



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

P02000073489

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

DATE: July 5, 2002

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: LEGACY TRUST COMPANY
Ponte Vedra Beach, St. Johns County
(Approved New Trust Company)

400006230704-12
-07/05/02--01003--025
*****52.50 *****52.50

Please file the attached Articles of Incorporation for the above-referenced institution, using JULY 5, 2002, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Division of Banking
101 East Gaines Street
Fletcher Building, 6th Floor
Tallahassee, FL 32399-0350
- (2) One copy to: Mr. John I. Fishburne, III
Purcell, Flanagan & Hay
Post Office Box 40749
Jacksonville, Florida 32203

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL -5 PM 2:17

**ARTICLES OF INCORPORATION
OF
LEGACY TRUST COMPANY**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -5 PM 2:17

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, and specifically, a trust company under Chapter 658, Florida Statutes, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be "LEGACY TRUST COMPANY."

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 822 North Highway A1A, Suite 101, Ponte Vedra Beach, Florida 32082.

**Article III
Capital Stock**

Section 3.1. Initial Capital. The total number of shares authorized to be issued by the corporation shall be 60,000. Such shares shall be of a single class and shall have a par value of \$50.00 per share. The corporation shall begin business with at least \$1,175,000 in paid-in capital stock to be divided into 23,500 shares. The amount of surplus with which the corporation will begin business will be not less than \$825,000, all of which (capital stock and surplus) shall be paid in cash.

**Article IV
Incorporator**

Section 4.1. Name and Address. The name and street address of the incorporators of this corporation are:

Ron K. Bailey
937 Seddon Cove Way
Tampa, FL 33602

Lawrence P. Huang
1039 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

Rodney A. McLauchlan
831 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

Kristin D. McLauchlan
831 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

David F. Evans, Jr.
460 Conway Manor Drive
Atlanta, GA 30327

R. Kyle Bailey
3225 S. MacDill Avenue, #259
Tampa, FL 33629

Kenneth A. Jones
501 E. Surf Spray Lane
Ponte Vedra Beach, FL 32082

Daniel F. Quiggle
505 Surf Spray Lane
Ponte Vedra Beach, FL 32082

Article V **Duration**

Section 5.1. Duration. This corporation shall exist perpetually unless terminated pursuant to the Florida Financial Institutions Codes.

Article VI **Purpose and Nature of Business**

Section 6.1. Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Section 6.2. Nature of Business. The general nature of the business to be transacted by this corporation shall be: That of a general trust company business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of trust corporations.

Article VII **Directors**

Section 7.1. Number. This corporation shall have eight (8) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than five (5).

Section 7.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Ron K. Bailey
937 Seddon Cove Way
Tampa, FL 33602

Lawrence P. Huang
1039 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

Rodney A. McLauchlan
831 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

Kristin D. McLauchlan
831 Ponte Vedra Boulevard
Ponte Vedra Beach, FL 32082

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Ponte Vedra Beach, FL 32082

Daniel F. Quiggle
505 Surf Spray Lane
Ponte Vedra Beach, FL 32082

Section 7.3. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Section 7.4. Cumulative Voting. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Each shareholder may cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

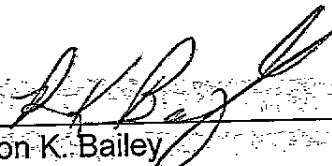
Article VIII **Bylaws**

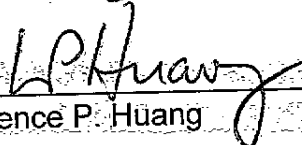
Section 8.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

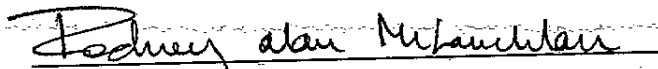
Article IX **Amendment**

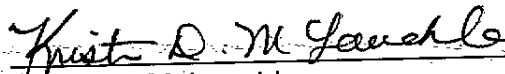
Section 9.1. Amendment. By the shareholders only, this corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation; provided however that the Articles of Incorporation may not be amended without the prior written approval of the Florida Department of Banking and Finance.

IN WITNESS WHEREOF, the incorporators, being the initial directors, have executed these Articles of Incorporation the 28th day of May, 2002.

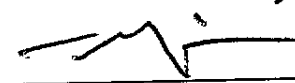

Ron K. Bailey

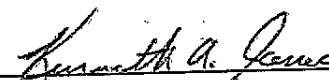

Lawrence P. Huang


Rodney A. McLauchlan


Kristin D. McLauchlan


David F. Evans, Jr.


R. Kyle Bailey


Kenneth A. Jones


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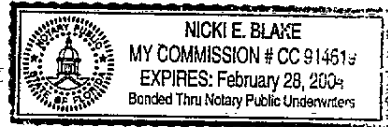
STATE OF Florida

COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002, by **KRISTIN McLAUHLAN**, who is personally known to me or who has produced Driver's License as identification.

Nicki E. Blake

Notary Public



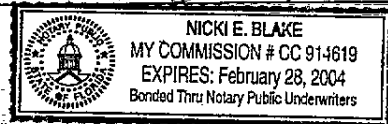
STATE OF Florida

COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002, **RODNEY A. McLAUHLAN**, who is personally known to me or who has produced Driver's License as identification.

Nicki E. Blake

Notary Public



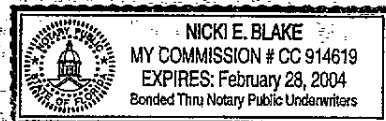
STATE OF Florida

COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002, by **RON K. BAILEY**, who is personally known to me or who has produced Driver's License as identification.

Nicki E. Blake

Notary Public

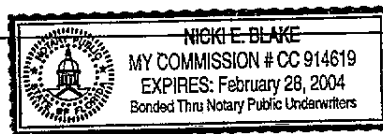


STATE OF Florida
COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002,
by **LAWRENCE P. HUANG**, who is personally known to me or who has produced
Driver's License as identification.

Nicki E. Blake

Notary Public

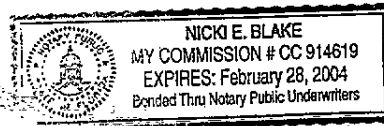


STATE OF Florida
COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002,
by **DAVID F. EVANS, JR.**, who is personally known to me or who has produced
Driver's License as identification.

Nicki E. Blake

Notary Public

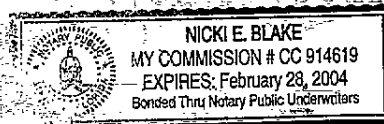


STATE OF Florida
COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002,
by **R. KYLE BAILEY**, who is personally known to me or who has produced
Driver's License as identification.

Nicki E. Blake

Notary Public



STATE OF Florida
COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002,
by **KENNETH A. JONES**, who is personally known to me or who has produced
Drivers License as identification.

Nicki E. Blake

Notary Public

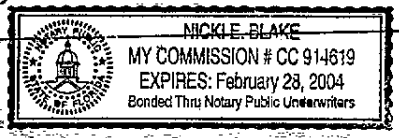


STATE OF Florida
COUNTY OF St. Johns

This instrument was acknowledged before me this 28th day of May, 2002,
by **DANIEL F. QUIGGLE**, who is personally known to me or who has produced
Drivers License as identification.

Nicki E. Blake

Notary Public



Approved by the Department of Banking and Finance this 2ND day of JULY,
2002.

Tallahassee, Florida

By: Robert J. Milligan