

P98000057019

Memorandum

June 19, 1998

To: Qualification/Registration Section
Division of Corporations

From: Robert W. Barron

RE: Formation of **Legacy Capital Inc.**

800002571138--5
-06/24/98--01062--013
***122.50 ***122.50

I have enclosed the following documents with respect to the referenced corporation:

1. Articles of Incorporation
2. Certificate of Designation of Registered Agent/Registered Office

I have enclosed a check in the amount of \$122.50.

Please return a **certified copy of the Articles of Incorporation** and please send all other correspondence with respect to this matter to the following address:

Robert W. Barron
580 N.W. 108 Avenue
Plantation, Florida 33324

Please call me at 1-800-241-9816 if you have any questions with respect to this request.


Robert W. Barron

FILED
98 JUN 24 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9

JUN 25 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

ROBERT W. BARRON
580 N.W. 108 AVENUE
PLANTATION, FL 33324

SUBJECT: LEGACY CAPITAL INC.
Ref. Number: W98000014620

We have received your document for LEGACY CAPITAL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 798A00034966

**ARTICLES OF INCORPORATION
OF
LEGACY CAPITAL INC.**

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TALLAHASSEE FLORIDA

I, the undersigned, a natural person of the age of eighteen years or more acting as the incorporator of a corporation (hereinafter called the "Corporation") under the Florida Revised Statutes does hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is **LEGACY CAPITAL INC.**

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Florida Revised Statutes and applicable Florida law.

ARTICLE FOUR

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 par value \$0.01 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE FIVE

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable

for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE SIX

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$100.00, consisting of money, labor done, or property actually received.

ARTICLE SEVEN

Cumulative voting for the election of directors is expressly denied and prohibited.

ARTICLE EIGHT

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he would not be subject to in the absence of this provision.

ARTICLE NINE

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE TEN

Any action of the Corporation which, under the provisions of the Florida Revised Statutes or any other applicable law, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half or any specified percentage which is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than fifty percent of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Florida Revised Statutes or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than fifty percent of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this Article Ten shall be applicable to any required shareholder authorization or approval of: (a) any amendment to this Articles of Incorporation; (b) any plan of merger, share exchange, or reorganization involving the Corporation; (c) any sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation; and (d) any voluntary dissolution of the Corporation.

Directors of the Corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors of the Corporation at a meeting of shareholders at which a quorum is present.

Except as otherwise provided in this Article Ten or as otherwise required by the Florida Revised Statutes or other applicable law, with respect to any matter, the affirmative vote of the holders of a majority of the Corporation's shares entitled to vote on that matter and represented in person or by proxy at a meeting of shareholders at which a quorum is present shall be the act of the shareholders.

Nothing contained in this Article Ten is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of this Articles of Incorporation, the bylaws of the Corporation, or by the Florida Revised Statutes or other applicable law.

ARTICLE ELEVEN

The post office address of the initial office and initial registered agent of the Corporation is Robert W. Barron, 580 N.W. 108 Avenue, Plantation, Florida 33324.

ARTICLE TWELVE

The number of directors constituting the initial Board of Directors is three and the name and address the person who is to serve as director until the first annual meeting of shareholders and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Barron	580 N.W. 180 Avenue Plantation, Florida 33324

ARTICLE THIRTEEN

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Thirteen does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation or its shareholders;

- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article Thirteen by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Thirteen, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Florida Revised Statutes or otherwise.

ARTICLE FOURTEEN

Any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE FIFTEEN

The name and address of the incorporator are as follows:


NAME

Robert W. Barron

ADDRESS

580 N.W. 108 Avenue
Plantation, Florida 33324

IN WITNESS WHEREOF, I have hereunto set my hand the 19th day of
June, 1998.



Robert W. Barron,
Incorporator

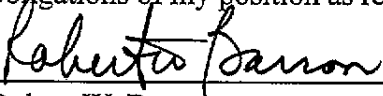
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the applicable provisions of the Florida Statutes, Legacy Capital, Inc., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is "**Legacy Capital Inc.**"
2. The name and address of the registered agent and office is:

Robert W. Barron
580 N.W. 108 Avenue
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for Legacy Capital Inc. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert W. Barron
June 19, 1998

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