



1203030785

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

March 6, 2012

1203030785

MARK E SLAUGHTER
WILLCOX SAVAGE
222 CENTRAL PARK AVE STE 1500
VIRGINIA BEACH, VA 23462

RECEIPT

RE: RICE ENTERPRISES II, INC.

ID: 0748334 - 0

DCN: 12-03-01-0029

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is March 6, 2012.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0376



Mark E. Slaughter
Attorney at Law
(757) 628-5660
mslaughter@wilsav.com

73888.005

February 29, 2012

Name Availability Done In:
Initials: Conflict with ID#:

eFile: UFS
CIS: UFS

Clerk
State Corporation Commission
P. O. Box 1197
Richmond, VA 23218

120301 0029

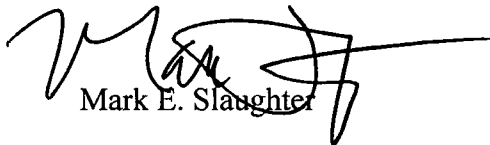
Re: Articles of Incorporation
Rice Enterprises II, Inc.

Dear Sir:

I enclose herewith Articles of Incorporation for Rice Enterprises II, Inc., together with our firm's check in the amount of \$75.00 representing the filing fee therefor.

Thanking you for your attention to this matter, I am

Very truly yours,


Mark E. Slaughter

MES/dkd
Enclosures

OK JB 3/6/12
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25
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75

2012 MAR - 1 AM 10:40

I-1085406.1

Reply to Virginia Beach Office

440 MONTICELLO AVENUE SUITE 2200 NORFOLK, VA 23510 757.628.5500 FACSIMILE 757.628.5566
222 CENTRAL PARK AVENUE SUITE 1500 VIRGINIA BEACH, VIRGINIA 23462 757.628.5600 FACSIMILE 757.628.5659

WWW.WILLCOXANDSAVAGE.COM

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PR

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 6, 2012

The State Corporation Commission has found the accompanying articles submitted on behalf of
RICE ENTERPRISES II, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

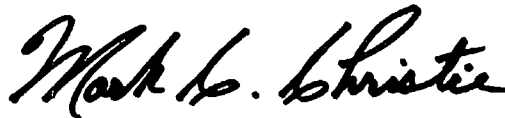
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective March 6, 2012.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Mark C. Christie
Commissioner

ARTICLES OF INCORPORATION
OF
RICE ENTERPRISES II, INC.

To form a stock corporation under Chapter 9 of title 13.1 of the Code of Virginia of 1950, as amended (the "Code"), the undersigned sets forth the following:

1. The name of the Corporation is: RICE ENTERPRISES II, INC.
2. The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs and to engage in any lawful activity not required to be stated in these Articles of Incorporation, including, but not limited to, those activities and powers set forth in the Code.
3. The powers and purposes in these Articles of Incorporation shall not be deemed to exclude in any way or limit by inference any powers or purposes granted to the Corporation by the laws of the Commonwealth of Virginia, now or subsequently in effect, or implied by any reasonable construction of such laws.
4. The aggregate number of shares the Corporation shall have authority to issue is 5,000 , with no par value.
5. The initial registered office of the Corporation is in the City of Virginia Beach, Virginia, and its post office address is 222 Central Park Avenue, Suite 1500, Virginia Beach, Virginia 23462. The name of its initial registered agent is Mark E. Slaughter, a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.
6. To the fullest extent permitted by the Code, as it now exists or may be later amended, no officer or director of the Corporation shall be liable for any amount of monetary

damages to the Corporation or its shareholders arising out of a single transaction, occurrence or course of conduct, for breach of fiduciary duty or otherwise. The liability of an officer or director shall not be limited as provided in this paragraph if the officer or director engaged in willful misconduct or a knowing violation of criminal law or any federal or state securities law.

7. The shareholders shall not have preemptive rights to acquire issued shares of the stock of the Corporation.

WITNESS the signature of the undersigned Incorporated this 29th day of February, 2012.



MARK E. SLAUGHTER, Incorporator