

F02000001696

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W06800002228

FILED  
06 JAN 23 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

N.C.

C. Coulliette JAN 23 2006

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Legacy Financial Company  
(Name of Corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

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)

\_\_\_\_\_  
(Firm/Company)

11206 Maritime Court  
(Address)

Wellington, FL 33467  
(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  
Division of Corporations

January 18, 2006

J. MICHAEL CONVERY/DIANE JONES  
11206 MARITIME CT.  
WELLINGTON, FL 33467

SUBJECT: LEGACY FINANCIAL COMPANY  
Ref. Number: W06000002228

We have received your document for LEGACY FINANCIAL COMPANY and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

We are still waiting on your certificate from the state of New Jersey showing your change of name from Triarco Organization, Incorporated to Legacy Financial Company and the change from that to Legacy Financial Organization, Inc.. As soon as this is received, your filings may be completed.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 706A00003377

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Legacy Financial Company

(Name of corporation as it appears on the records of the Department of State)

2. The State of New Jersey

(Incorporated under laws of)

3. \_\_\_\_\_

(Date authorized to do business in Florida)

FILED  
06 JAN 23 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 6, 2005

5. Legacy Financial Organization, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

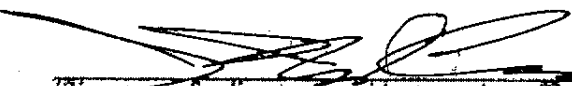
\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

J. Michael Convery

(Typed or printed name of person signing)

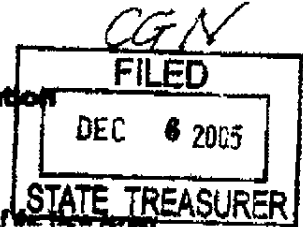
Chairman

(Title of person signing)

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)

0100522436

S7630242  
J3073737

  
(Signature)

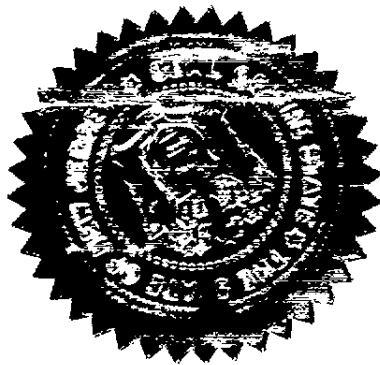
Dated this 1 day of December, 2005

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 black ink, appearing to read "John E. McCormac". The signature is written in a cursive style.

John E McCormac, CPA  
State Treasurer

*INB*

**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

*0100522436*

0100522436

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.

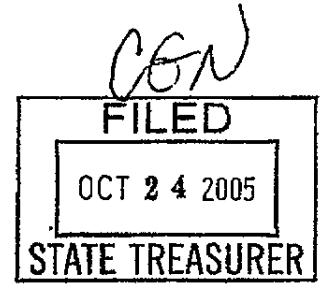
Dated: July 2, 1992

  
\_\_\_\_\_  
Lenore K. Hodes



New Jersey Division of Revenue

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



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.)

Number of Shares Voting for Amendment  
100

Number of Shares Voting Against Amendment

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

S 11616565  
J 3048702

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New Jersey Division of Revenue

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

CGN  
FILED  
DEC 6 2005  
STATE TREASURER

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 1 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)

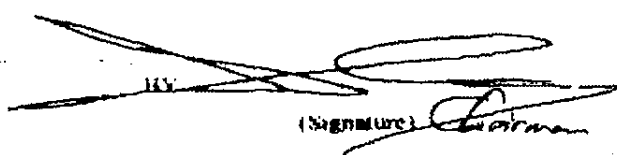
Number of Shares Voting For Amendment  
100

Number of Shares Voting Against Amendment

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).

S1630242  
J3073737

0100522436  
  
(Signature) Chairman

Dated this 1 day of December, 2005