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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Legacy Holding Company, Inc.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

LEGACY HOLDING COMPANY, INC.

The undersigned, acting as incorporator of Legacy Holding Company, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Legacy Holding Company, Inc. (the "Corporation").

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

14286-19 Beach Blvd., Suite 329  
Jacksonville, Florida 32250

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of stock that the Corporation shall have authority to issue is 1,500,000 shares of capital stock, consisting of (i) 500,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock"); (ii) 500,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"); and (iii) 500,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"); provided however, that shares of the Class B Common Stock shall be issued only to the founding shareholder of the Corporation or a Permitted Transferee (as defined below) of such founding shareholder. The Class A Common Stock and the Class B Common Stock are collectively referred to as "Common Stock".

(a) Provisions Relating to the Common Stock. The designations and the powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock are as follows:

1. Dividends. Subject to the rights and preferences, if any, applicable to shares of the Preferred Stock or any class or series thereof, each share of Common Stock shall entitle the holder of record thereof to receive dividends out of funds legally available therefor,

when, as and if declared by the Board of Directors of the Corporation with respect to any of such class of stock. No dividend shall be declared or paid in respect of any Common Stock unless the holders of both the Class A Common Stock and the Class B Common Stock receive the same per share dividend, payable in the same amount and type of consideration, as if such classes constituted a single class, except that if any dividend is declared that is payable in shares of Class A Common Stock or Class B Common Stock, such dividend shall be declared and paid at the same rate per share with respect to the Class A Common Stock and the Class B Common Stock, and the dividend payable on shares of Class A Common Stock shall be payable only in shares of Class A Common Stock and the dividend payable on shares of Class B Common Stock shall be payable only in shares of Class B Common Stock.

2. Liquidation Rights. The holders of Common Stock shall be entitled to participate in the net assets of the Corporation remaining after any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, and after payment or provision for the payment of the debts and liabilities of the Corporation and payment of the liquidation preference of any shares of capital stock of the Corporation having such a preference, through distribution of such proceeds pro-rata among the holders of Common Stock. The holders of the Class A Common Stock and the Class B Common Stock shall participate in such assets as if such classes constituted a single class of stock. A dissolution, liquidation or winding-up of the Corporation, as such terms are used in this subparagraph (a)(2), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange, or conveyance of all or a part of the assets of the Corporation.

3. Voting Rights. Except as may otherwise be expressly required by the Florida Business Corporation Act, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall vote together as a single class, provided, however, that with respect to each matter properly brought before the shareholders for their consideration and vote, each share of Class A Common Stock shall entitle the registered holder thereof to one (1) vote on all matters brought before the common shareholders of the Corporation for a vote and each share of Class B Common Stock shall entitle the registered holder thereof to two (2) votes on all matters brought before the common shareholders of the Corporation for a vote.

4. Conversion of Class B Common Stock.

(i) Each share of Class B Common Stock shall be convertible at any time, at the option of the registered holder thereof, into one fully paid and nonassessable share of Class A Common Stock of the Corporation.

(ii) No fractional shares of Class A Common Stock shall be issued upon such conversion, but in lieu thereof, the Corporation shall pay to the holder an amount in cash equal to the fair market value of such fractional share.

(iii) To convert shares of Class B Common Stock under this subparagraph (a)(4)(iii), the registered holder thereof shall surrender the certificate or certificates representing such shares, duly endorsed to the Corporation or in blank (which endorsement shall correspond exactly with the name or names of the registered holder or holders set forth on the face of the certificates and on the stock transfer records of the Corporation), at the office of the transfer agent for the shares of Class B Common Stock (which may be either the Corporation or any third party retained by it for such purpose), and shall give written notice to the transfer agent and the Corporation that such holder elects to convert all or part of the shares represented thereby, stating therein the name or names (with the address or addresses) in which the certificate or certificates for shares of Class A Common Stock are to be issued.

(iv) If the registered holder fully complies with subparagraph (a)(4)(iii), the Corporation shall, as soon as practicable thereafter, instruct the transfer agent to deliver to such holder, or to such holder's nominee or nominees, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled, rounded to the nearest whole number of shares, and a check for any amount payable hereunder in lieu of a fractional share, along with a certificate representing any shares of Class B Common Stock that the holder has not elected to convert hereunder but which constituted part of the shares of Class B Common Stock represented by the certificate or certificates surrendered.

(v) Shares of Class B Common Stock shall be deemed to have been converted as of the close of business on the date of the due surrender of the certificates representing the shares to be converted as provided above, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock at such time.

(vi) When shares of Class B Common Stock have been converted pursuant to this subparagraph (a)(4), they shall be irrevocably cancelled and not reissued.

5. Stock Splits. If the Corporation shall in any manner split or subdivide the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other such class of Common Stock shall be split or subdivided in the same manner, proportionately and on the same basis per share.

6. Transfers of Class B Common Stock. No person duly holding any share of Class B Common Stock (a "Qualified Holder") shall transfer, and the Corporation shall not register (nor permit the transfer agent for the Class B Common Stock to register) the transfer of, any shares of Class B Common Stock or any interest therein, whether by sale, assignment, gift, bequest, pledge, hypothecation, encumbrance, or any other disposition, except pursuant to a "Permitted Transfer" (as defined below in this paragraph). If a Qualified Holder of shares of Class B Common Stock transfers any such shares to any person or entity other than pursuant to a "Permitted Transfer", such transfer, without any further action of the parties or the Corporation,

shall automatically and irrevocably convert such shares into an equal number of shares of Class A Common Stock from the date of such transfer. The term "Permitted Transfer" shall mean only:

(i) a transfer by a Qualified Holder by gift of all or part of such Qualified Holder's Class B Common Stock to members of such Qualified Holder's immediate family, or to a trust, all of whose beneficiaries are members of such Qualified Holder's immediate family (which "immediate family" for the purpose of these Articles of Incorporation shall mean a Qualified Holder's spouse, parents, siblings, lineal descendants, including adopted children and stepchildren, and the spouse of any); and

(ii) a transfer by a Qualified Holder pursuant to the laws of descent and distribution of all or part of such Qualified Holder's Class B Common Stock to the executor, administrator, or personal representative of such Qualified Holder's estate, so long as all of the beneficiaries of such Qualified Holder's estate are members of such Qualified Holder's immediate family.

(b) Provisions Relating to the Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is authorized to fix the number of shares in a series, the designations thereof, and the relative rights, preferences, and limitations of each series, and specifically the Board of Directors of the Corporation is authorized to fix with respect to each series: (i) the dividend rate; (ii) redeemable features, if any; (iii) rights upon liquidation; (iv) whether or not the shares of such series will be subject to purchase, retirement, or sinking fund provisions; (v) whether or not the shares of such series will be convertible into or exchangeable for the shares of any other class or series, and, if so, the rate of conversion or exchange; (vi) restrictions, if any, upon the payment of dividends on Common Stock; (vii) restrictions, if any, upon creation of indebtedness; (viii) voting powers, if any, of the shares of each series; and (ix) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Corporation and names Intrastate Registered Agent Corporation the Corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Gregg B. Taylor.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

NameAddress

L. Kinder Cannon III

50 North Laura Street  
Suite 3900  
Jacksonville, FL 32202

ARTICLE VIII. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors of the Corporation, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
\_\_\_\_\_  
L. Kinder Cannon III, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

Dated. Jan. 21, 1999

By:   
L. Kinder Cannon III, Vice President

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TALLAHASSEE, FLORIDA

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