

F120000001886

(Requestor's Name)

(Address)

(Address)

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PICK-UP

WAIT

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(Business Entity Name)

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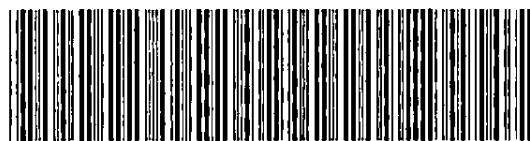
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DIVISION OF CORPORATIONS

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RECEIVED

OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

**CT CORP**

**3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724**

**Date:** 06/30/2022

Acc#I20160000072

*en: c DW*

Name:	Schwab Private Client Investment Advisory, Inc.
Document #:	
Order #:	14408161

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Schwab Private Client Investment Advisory, Inc.

Name of Corporation

DOCUMENT NUMBER: F12000001886

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kris Tate

Name of Contact Person

Charles Schwab & Co., Inc.

Firm/Company

3000 Schwab Way

Address

Westlake, TX 76262

City/State and Zip Code

Kris.Tate@schwab.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kris Tate

at ( 817 ) 961-8984

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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

SECTION I  
(1-3 MUST BE COMPLETED)

F12000001886

(Document number of corporation (if known))

1. Schwab Private Client Investment Advisory, Inc.

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

2. DE

(Incorporated under laws of)

3. 05/03/2012

(Date authorized to do business in Florida)

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DIVISION OF CORPORATE  
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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? June 30, 2022

5. Schwab Wealth Advisory, 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)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

*Name of New Registered Agent*

(Florida street address)

*New Registered Office Address:* \_\_\_\_\_, Florida

(City)

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Corporate Secretary	Kristopher R. Tate	3000 Schwab Way, Westlake, TX 76262	Add
		R. Scott McMillen	<input checked="" type="checkbox"/> remove
Assistant Corporate Secretary	Laura Garcia Flor	3000 Schwab Way, Westlake, TX 76262	Add
		Jamal D. Modir	<input checked="" type="checkbox"/> remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> remove
			Add
			<input type="checkbox"/> remove
			Add
			<input type="checkbox"/> remove

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 DIVISION OF CORPORATE &  
 2022 JUN 30 AM 11:17

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

Kristopher R. Tate

(Typed or printed name of person signing)

□

Corporate Secretary

(Title of person signing)

FILING FEE \$35.00

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCHWAB PRIVATE CLIENT INVESTMENT ADVISORY, INC.", CHANGING ITS NAME FROM "SCHWAB PRIVATE CLIENT INVESTMENT ADVISORY, INC." TO "SCHWAB WEALTH ADVISORY, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2022, AT 9:45 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTIETH DAY OF JUNE, A.D. 2022.



  
Jeffrey W. Bullock, Secretary of State

5018542 8100  
SR# 20222858628

Authentication: 203796826  
Date: 06-29-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:45 AM 06/29/2022  
FILED 09:45 AM 06/29/2022  
SR 20222858628 - File Number 5018542

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SCHWAB PRIVATE CLIENT INVESTMENT ADVISORY, INC.**

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

Schwab Private Client Investment Advisory, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, as amended from time to time (the "**DGCL**"),

**DOES HEREBY CERTIFY:**

1. The present name of the Corporation is Schwab Private Client Investment Advisory, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 1, 2011.
3. The Amended and Restated Certificate of Incorporation of the Corporation attached hereto as Exhibit A is incorporated herein by reference, and amends, integrates and restates the Certificate of Incorporation of the Corporation.
4. The Amended and Restated Certificate of Incorporation was duly adopted and approved by resolutions adopted by the Corporation's Board of Directors and by written consent of the sole stockholder of the Corporation in accordance with Sections 228, 242, and 245 of the DGCL.
5. The Amended and Restated Certificate of Incorporation shall be effective as of June 30, 2022.

**IN WITNESS WHEREOF**, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: June 29, 2022

**SCHWAB PRIVATE CLIENT  
INVESTMENT ADVISORY, INC.**

By: 

Name: Kristopher R. Tate

Title: Corporate Secretary

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

SCHWAB WEALTH ADVISORY, INC.

1. Name. The name of the corporation is Schwab Wealth Advisory, Inc. (the "Corporation").

2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.

4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have the authority to issue is One Hundred (100) shares, all of which are of one class and are designated as Common Stock and each of which has a par value of One Cent (\$0.01).

5. Bylaws. The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.

6. Election of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

7. Right to Amend. The Corporation reserves the right to amend any provision contained in this Certificate as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.

8. Unanimous Written Consent Required. If any action is to be taken by stockholders without a meeting, such action must be authorized by unanimous written consent signed by all of the holders of outstanding stock.

9. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or



hereafter become available under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 10 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 13, 2022

CT CORP

The name SCHWAB WEALTH ADVISORY, INC. has been reserved for 120 days beginning June 10, 2022. The reservation number is R22000000138 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (850) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 422A00013215

Account number: I20160000072

Amount charged: 35.00

CT CORPORATION SYSTEM  
1999 Bryan Street, #900  
Dallas TX 75201

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2022 JUN 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FL

June 10, 2022

Department of State – Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee FL 32314

Re: Schwab Wealth Advisory, Inc.

To whom it may concern,

We respectfully request that the name "Schwab Wealth Advisory, Inc." be reserved.

Thank you,

  
Maria Ozaeta

CT Corporation System  
1999 Bryan Street, #900  
Dallas TX 75201