

F02000001696

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

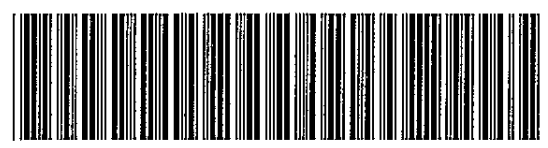
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

I originally seen the original copy of the Cert. from the home state & they failed to send it back when they returned it.

Office Use Only



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11/14/05--01043--022 **35.00

FILED
06 JAN 23 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FL 32399

N/C

N.C

G. Coulliette JAN 23 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Triarco Organization, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F02000001696

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Michael Convery
(Name of Contact Person)

Legacy Financial Company
(Firm/Company)

777 S. Flagler Drive, Suite 800 - West Tower
(Address)

West Palm Beach, FL 33401
(City/State and Zip Code)

For further information concerning this matter, please call:

Diane Jones at (732) 410-4486
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee & Certificate of Status



\$43.75 Filing Fee & Certified Copy
(Additional copy is enclosed)



\$52.50 Filing Fee, Certificate of Status & Certified Copy
(Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle




FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 17, 2005

J. MICHAEL CONVERY
777 S. FLAGLER DR., STE. 800
WEST TOWER
WEST PALM BEACH, FL 33401

SUBJECT: TRIARCO ORGANIZATION, INCORPORATED
Ref. Number: F02000001696

11/28 P1 of 4
Diane,
Full leave
"VOX" Guidance on this!


We have received your document for TRIARCO ORGANIZATION, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

✓ Against DAA Base is "Organization"? / "Enterprise"

Velma Shepard
Document Specialist

Letter Number: 305A00068136

Fax

To: Florida Department of State
Attention: Velma Shepard

From: J.M. Convery

Fax: (850) 245-6897

Pages: 3

Phone: (850) 245-6909

Date: December 6, 2005

Re: Ref. No. F020000016696

CC:

Urgent For Review Please Comment Please Reply Please Recycle

• **Comments:**

Dear Velma,

Attached is a copy of our original "Filed" Amendment to the Certificate of Incorporation dated Oct 24 2005 indicating Triaroo Organization, Inc.'s name change to Legacy Financial Company as well as a copy of our subsequent amendment to change the name of Legacy Financial Company to the acceptable name of Legacy Financial Organization, Inc. with that "Filed" Amendment dated Dec 6, 2005. Please accept these as proof of the company name change in the home state.

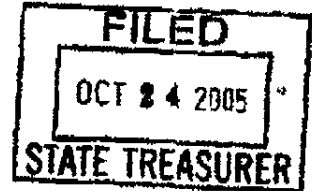
Thank you:


J. Michael Convery

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:



1. The name of the corporation is:

Triarco Organization, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 19 day of October, 2005

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is: Legacy Financial Company

3. The number of shares outstanding at the time of the adoption of the amendment was: 100

The total number of shares entitled to vote thereon was: 100

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable.)

4. The number of shares voting for and against such amendment is as follows. (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
100	

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable.)

BY: (Signature)
Chairman of the Board

Dated this 19 day of October, 2005

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

LEGACY FINANCIAL ORGANIZATION, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate of Incorporation and Name Changes as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
5th day of January, 2006



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer

IWB
FILED

JUL 2 1992

DANIEL J. DALTON
Secretary of State

CERTIFICATE OF INCORPORATION

OF

TRIARCO ORGANIZATION, INC.

0781067

To: The Secretary of State
State of New Jersey

The undersigned, of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of Title 14A, Corporations, General, of the New Jersey Statutes, does hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation is

✓ TRIARCO ORGANIZATION, INC.

SECOND: The purpose or purposes for which the corporation is organized are:

To do any lawful act or thing for which corporations may be organized pursuant to the provisions of Title 14A, Corporations, General, of the New Jersey Statutes.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue is

✓ 2,000 shares without nominal or par value

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FOURTH: The address of the corporation's initial registered office and the name of the corporation's initial registered agent therein are:

Arthur L. Chianese, Esq. / 268 Broad Street, P.O. Box 489, Red Bank, N.J.
07701

FIFTH: The number of directors constituting the initial board of directors shall be three and the names and addresses of the directors are as follows:

John Convery	162 Dorchester Way, Shrewsbury, N.J. 07702
Arlene Convery	162 Dorchester Way, Shrewsbury, N.J. 07702
Gary Habe	8 Nashville Court, Ocean, N.J. 07712

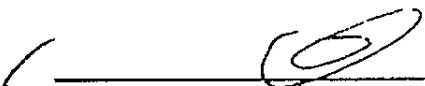
SIXTH: No director or officer of the corporation shall be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, except for liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

SEVENTH: The name and address of the incorporator is as follows:

Lenore K. Hodes / 31 Stelton Road, Piscataway, New Jersey 08854

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed this Certificate of Incorporation.

Dated: July 2, 1992

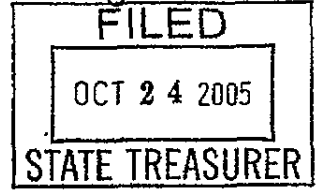


Lenore K. Hodes

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

CEN



Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation

1. The name of the corporation is:

Triarco Organization, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 19 day of October, 2005

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows.

The name of the corporation is: Legacy Financial Company

3. The number of shares outstanding at the time of the adoption of the amendment was: 100

The total number of shares entitled to vote thereon was: 100

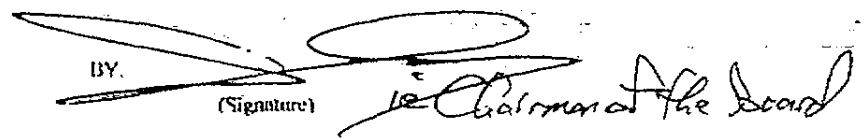
If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable)

4. The number of shares voting for and against such amendment is as follows. (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively.)

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>	---
100		

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected (Omit if not applicable)

6. Other provisions: (Omit if not applicable)

BY: 
(Signature) *ie Chairman of the Board*

Dated this 19 day of October, 2005

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation

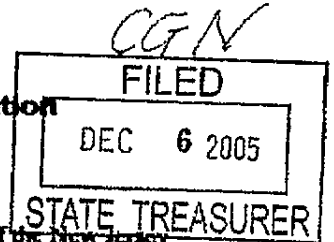
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S 1614565
J 3048702

C-102A Rev 12/93

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)



Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

Legacy Financial Company

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 1 day of December, 2005

Resolved, that Article 7 of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is: Legacy Financial Organization, Inc.

3. The number of shares outstanding at the time of the adoption of the amendment was: 100
The total number of shares entitled to vote thereon was: 100

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows. (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively)

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
100	

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable)

6. Other provisions: (Omit if not applicable).

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J3073737

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(Signature) Chairman

Dated this 1 day of December, 2005