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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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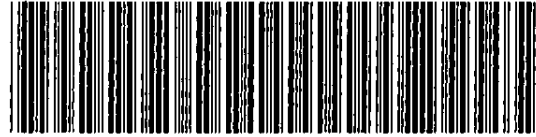
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 27 P 4:00

FILED

~~15198-001~~
6-12-08
WJ

LARRY T. GRIGGS
ATTORNEY AT LAW, P.A.

1301 PLANTATION ISLAND DR. SOUTH, SUITE 202B
ST. AUGUSTINE, FLORIDA 32080

TELEPHONE (904) 471-5204
FAX (904) 460-7248

June 10, 2008

Wanda Cunningham
Regulatory Specialist II
New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: **changing Legacy Financial Group, Inc.**
to Legacy Capital and Financial Services, Inc.

Dear Ms. Cunningham:

Please find enclosed the Articles of Incorporation of Legacy Capital and Financial Services, Inc. along with your letter dated May 28, 2008.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Sincerely,



Kimberly L. Mehaffie

/klm

Enclosures: Articles of Incorporation, W. Cunningham letter of May 28, 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 28, 2008

LARRY T. GRIGGS
1301 PLANTATION ISLAND DR., SOUTH, S-202
ST. AUGUSTINE, FL 32080

SUBJECT: LEGACY FINANCIAL GROUP, INC.
Ref. Number: W08000026137

We have received your document for LEGACY FINANCIAL GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of 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) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 308A00033483

4/2 JMS

**ARTICLES OF INCORPORATION
OF
Legacy Capital and Financial Services, Inc.**

FILED
2008 MAY 27 P 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

The name of the corporation is Legacy Capital and Financial Services, Inc.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is for providing financial services and any other such business activities as are necessary or incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this corporation is to be 3948 Sunbeam Road, Suite 2, Jacksonville, Florida 32257.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

Anya Britt Miller shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 3948 Sunbeam Road, Suite 2.

Jacksonville, Florida 32257.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director who shall hold office until his successors are elected and have qualified are as follows:

Michael C. DiClemente
3329 Julington Creek Road
Jacksonville, Florida 32223

Anya Britt Miller
4186 Foxford Court
Jacksonville, Florida 32257

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with

the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE IX

AMENDMENTS

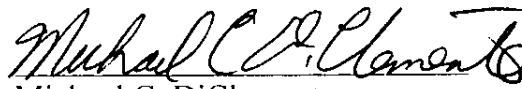
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE X

CORPORATE COMMENCEMENT

Corporate existence shall commence on May 21, 2008 pursuant to Section 607.0203, Florida Statutes.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 day of May, 2008.

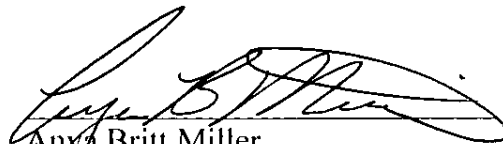

Michael C. DiClemente
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Anya Britt Miller, having been named as registered agent of Legacy Capital and Financial Services, Inc., accept service of process for the above-stated corporation at the

place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).

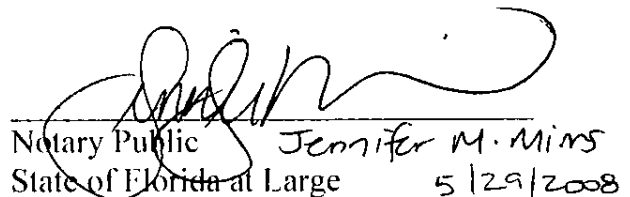
DATED this 29 day of May, 2008.



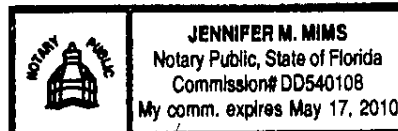
Anya Britt Miller
Registered Agent
4186 Foxford Court
Jacksonville, Florida 32257

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 29 day of May, 2008 by Anya Britt Miller. She is personally known to me or has produced a Florida Drivers License as identification and did take an oath.



Notary Public Jennifer M. Mims
State of Florida at Large 5/29/2008



Filed 5/15/2012