

JUN 27 2019

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 822919 4322775

AUTHORIZATION

*Lydia Cohen*

COST LIMIT : \$70.00

ORDER DATE : June 26, 2019

ORDER TIME : 3:46 PM

ORDER NO. : 822919-005

CUSTOMER NO: 4322775

2019 JUN 26 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FOREIGN FILINGS

NAME: WEBBANK CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** Registration Section  
Division of Corporations  
WebBank Corporation

**SUBJECT:** \_\_\_\_\_  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:  
Steve Hulet

_____	Name of Person
Jones Waldo Holbrook & McDonough	
_____	Firm/Company
170 S. Main Street, Suite 1500	
_____	Address
Salt Lake City, UT 84101	
_____	City/State and Zip code
shulet@joneswaldo.com	
_____	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Hulet	801	521-3200
_____	at ( _____ )	_____
Name of Person	Area Code	Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|---|--|---|

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

WebBank Corporation

1. \_\_\_\_\_  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

\_\_\_\_\_  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)  
Utah

2. \_\_\_\_\_ 3. 87-0528136  
(State or country under the law of which it is incorporated) (FEI number, if applicable)  
2-18-1994

4. \_\_\_\_\_ 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

6. April 1, 2019  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

215 South State Street, Suite 1000, Salt Lake City, UT 84111

7. \_\_\_\_\_  
(Principal office address)

215 South State Street, Suite 1000, Salt Lake City, UT 84111

\_\_\_\_\_  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Corporation Service Company

Name: \_\_\_\_\_

1201 Hays Street

Office Address: \_\_\_\_\_

Tallahassee

32301

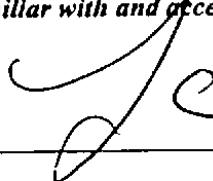
\_\_\_\_\_, Florida

(City)

(Zip code)

9. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Lydia Cohen  
Asst. Vice President

\_\_\_\_\_  
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Jack Howard See attachment #1

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

Kelly Barnett

President: \_\_\_\_\_

215 South State Street, Suite 1000, Salt Lake City, UT 84111

Address: \_\_\_\_\_

Vice President: See attachment #1

Address: \_\_\_\_\_

Secretary: Kevin Leitao

Address: 215 South State Street, Suite 1000, Salt Lake City, UT 84111

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. Kelly M Barnett  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Kelly Barnett PRESIDENT  
(Typed or printed name and capacity of person signing application)

**CONFIDENTIAL**

Division of Risk Management Supervision Summary Of Bank Personnel Information	Name of Bank WebBank	Date 06/20/2019
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**BANK DIRECTORS**

Name and Mailing Address	Occupation
Jack Howard 1080 Madison Ave, 5 <sup>th</sup> Floor New York, NY 10028	President of Steel Partners Holdings LP
Marcus Faust 3008 Apple Brook Lane Oakton, VA 22181	Attorney in Washington D.C. and lobbyist
Rey Butcher 3615 Lariat Road Park City, UT 84098	Vice President of Government Relations for Questar Corporation
Don Rothman 65 Lawrence Rd Boxford, MA 01921	Senior Partner/Financial Services Group at Riemer & Braunstein LLP
Larry Callahan 600 Ashmont Drive Olivette, MO 63132	Founder and Registered Representative of Wheelhouse Securities
David Thwaits 5204 North Bennett Street, Apt 503 Ruston, WA 98407	Retired Chief Compliance Officer

**OFFICERS, NOT DIRECTORS**

NAME	TITLE / POSITION AREAS OF RESPONSIBILITY
Kelly Barnett 215 S. State Street Suite 1000 Salt Lake City, UT 84111	President The position is responsible for overall management of the Bank.
Kevin Leitao 215 S. State Street Suite 1000 Salt Lake City, UT 84111	EVP/ General Counsel & Strategic Partner Oversight
Jason Lloyd 172 South Street Suite 102 New Providence, NJ 07974	EVP/ Strategy & Business Development The position is responsible managing existing Strategic Partner relationships and for developing new relationships
Steve Stanford 215 S. State Street Suite 1000 Salt Lake City, UT 84111	Sr. VP/ Chief Financial Officer The position is responsible for all finance related activities including tax and regulatory reporting, budgeting, investing, and ALCO.
Jim Jackson 215 S. State Street Suite 1000 Salt Lake City, UT 84111	Sr. VP/Strategic Partner Oversight This position is responsible for management and oversight for all of the Bank's Strategic Partner relationships and works closely with the Chief Compliance Officer and the Compliance Group to achieve this.
Aaron Blankenstein 215 S. State Street Suite 1000 Salt Lake City, UT 84111	Sr. VP/ Chief Compliance Officer This position is responsible for bank wide compliance and compliance oversight with regards to strategic partners.
Jeff Berkson 215 S. State Street Suite 1000 Salt Lake City, UT 84111	EVP/ Chief Risk Officer This position is responsible for supporting risk and managing internal audit, IT, and analytical reporting.

SECTION OF STATE  
TALLAHASSEE, FLORIDA

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Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, PO Box 146705  
Salt Lake City, UT 84114-6705  
Service Center: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

06/26/2019  
1264182-014206262019-730238

## CERTIFICATE OF EXISTENCE

Registration Number: 1264182-0142  
Business Name: WEBBANK  
Registered Date: February 18, 1994  
Entity Type: Corporation - Domestic - Profit  
Status: Current

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The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Jason Sterzer  
Director  
Division of Corporations and Commercial Code