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CORPORATIONS

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11/15/05



CORPORATION SERVICE COMPANY

2005 NOV 14 PM 1:28

ACCOUNT NO. : 072100000032

REFERENCE : 701812 9666A

AUTHORIZATION : *Darlene Ward*

COST LIMIT : \$ 70.00

LELAND COUNTY STATE  
TALLAHASSEE FLORIDA

ORDER DATE : November 11, 2005

ORDER TIME : 9:42 AM

ORDER NO. : 701812-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: LEGACY MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
**LEGACY MANAGEMENT GROUP, INC.**

2005 NOV 14 PM 1:28

TALLAHASSEE STATE  
FLORIDA

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE 1.**

- 1.1 **Name and Address.** The name of the Corporation is **LEGACY MANAGEMENT GROUP, INC.**, and the mailing address of the Corporation is 8455 SE 172<sup>nd</sup> Legacy Lane, The Villages, FL 32162. The address of the principal office of the Corporation is 8455 SE 172<sup>nd</sup> Legacy Lane, The Villages, FL 32162.

**ARTICLE 2.**

- 2.1 **Duration.** The period of duration of the Corporation is perpetual.

**ARTICLE 3.**

- 3.1 **Purpose.** The purpose of the Corporation is to provide management and operational services with regard to, including acting as a contract manager of, bars, lounges, and restaurants with related catering services, and to lease or own any and all equipment, fixtures, or other real and personal property necessary or advisable to carry out the corporate purposes, and all other purposes permitted by law.
- 3.2 **Corporate Powers.** The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.
- 3.3 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and

ARTICLES OF INCORPORATION  
FOR  
LEGACY MANAGEMENT GROUP, INC.

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exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

**ARTICLE 4.**

- 4.1 **Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.
- 4.2 **Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.
- 4.3 **Pre-Emptive Right.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.
- 4.4 **Shares in Classes.** The shares of the Corporation shall initially be in a single class. Upon vote of a majority of the shareholders the shares of the Corporation may be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

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FOR  
LEGACY MANAGEMENT GROUP, INC.

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**ARTICLE 5.**

- 5.1 Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**ARTICLE 6.**

- 6.1 Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.
- 6.2 Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the

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FOR  
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board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.3 **Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.4 **Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.5 **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

**ARTICLE 7.**

7.1 **Organizing Director.** The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
JOHN McDONOUGH, III	8455 SE 172 <sup>nd</sup> Legacy Lane The Villages, FL 32162

**ARTICLE 8.**

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FOR  
LEGACY MANAGEMENT GROUP, INC.

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- 8.1 **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is John McDonough, III, whose mailing address is 8455 SE 172<sup>nd</sup> Legacy Lane, The Villages, FL 32162.

ARTICLE 9.

- 9.1 **Incorporator.** The name and address of the person signing these Articles is John McDonough, III, whose mailing address is 8455 SE 172<sup>nd</sup> Legacy Lane, The Villages, FL 32162.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this

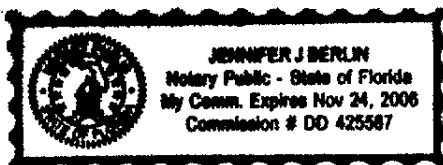
1 day of November, 2005.

  
JOHN McDONOUGH, III

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN McDONOUGH, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 1 day of November, 2005.



  
Print Name: Jennifer J Berlin

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

John McDonough, III, whose address is 8455 SE 172<sup>nd</sup> Legacy Lane, The Villages, FL 32162, is the initial registered agent named in the Articles of Incorporation to accept service of process for **LEGACY MANAGEMENT GROUP, INC.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 1 of November, 2005.

  
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JOHN McDONOUGH, III

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STATE  
TALLAHASSEE FLORIDA