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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1109-52366

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Wilbanks Securities, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Randall Wilbanks  
Name (Printed or typed)

5045 Bermuda Circle  
Address

Orlando FL 32808  
City, State & Zip

405-473-8860  
Daytime Telephone number

randall.wilbanks@wilbankssecurities.com ✓  
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**NOTE: Please provide the original and one copy of the articles.**



**OFFICE OF FINANCIAL REGULATION**

**J. THOMAS CARDWELL**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

December 23, 2009

Mr. Randall Wilbanks  
Vice President  
Wilbanks Securities, Inc.  
4334 N.W. Expressway, Suite 222  
Oklahoma City, OK 73116

Dear Mr. Wilbanks:

Re: Wilbanks Securities, Inc.

Thank you for your recent e-mail requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity  
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State  
Division of Securities



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 1, 2009

RANDALL WILBANKS  
5045 BERMUDA CIRCLE  
ORLANDO, FL 32808

SUBJECT: WILBANKS SECURITIES, INC.  
Ref. Number: W09000052366

We have received your document for WILBANKS SECURITIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of 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) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 109A00036840

**CERTIFICATE OF INCORPORATION**  
**OF**  
**Wilbanks Securities, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TO THE STATE OF FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS:**

**FIRST:** The name of the corporation is Wilbanks Securities, Inc.

**SECOND:** The principal address of the corporation's registered office in the State of Florida is 5045 Bermuda Circle, Orlando, FL 32808.

**THIRD:** The purpose of the corporation is to engage in marketing and selling securities investment products and services to the public and to provide services to the public, engaging in any other lawful activities necessary to carry out this business purpose.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) shares, each of the shares having a par value of Five Dollars (\$5.00), thereby resulting in the corporation having total authorized capital stock in the amount of fifty thousand dollars (\$50,000), all of which shall be Common Stock. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done, or property actually received.

**FIFTH:** The powers of the incorporators are to terminate upon the filing of the certificate of incorporation. The names and residence address of the one (1) original director, which is to serve until the first annual meeting of shareholders, or until their successors are elected and qualify are as follows:

Name	Residence Address
Randall L. Wilbanks	5045 Bermuda Circle Orlando, FL 32808

**SIXTH:** The name and residence address of the registered agent is as follows:

Name	Residence Address
Randall L. Wilbanks	5045 Bermuda Circle Orlando, FL 32808

**SEVENTH:** The name and residence address of the one (1) incorporator is as follows:

Name	Residence Address
Randall L. Wilbanks	5045 Bermuda Circle Orlando, FL 32808

**EIGHTH:** In furtherance and not in limitation of powers conferred by statute, the Board of Directors is expressly authorized:

(a) To adopt, amend or repeal the Bylaws of the corporation.

(b) To authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the corporation.

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) By a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified members at any meeting of the committee. Any such committee, to the extent provided in the resolutions or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(e) When and authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called upon such notice as is required by law, or when authorized by the written consent of the holders of majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

(f) To grant, by separate agreement, to shareholders the right of first refusal for any additional share offerings by the company to afford such shareholders the right to maintain their pro-rata ownership interest in the company.

**NINTH:** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to applicable law) inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

**TENTH:** To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because the directors or officers or their votes are counted for such purpose.

**ELEVENTH:** The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the

corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Florida.


TWELFTH: Notwithstanding the provisions of the fourteenth paragraph, there shall be no amendment to this Certificate of Incorporation providing for shareholder liability beyond their initial capital contribution or any unpaid stock subscriptions without the approval and written consent of the holders of one hundred percent (100%) of the issued and outstanding shares of stock of the corporation.

THIRTEENTH: The Corporation shall not be authorized to sell the majority of the corporation's physical assets or any of the corporation's intangible assets without the approval and written consent of seventy-five percent (75%) of the holders of the issued and outstanding shares of stock of the corporation. Notwithstanding the provisions of the fourteenth paragraph, there shall be no amendment to this paragraph without the approval and written consent of the holders of seventy-five percent (75%) of the issued and outstanding shares of stock of the corporation.

FOURTEENTH: The Corporation reserves the rights to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the shareholders herein are granted subject to this reservation.

FIFTEENTH: This certificate of incorporation shall be effective upon filing and shall remain effective for a perpetual duration of time.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Statutes Chapters 607 and 621, makes this Certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true, as of this 24<sup>th</sup> day of Nov, 2009.

  
Randall L. Wilbanks – Incorporator

\*\*\*\*\*  
***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity***

 11-24-09  
Signature/Registered Agent Date

 11-24-09  
Signature/Incorporator Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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