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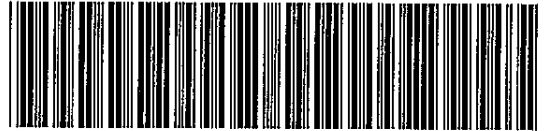
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SECRETARY OF STATE
DIVISION OF CORPORATION
2004 JUL -1 PM 2:54

Amendment

LFB

7-1-04

Interoffice
Communication



Office of Financial
Regulation

DATE: June 30, 2004
TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State
FROM: David Burgess, Bureau of Bank Examinations, OFR
SUBJECT: Legacy Trust Company—Article Amendment

Please file the attached amendment and make the following distribution of certified copies:

- (1) Return one (1) copy to: Office of Financial Regulation
Bureau of Bank Regulation
200 E. Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one (1) copy to: Ms. Kristen McLauchlan
President and Chief Executive Officer
Legacy Trust Company
822 North Highway A1A, Suite 101
Ponte Vedra Beach, Florida 32802

Louise, you'll recall that the check for filing was accidentally forwarded to you earlier, and that you have been holding it. If you have any questions, please contact me at 410-9508.

Attachments

cc: Area Financial Manager, Tallahassee Regional Office (with copy of articles to be filed)



June 10, 2004

Mr. David Burgess
Financial Control Analyst
Office of Financial Regulation
200 East Gaines Street
Tallahassee, FL 32399-0371

Re: Articles of Amendment of Legacy Trust Company

Dear David:

Please consider this letter as Legacy's accompanying request for filing regarding the execution of Articles of Amendment of Legacy Trust Company.

Per your e-mail to me this date, also please find enclosed a money order in the amount of \$52.50 made out to the Secretary of State.

Your assistance in this matter is greatly appreciated. Thanks very much.

Sincerely,

A handwritten signature in cursive script that reads "Kristin".

Kristin D. McLauchlan
President & CEO

KDM/nb
Enc.

ARTICLES OF AMENDMENT OF
LEGACY TRUST COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of **LEGACY TRUST COMPANY** and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of **LEGACY TRUST COMPANY**, and upon authority of all of the shareholders of this Corporation, hereby sets forth as follows:

1. The name of this corporation is **LEGACY TRUST COMPANY**.
2. The Articles of Incorporation of **LEGACY TRUST COMPANY** have been amended by deleting the first sentence in Section 3.1 of Article III in its entirety and by substituting in lieu thereof the following sentence in Section 3.1 of Article III:

"The total number of shares authorized to be issued by the corporation shall be 110,000."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on May 24, 2004, and written consent to the said Amendment was given on May 24, 2004, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the shareholders is sufficient for approval of the amendment by all voting groups of the corporation.

4. Upon approval of the Office of Financial Regulation and the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of **LEGACY TRUST COMPANY**, shall be deemed to be amended accordingly.

DATED this 25th day of May, 2004.



Kristin D. McLauchlan

President

Approved by the Office of Financial Regulation this 25th day of June, 2004.

Tallahassee, Florida



By: Linda B. Charity

Deputy Director

Office of Financial Regulation