

F1900005261

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

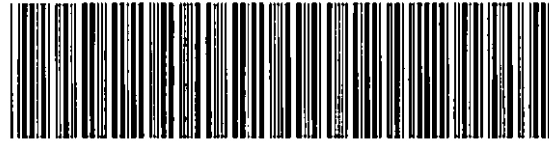
Certified Copies _____ Certificates of Status _____

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FILED

10/29/18--01015--014 **72.75

SPB
11/26/19

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Piermont Wealth Management Inc.

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:

Philip J. Capell

Name of Person

Piermont Wealth Management Inc.

Firm/Company

48 S. Service Rd., Ste 102

Address

Melville, NY 11747

City/State and Zip code

pcapell@piermontwealth.com

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

For further information concerning this matter, please call:

Philip J. Capell

Name of Person

at (631) 454-1585

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

2019 NOV 22 PM 3:39

**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.*

1. Piermont Wealth Management Inc
(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)

2. New York 3. 13-4143843 ✓
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/31/2000 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)

6. 10/1/2019
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2255 Glades Road, Ste 324A - 49, Boca Raton, FL 33431 ✓
(Principal office address)

48 S. Service Rd., Ste 102, Melville, NY 11747 ✓
(Current mailing address, if different)

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

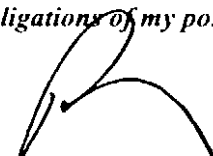
Name: Philip J. Capell ✓

Office Address: 2255 Glades Road, Ste 324A - 49

Boca Raton, Florida 33431
(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.



(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.

2019 NOV 22 PM 3:39

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

A. DIRECTORS

Chairman: Philip J. Capell ✓

Address: 8770 Sydney Harbor Circle CIRCLE

Delray Beach, FL 33446

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Philip J. Capell ✓

Address: 8770 Sydney Harbor Circle CIRCLE

Delray Beach, FL 33446

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. _____ ✓

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. Philip J. Capell ✓

(Typed or printed name and capacity of person signing application)

2019 NOV 22 PM 3:33

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PIERMONT WEALTH MANAGEMENT INC. was filed on 10/31/2000, under the name of PIERMONT FINANCIAL INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment PIERMONT FINANCIAL INC., changing its name to PIERMONT WEALTH MANAGEMENT INC., was filed 08/28/2006.

The Biennial Statement is past due.



2019 NOV 22 PM 3:39

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 08th day of November two
thousand and nineteen.*

Brendan C. Hughes

Brendan C Hughes
Executive Deputy Secretary of State

F001031000140

GW13

CERTIFICATE OF INCORPORATION

PIERMONT FINANCIAL INC.

2019 NOV 22 PM 3:39

Under Section 402 of the Business Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is PIERMONT FINANCIAL INC.

SECOND: 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 business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To create, manufacture, contract for, buy, sell, import, export, distribute, job and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of goods, wares, and merchandise, and in connection therewith or independent thereof, to

2019 NOV 22 PM 3:30

establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

To develop, experiment with, manufacture, fabricate, produce, assemble, buy, lease or otherwise acquire, hold, own, operate, use, install, equip, maintain, service, process, possess, repossess, remodel, recondition, transport, import, export, sell, lease or otherwise dispose of and generally to deal in and with any and all kinds of raw materials, products, manufactured articles and products, equipment, machinery, devices, systems, parts, tools and implements, apparatus, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever, and wheresoever located.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and goodwill of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all rights, powers and privileges granted or permitted to a corporation by such statute.

THIRD: The office of the corporation is to be located in the County of New York, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Two Hundred (200), all of which shall be without par value.

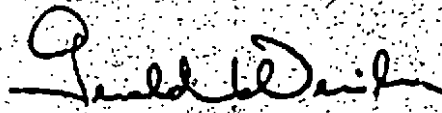
FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served on him is:

c/o Frisch
317 Madison Avenue
Suite 512
New York, New York

SIXTH: The personal liability of directors to the corporation or its shareholders for damages for any breach of duty in such capacity is hereby eliminated except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such director establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law.

2019 NOV 22 PM 3:39

IN WITNESS WHEREOF, this certificate has been subscribed to this 20th day of October, 2000 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



GERALD WEINBERG
90 State Street
Albany, New York

2019 NOV 22 PM 3:39

State of New York
Banking Department

I, Sara A. Kelsey, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to the New York Business Corporation Law Section 301(a)(5)(b), as amended, the use of the word or a derivative of the word "finance" in the name of **PIERMONT FINANCIAL INC.**

2019 NOV 22 PM 3:39

*In witness, my hand and official seal of the Banking Department at the City of New York,
this 24th day of October in the Year two thousand.*

Sara A. Kelsey
Deputy Superintendent of Banks

001081000/40

DRAWDOWN

GW/B

CERTIFICATE OF INCORPORATION

OF

PIERMONT FINANCIAL INC.

FILED

OCT 31 12 24 PM '00

STATE OF NEW YORK
DEPARTMENT OF STATE

FIL OCT 31 2000

TAXS 60

BY: Jha

WJ

OCT 30 2 14 PM '00

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Filed by:

Capell & Viahnick, Esqs.
Suite 1E9
3000 Marcus Avenue
Lake Success, New York 11042

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F 060828000 279

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

* PIERMONT FINANCIAL INC.
(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

*FIRST: The name of the corporation is: PIERMONT FINANCIAL INC.

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
OCTOBER 31, 2000

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph First of the Certificate of Incorporation relating to the corporation name is hereby amended to read as follows: First: The name of the corporation is ... (new name) ...)

1. Paragraph FIRST of the Certificate of Incorporation relating to THE NAME CHANGE

is hereby amended to read in its entirety as follows: _____

FIRST: THE NAME OF THE CORPORATION IS PIERMONT
WEALTH MANAGEMENT INC.

2019 NOV 22 PM 3:39

2. PARAGRAPH THIRD OF THE CERTIFICATE OF INCORPORATION RELATING TO THE COUNTY
LOCATION IS HEREBY AMENDED TO READ IN ITS ENTIRETY AS FOLLOWS:
THE OFFICE OF THE CORPORATION IS TO BE LOCATED IN THE COUNTY OF SUFFOLK, STATE OF

NEW YORK

3. Paragraph FIFTH of the Certificate of Incorporation relating to THE POST OFFICE
ADDRESS OF THE CORPORATION TO WHICH THE SECRETARY OF
STATE SHALL MAIL A COPY OF ANY PROCESS,

060828000279

is hereby amended to read in its entirety as follows: THE SECRETARY OF STATE IS
DESIGNATED AS THE AGENT OF THE CORPORATION UPON WHOM
PROCESS AGAINST IT MAY BE SERVED. THE POST OFFICE
ADDRESS TO WHICH THE SECRETARY OF STATE SHALL MAIL
A COPY OF ANY PROCESS AGAINST THE CORPORATION SERVED
ON HIM IS: C/O CAPELL, 48 SOUTH SERVICE ROAD, SUITE 100,
MELVILLE, NY 11747

2006 AUG 28 AM 11:49

FOURTH: The certificate of amendment was authorized by: (Check the appropriate box)

- ☒ The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- ☐ The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.


(Signature)

PHILIP J. CAPELL - PRESIDENT
(Name and Capacity of Signer)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

* PIERMONT FINANCIAL INC.
(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

Filer's Name PHILIP J. CAPELL

Address 48 SOUTH SERVICE RD., SUITE 100,

City, State and Zip Code MELVILLE, NY 11747

FILED
TAXS

BY: KVA

NEW YORK / SUFFOLK

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee, plus the required tax on shares pursuant to §180 of the Tax Law, if applicable.

For Office Use Only



2019 NOV 06

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2019

PHILIP J. CAPELL
48 S. SERVICE RD
STE 102
MELVILLE, NY 11747

SUBJECT: PIERMONT WEALTH MANAGEMENT INC
Ref. Number: W19000098150

We have received your document for PIERMONT WEALTH MANAGEMENT INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Sharon D Franklin
Regulatory Specialist II

Letter Number: 619A00022986