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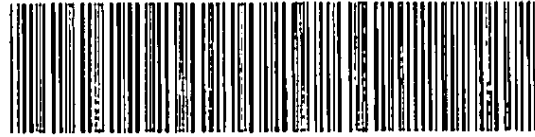
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FLORIDA OFFICE OF  
**FINANCIAL**  **REGULATION**

INTEROFFICE COMMUNICATION

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DATE: 10/31/2019

TO: Ms. Diane Cushing, Department of State  
Division of Corporations

FROM: Jason M. Guevara, Financial Administrator, Division of Financial Institutions

RE: **Helm Wealth Management**

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Please file the attached articles and necessary filing fees for the above-reference entity to be filed.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399
- (2) One certified copy to: Matthew J. Scheer, Esq.  
Gunster  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
Ph# 561-650-0543

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions, please call (850) 410-9513.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HELM WEALTH MANAGEMENT INC.

(A Florida Corporation)

The undersigned, for the purposed of forming a Corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Corporations Act"), hereby adopts the following Articles of Incorporation::

ARTICLE 1

NAME

The name of the Corporation is HELM WEALTH MANAGEMENT INC. (the "Corporation").

ARTICLE 2

DURATION

The Corporation shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Corporation shall be a Florida family trust company as defined under the Florida Family Trust Corporation Act, Chapter 662, *Florida Statutes*, as amended, and in effect from time to time (the "FTC Act"). The Corporation may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act. In accordance with Section 662.130 of the FTC Act, the Corporation may do any of the following:

- (1) Serve as a personal representative or copersonal representative of a probate estate administered outside the State of Florida;
- (2) Except as otherwise provided by the FTC Act, serve as attorney in fact or agent under a power of attorney under any rule or statute;
- (3) Except as otherwise provided by the FTC Act, act as a sole fiduciary or cofiduciary, including acting as a trustee, advisory agent, assignee, assignee for the benefit of creditors, authenticating agent, bailee, bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Corporation's services (each as set forth and defined under the FTC Act);
- (4) Exercise any and all of the powers of a corporation organized under the laws of the State of Florida which are reasonably necessary to enable the Corporation to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act;

(5) Delegate duties and powers, including investment functions, in accordance with the powers granted to a trustee under Chapter 736, *Florida Statutes*, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Corporation, including, but not limited to, retaining a bank trust department or a public trust company, other than another family trust company, licensed family trust company, or foreign licensed family trust company;

(6) Perform all acts necessary for exercising the powers set forth in the FTC Act and all other applicable laws of the State of Florida; and

(7) Any other act set forth as a permitted power of a family trust company by the FTC Act.

Notwithstanding the foregoing, the Corporation shall not do any of the following:

(1) Engage in commercial banking; provided, however, that the Corporation may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;

(2) Engage in fiduciary services with the general public;

(3) Offer its services to the general public;

(4) Serve as a personal representative or copersonal representative of a probate estate administered in the State of Florida; and,

(5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, *Florida Statutes*, other than a power of attorney governed by Chapter 709, *Florida Statutes*.

#### ARTICLE 4 ADDRESS

The initial principal office address and mailing address of the Corporation is 999 Brickell Avenue, Suite 300, Miami, Florida 33131.

#### ARTICLE 5 INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 999 Brickell Avenue, Suite 300, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is AFC Corporate Services, LLC.

#### ARTICLE 6 CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, each having no par value. The Corporation shall begin business with a minimum paid in capital of at least \$250,000.

ARTICLE 7  
INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Corporations Act (currently Section 607.0851), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit, or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee, or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any person if a judgment or other final adjudication establishes that the actions, or omissions to act, of such person were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the person had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the person derived an improper personal benefit.
- (c) A distribution in violation of Section 607.0834 of the Corporations Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Corporation or a shareholder.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be an officer or director and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors, and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article

or any repeal or modification of relevant provisions of the Corporations Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 8  
DIRECTORS

(a) Number. The Corporation shall initially have four (4) directors. The number of directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3), at least one of whom shall reside in the State of Florida. The names and addresses of the initial directors of the Corporation are:

James P. Fenton  
999 Brickell Avenue, Ste 300  
Miami, Florida 33131

Jefferson Norman Powell  
999 Brickell Avenue, Ste 300  
Miami, Florida 33131

Rafael Pardo  
999 Brickell Avenue, Ste 300  
Miami, Florida 33131

Mark J. Scheer  
999 Brickell Avenue, Ste 300  
Miami, Florida 33131

(b) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation of its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE 9  
INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Matthew J. Scheer  
c/o Gunster, Yoakley & Stewart, P.A.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

ARTICLE 10  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Corporations Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

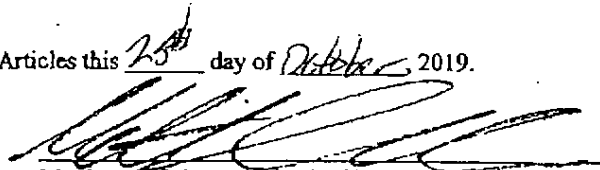
ARTICLE 11  
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by the Shareholders; provided, that, such alteration, amendment, or repeal shall be consistent with the FTC Act and the Corporations Act.

ARTICLE 12  
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall not be effective without prior written notice to the Florida Office of Financial Regulation in accordance with the FTC Act.

The undersigned has executed these Articles this 25<sup>th</sup> day of October, 2019.



Matthew J. Scheer, Authorized Person

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, AFC Corporate Services, LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. AFC Corporate Services, LLC further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

AFC CORPORATE SERVICES, LLC

By: 

Mark J. Scheer, Manager

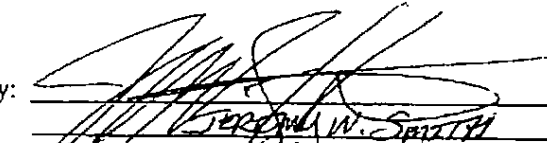
Dated: October 25, 2019



**OFFICE OF FINANCIAL REGULATION CERTIFICATION**

The foregoing Articles of Incorporation contain the information required under s. 662.123, F.S., and are approved by Office of Financial Regulation this 28<sup>th</sup> day of October, 2019, in Tallahassee, Florida.

By: \_\_\_\_\_

  
\_\_\_\_\_  
Gerald W. Smith  
Director, Division of Financial Institutions