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2019 MAY 29 PM 1:36

FILED

JUN 17 2019

7:17 PM

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Wunderlich Securities, Inc  
Name of Corporation

**DOCUMENT NUMBER:** F10000004458

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Swain

Name of Contact Person

B. Riley Wealth Management, Inc.

Firm/Company

40 S. Main Street, Suite 1800

Address

Memphis, TN 38103

City/State and Zip Code

maryswain@brileywealth.com

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

For further information concerning this matter, please call:

Mary Swain at (901) 259-9435  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$35.00 Filing Fee    ☒ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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)**

F10000004458

(Document number of corporation (if known))

1. Wunderlich Securities, Inc  
(Name of corporation as it appears on the records of the Department of State)

2. Tennessee 3. 10/07/2010  
(Incorporated under laws of) (Date authorized to do business in Florida)

**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? Effective May 23, 2018 and Filed June 6, 2018

5. B. Riley Wealth Management, 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)

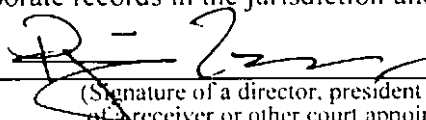
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. 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)

Philip Zanone

(Typed or printed name of person signing)

Chief Executive Officer/President

(Title of person signing)

**NOT FOR PROFIT CORPORATION**  
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE**  
**AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

2010 MAY 29 P 1:36

\_\_\_\_\_  
(Document Number of Corporation (If known) ALCANTASQUE, FLORIDA)

1. \_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)
2. \_\_\_\_\_ 3. \_\_\_\_\_  
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

**SECTION II**  
**(4-8 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? \_\_\_\_\_

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

\_\_\_\_\_  
(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

\_\_\_\_\_  
(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

\_\_\_\_\_  
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. 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 the chairman or vice chairman of the board, president, or other officer – if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

\_\_\_\_\_  
(Typed or printed name of the person signing)

\_\_\_\_\_  
(Title of person signing)



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**

State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

CFS  
SUITE B  
992 DAVIDSON DRIVE  
NASHVILLE, TN 37205

**Request Type: Certified Copies**  
Request #: 310150

Issuance Date: 03/21/2019  
Copies Requested: 1

**Document Receipt**

Receipt #: 004656785	Filing Fee:	\$20.00
Payment-Check/MO - CAPITAL FILING SERVICE, INC. , NASHVILLE, TN		\$40.00
Deposit-Account - CAPITAL FILING SERVICE, INC. , NASHVILLE, TN		\$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **B. Riley Wealth Management, Inc.**, Control # 248698 was formed or qualified to do business in the State of Tennessee on 01/10/1992. B. Riley Wealth Management, Inc. has a home jurisdiction of TENNESSEE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

  
Tre Hargett  
Secretary of State

Processed By: Michelle Holloway

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
B0537-5381	06/06/2018	Articles of Amendment

ARTICLES OF AMENDMENT  
TO THE CHARTER  
OF  
WUNDERLICH SECURITIES, INC.

Pursuant to Section 48-20-106 of the Tennessee Business Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is Wunderlich Securities, Inc. (the "Corporation").
2. The Charter of the Corporation is hereby amended by deleting Article One in its entirety and inserting the following in lieu thereof:

ARTICLE ONE

The name of the Corporation is **B. Riley Wealth Management, Inc.**

3. This amendment was duly adopted on May 23, 2018, by the members of the Board of Directors and sole shareholder.
4. This amendment shall be effective on upon filing of this Articles of Amendment with the Tennessee Secretary of State.

Dated this 23rd day of May, 2018.

WUNDERLICH SECURITIES, INC.

By: Gary Wunderlich

Name: Gary Wunderlich

Title: CEO

**JOINT ACTION BY WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
OF  
WUNDERLICH SECURITIES, INC.**

The undersigned, being the members of the Board of Directors and sole Shareholder of Wunderlich Securities, Inc., a corporation duly organized and existing under the laws of the State of Tennessee (the "Corporation"), do hereby adopt the following resolutions and take the following actions by unanimous written consent in lieu of a meeting of the Directors and Shareholders pursuant to provisions of the Tennessee Business Corporation Act of the State of Tennessee.

**WHEREAS**, the members of the Board of Directors and Sole Shareholder deem it advisable and in the best interest of the Corporation to change its name to **B. RILEY WEALTH MANAGEMENT, INC.**

**NOW, THEREFORE, BE IT RESOLVED**, that an amendment to the Charter of the Corporation changing the name as described above, be and it hereby is approved substantially in the form attached hereto as Exhibit A (the "Amendment");

**BE IT FURTHER RESOLVED**, that any officer of the Corporation be and hereby is authorized and directed to execute and file the Amendment with the Tennessee Secretary of State; and


**BE IT FURTHER RESOLVED**, that the actions taken by any officer of the Corporation in furtherance of the foregoing resolutions be and the same are hereby ratified, adopted and approved in all respects in order to effect the name change amendment.

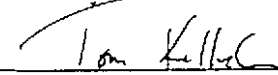
**BE IT FURTHER RESOLVED**, that this consent may be executed in multiple counterparts (by facsimile or otherwise), each of which shall be deemed to be an original, and all of such counterparts shall constitute one document.

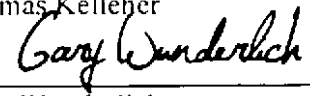
*[Signatures contained on the following page.]*

**IN WITNESS WHEREOF**, the undersigned do hereby consent to and approve the adoption of the foregoing resolutions effective as of 23<sup>RD</sup> of May, 2018, and it shall be filed with the minutes of the Corporation.

**DIRECTORS:**

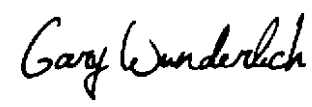
  
\_\_\_\_\_  
Bryant Riley

  
\_\_\_\_\_  
Thomas Kelleher

  
\_\_\_\_\_  
Gary Wunderlich

**SOLE SHAREHOLDER:**

Wunderlich Investment Company, Inc.

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

Name: Gary Wunderlich

Title: CEO



**EXHIBIT A**  
**ARTICLES OF AMENDMENT**