

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

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## From:

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Account Number : I19990000133  
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## FLORIDA PROFIT CORPORATION OR P.A.

Patriot Transportation Holding, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
PATRIOT TRANSPORTATION HOLDING, INC.**

**ARTICLE I - NAME**

The name of this corporation is:

**PATRIOT TRANSPORTATION HOLDING, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in any lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of real or personal property, of every class, kind, and description and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and of the United States.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents copyrights, trademarks, and licenses in the State of Florida and in all other states and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have the following powers:

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A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of his or her shares, or any or all of its shares owned and held by a Shareholder who dies; provided, however, the capital of this corporation shall not be impaired thereby.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at par value of \$0.10 per share.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation and the name and address of the initial registered agent of this corporation are:

##### PRINCIPAL OFFICE:

Patriot Transportation Holding, Inc.  
155 E. 21st Street  
Jacksonville, FL 32206

##### REGISTERED AGENT:

Lewis S. Lee  
One Independent Drive, Suite 3000  
Jacksonville, FL 32202

#### ARTICLE VII - INITIAL DIRECTOR

The name and address of the initial Director is:

Lewis S. Lee  
One Independent Drive, Suite 3000  
Jacksonville, FL 32202

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### ARTICLE VIII - INCORPORATOR

The name and post office address of the Incorporator of this corporation is:

Lewis S. Lee  
One Independent Drive, Suite 3000  
Jacksonville, FL 32202

### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

### ARTICLE X - BYLAWS

The Shareholders or Board of Directors of this corporation entitled to vote shall have the power to adopt, amend or repeal Bylaws for the management of this corporation and the duties of the officers of this corporation shall be prescribed by such Bylaws.

### ARTICLE XI - INDEMNIFICATION

A. The corporation shall indemnify and hold harmless each person, his or her heirs, executors and administrators, who shall serve at anytime as a director or officer of the corporation or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, from and against any and all claims and liabilities to which such person shall have become subject by reason of his being or having heretofore or hereafter been a director or officer of the corporation, or of any other such corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person as such director or officer, such indemnification to be in accordance with the laws of the State of Florida as now in existence or as hereafter amended.

B. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

C. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article XI or refusing to do so, in reliance upon the advice of counsel.

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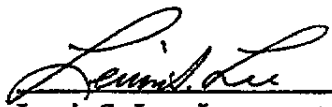
D. In addition to the foregoing provisions, this corporation shall indemnify each person or party described in paragraph A of this Article XI to the fullest extent permitted by Section 607.0850 (1998), Florida Statutes.

E. If any part of this Article XI shall be found in any proceeding to be invalid or ineffective, the remaining provisions shall not be affected.

#### ARTICLE XII - SELF DEALING

No contract, act or other transaction between the corporation and any other person, firm or corporation in the absence of fraud, shall be invalidated, vitiated or in any way affected by the fact that any one or more of the directors of the corporation is or are (i) a party or parties to or interested in such contract, act or transaction or (ii) interested in or a director or officer or directors or officers of such other corporation. Any director or directors, individually or jointly, may, in the absence of fraud, be a party or parties to or may be interested in any contract, act or transaction of this corporation or in which this corporation is interested. Each and every person who may become a director of this corporation is hereby relieved, in the absence of fraud, from any obligation to account for profits and from all other liability which might otherwise arise by reason of contracting with the corporation for the benefit of himself or any other person or any firm, association or corporation in which he may be in any way interested or in which he may be an officer or director. The foregoing provisions shall be applicable notwithstanding that the director or directors referred to shall have voted for or shall have been necessary to authorize the contract, act or transaction in question, or that he or they shall have been present or necessary to constitute a quorum at the meeting which authorized such contract, act or transaction.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, as its Incorporator, this 14th day of December, 1999.

  
\_\_\_\_\_  
Lewis S. Lee, Incorporator

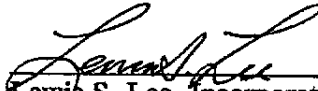
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Patriot Transportation Holding, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Lewis S. Lee, located at One Independent Drive, Suite 3000, City of Jacksonville, State of Florida, 32202 as its agent to accept service of process within Florida.

Having been named to accept service of process for Patriot Transportation Holding, Inc., I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to the proper and complete performance of the duties of registered agent.

  
Lewis S. Lee, Incorporator and  
Registered Agent

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