTICLE IXAMENDMENTS

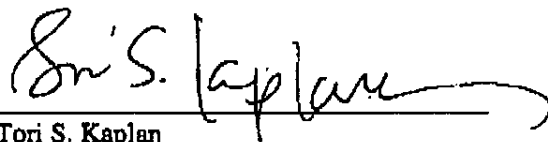
A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE XBYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

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The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of this 17 day of October, 2008.

A handwritten signature in cursive script, reading "Tori S. Kaplan", written over a horizontal line.

Tori S. Kaplan
President