

F9400000 3244

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

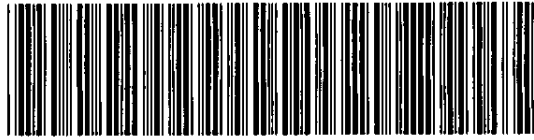
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPARTMENT OF STATE  
18 MAR 28 AM 10:46

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18 MAR 28 AM 7:48

*Merger*  
R. WHITE  
MAR 29 2018

# CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

**Date:** 3/28/18

Acc#120160000072



|             |                                    |
|-------------|------------------------------------|
| Name:       | OneMain Financial of Florida, Inc. |
| Document #: |                                    |
| Order #:    | 10901836                           |

|                                   |                          |                         |
|-----------------------------------|--------------------------|-------------------------|
| Certified Copy of Arts & Amend:   | <input type="checkbox"/> |                         |
| Plain Copy:                       | <input type="checkbox"/> |                         |
| Certificate of Good Standing:     | <input type="checkbox"/> |                         |
|                                   | <input type="checkbox"/> |                         |
| Apostille/Notarial Certification: | <input type="checkbox"/> | Country of Destination: |
|                                   |                          | Number of Certs:        |

|         |            |
|---------|------------|
| Filing: | Certified: |
|         | Plain:     |
|         | COGS:      |

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| Availability _____  |
| Document _____      |
| Examiner _____      |
| Updater _____       |
| Verifier _____      |
| W.P. Verifier _____ |
| Ref# _____          |

Amount: \$ 210

Thank you!

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** \_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person                      At ( \_\_\_\_\_ ) \_\_\_\_\_  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED

18 MAR 28 AM 7:42

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u>                      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|----------------------------------|---------------------|--|
| OneMain Financial Services, Inc. | Delaware            | F94000003044                                     |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>                        | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------------------------|---------------------|--|
| OneMain Financial of Alabama, Inc. | Delaware            |  |
| OneMain Financial of America, Inc. | Iowa                |  |
| OneMain Financial of America, Inc. | North Carolina      |  |
| OneMain Financial of Arizona, Inc. | Arizona             | F12000002743                                     |
| OneMain Financial of Florida, Inc. | Florida             | 334982   |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 04 / 01 / 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more 12:01 a.m. Eastern Time than 90 days after merger file date.)

**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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 16, 2018

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 16, 2018




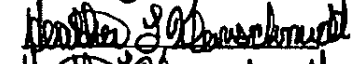




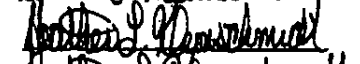
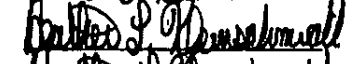


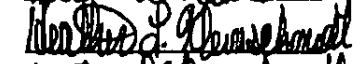

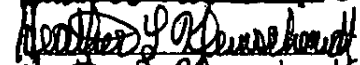



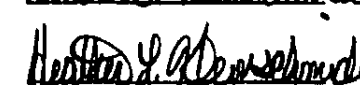

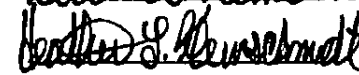
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Second: The name and jurisdiction of each merging corporation:**

| <u>Name</u>  | <u>Jurisdiction</u> |
|--|---------------------|
| 1 OneMain Financial of Indiana, Inc.                   | Indiana             |
| - OneMain Financial of Louisiana, Inc.                 | Louisiana           |
| • OneMain Financial of North Carolina, Inc.            | North Carolina      |
| ~ OneMain Financial of Ohio, Inc.                      | Ohio                |
| \ OneMain Financial of Pennsylvania, Inc.              | Pennsylvania        |
| - OneMain Financial of South Carolina, Inc.            | South Carolina      |
| ~ OneMain Financial of Texas, Inc.                     | Texas               |
| ~ OneMain Financial of Washington, Inc.                | Washington          |
| ~ OneMain Financial of Wisconsin, Inc.                 | Wisconsin           |
| ~ OneMain Financial of Wyoming, Inc.                   | Wyoming             |
| ~ Springleaf Auto Finance, Inc.                        | Delaware            |
| ~ Springleaf Auto Finance, Inc.                        | Tennessee           |
| ~ Springleaf Financial Services of Massachusetts, Inc. | Massachusetts       |
| ~ Springleaf Financial Services of New Hampshire, Inc. | Delaware            |
| - Springleaf Financial Services of Utah, Inc.          | Utah                |

**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>                           | <u>Signature of an Officer or Director</u>  | <u>Typed or Printed Name of Individual &amp; Title</u> |
|--|---|--|
| OneMain Financial of Alabama, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of America, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of America, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Arizona, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Florida, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Indiana, Inc.                   |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Louisiana, Inc.                 |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of North Carolina, Inc.            |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Ohio, Inc.                      |    | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Pennsylvania, Inc.              |   | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of South Carolina, Inc.            |  | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Texas, Inc.                     |  | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Washington, Inc.                |  | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Wisconsin, Inc.                 |  | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial of Wyoming, Inc.                   |  | Heather L. Kleinschmidt, Assistant Secretary           |
| OneMain Financial Services, Inc.                     |  | Heather L. Kleinschmidt, Assistant Secretary           |
| Springleaf Auto Finance, Inc.                        |  | Heather L. Kleinschmidt, Assistant Secretary           |
| Springleaf Auto Finance, Inc.                        |  | Heather L. Kleinschmidt, Assistant Secretary           |
| Springleaf Financial Services of Massachusetts, Inc. |  | Heather L. Kleinschmidt, Assistant Secretary           |
| Springleaf Financial Services of New Hampshire, Inc. |  | Heather L. Kleinschmidt, Assistant Secretary           |
| Springleaf Financial Services of Utah, Inc.          |  | Heather L. Kleinschmidt, Assistant Secretary           |

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                      | <u>Jurisdiction</u> |
|----------------------------------|---------------------|
| OneMain Financial Services, Inc. | Delaware            |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                        | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| OneMain Financial of Alabama, Inc. | Delaware            |
| OneMain Financial of America, Inc. | Iowa                |
| OneMain Financial of America, Inc. | North Carolina      |
| OneMain Financial of Arizona, Inc. | Arizona             |
| OneMain Financial of Florida, Inc. | Florida             |

**Third:** The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger.

*(Attach additional sheets if necessary)*

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>  | <u>Jurisdiction</u> |
|--|---------------------|
| OneMain Financial of Indiana, Inc.                   | Indiana             |
| OneMain Financial of Louisiana, Inc.                 | Louisiana           |
| OneMain Financial of North Carolina, Inc.            | North Carolina      |
| OneMain Financial of Ohio, Inc.                      | Ohio                |
| OneMain Financial of Pennsylvania, Inc.              | Pennsylvania        |
| OneMain Financial of South Carolina, Inc.            | South Carolina      |
| OneMain Financial of Texas, Inc.                     | Texas               |
| OneMain Financial of Washington, Inc.                | Washington          |
| OneMain Financial of Wisconsin, Inc.                 | Wisconsin           |
| OneMain Financial of Wyoming, Inc.                   | Wyoming             |
| Springleaf Auto Finance, Inc.                        | Delaware            |
| Springleaf Auto Finance, Inc.                        | Tennessee           |
| Springleaf Financial Services of Massachusetts, Inc. | Massachusetts       |
| Springleaf Financial Services of New Hampshire, Inc. | Delaware            |
| Springleaf Financial Services of Utah, Inc.          | Utah                |



## **Agreement and Plan of Merger**

THIS AGREEMENT AND PLAN OF MERGER ("Plan"), dated as of April 1, 2018, is by and between OneMain Financial Services, Inc. ("OMFS"), a Delaware corporation, incorporated on July 3, 1986, and the corporations identified in Schedule A to this Plan by name, jurisdiction of incorporation and date of incorporation (each, a "Merging Corporation" and together with OMFS, the "Constituent Corporations").

### **RECITALS:**

WHEREAS, at the date of this Plan set forth above, Springleaf Finance Corporation ("SFC") is the sole shareholder of the Constituent Corporations;

WHEREAS, the Boards of Directors of OMFS and the Merging Corporations have determined that it is advisable for the general welfare of the corporations that the Merging Corporations merge into OMFS pursuant to this Plan and the applicable laws of the State of Delaware and the jurisdictions of incorporation for each of the Merging Corporations listed in Schedule A (the "Jurisdictions of Incorporation"), in a transaction intended to qualify as a reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended;

WHEREAS, the registered office of OMFS is 1209 Orange Street, Wilmington, Delaware 19801; and the registered office of each of the Merging Corporations is listed in Schedule A;

WHEREAS, the Boards of Directors of OMFS and each of the Merging Corporations have approved this Plan and the transactions contemplated hereunder;

WHEREAS, SFC, as sole shareholder of the Constituent Corporations, has approved this Plan and the transactions contemplated hereunder.

NOW, THEREFORE, for and in consideration of the mutual promises and subject to the conditions contained herein, the Constituent Corporations agree that in accordance with the applicable laws of the State of Delaware and each Merging Corporation's Jurisdiction of Incorporation, the Merging Corporations shall be merged with and into OMFS, a Delaware corporation, with OMFS, the Delaware corporation, being the surviving corporation (which in its capacity as the ultimate surviving corporation, OMFS, a Delaware corporation, may be referred to as the "Surviving Corporation").

In this regard, the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

### **Section 1. Effective Date**

The merger provided for in this Plan shall become effective as of 12:01 a.m., Eastern Time, on April 1, 2018, or such other time and date as may be agreed to in writing by the Constituent Corporations (the “Effective Date”), assuming (i) all necessary corporate and regulatory approvals have been obtained; and (ii) this Plan and/or related articles or certificates of merger have been executed, acknowledged, verified and filed as may be required under the applicable laws of the State of Delaware and each Merging Corporation’s Jurisdiction of Incorporation.

### **Section 2. Capital Stock**

2.1 Capital Stock of the Merging Corporations. As listed in Schedule B, each share of capital stock of each Merging Corporation issued and outstanding shall be cancelled upon the effectiveness of the merger.

2.2 Capital Stock of OMFS. Each share of all issued and outstanding capital stock of OMFS, consisting of 200,000 shares of common stock (\$1.00 par value per share) on the Effective Date, shall continue to evidence the same number of shares of the capital stock of the Surviving Corporation.

2.3 Capital Stock held by SFC upon Effectiveness of the Merger. As a result of the foregoing, SFC, the parent company of OMFS, will continue to hold the same number of issued and outstanding shares of the common stock of the Surviving Corporation upon the effectiveness of the merger as it did prior to the merger.

### **Section 3. Articles of Incorporation and Bylaws**

The Articles and Bylaws of OMFS shall remain the Articles and Bylaws of the Surviving Corporation.

### **Section 4. Board of Directors and Officers of Surviving Corporation**

4.1 Board of Directors. Until the election and qualification of their successors, the members of the Board of Directors of OMFS shall be the Board of Directors of the Surviving Corporation on the Effective Date.

4.2 Officers. The elected officers of OMFS shall be the elected officers of the Surviving Corporation on the Effective Date, and shall continue to serve in office at the pleasure of the Board of Directors of the Surviving Corporation.

### **Section 5. Governing Law and Name of Surviving Corporation**

5.1 Governing Law of Surviving Corporation. Following the effectiveness of the merger, the Surviving Corporation shall be governed by the laws of the State of Delaware.

5.2 Name of Surviving Corporation. The name of the Surviving Corporation shall continue to be "OneMain Financial Services, Inc." and the Surviving Corporation will conduct business as authorized by its charter, as amended, and at the principal office address of 601 N.W. Second Street, Evansville, Indiana 47708.

#### **Section 6. Effect of the Merger**

On the Effective Date, the existence of each Merging Corporation, as a distinct corporate entity, shall cease in accordance with the provisions of the laws of each Merging Corporation's Jurisdiction of Incorporation. On the Effective Date, the Surviving Corporation shall succeed, without other deed or transfer, to all the respective rights, franchises, interests, and property, real, personal or mixed, of each Merging Corporation, and the Surviving Corporation shall be subject to all the debts, obligations and liabilities of each Merging Corporation, in the same manner as if the Surviving Corporation had itself incurred the debts, obligations and liabilities. OMFS and each Merging Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and each Merging Corporation's Jurisdiction of Incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. The Surviving Corporation hereby agrees that it may be served with process in each Merging Corporation's respective Jurisdiction of Incorporation in any proceeding for enforcement of any obligation of the respective Merging Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, and the Surviving Corporation hereby irrevocably appoints the respective Jurisdiction of Incorporation's Secretary of State, or other applicable authority listed in Schedule A, as its agent to accept service of process in any such suit or other proceeding which may be mailed to the Surviving Corporation at its principal office address as stated in Section 5.2 above.

#### **Section 7. Statutory Agent in Ohio**

OMFS shall transact business in the State of Ohio as a foreign corporation. The name and address of the statutory agent in Ohio upon whom any process, notice or demand against OMFS may be served is: CT Corporation System, 4400 Easton Commons Way, Suite 125, Columbus, Ohio 43219.

#### **Section 8. Approval of Sole Shareholder**

This Plan has been or will be approved by SFC as provided by the applicable laws of the State of Delaware and each Merging Corporation's Jurisdiction of Corporation.

### **Section 9. Access**

From the date of this Plan to the Effective Date, each Merging Corporation and OMFS shall provide each other with such information and permit the other's officers and representatives such access to its properties and books and records as the other may from time to time reasonably request.

### **Section 10. Termination**

10.1 Circumstances of Termination. This Plan may be terminated (notwithstanding approval by the sole shareholder of each Merging Corporation) by the Board of Directors of any of the Constituent Corporations at any time prior to the Effective Date, or as may otherwise be permitted by applicable law.

10.2 Effect of Termination. In the event of the termination of this Plan pursuant to Section 10.2 above, each party to this Plan shall pay the costs and expenses incurred by it in connection with this Plan, and no party (or any officer, director or shareholder of such party) shall be liable to any other party for any costs, expenses, damages, or loss of anticipated profits hereunder.

### **Section 11. Name After Merger**

The name of the Surviving Corporation after merger shall be "OneMain Financial Services, Inc."

### **Section 12. General Provisions**

12.1 Further Assurances. At any time, and from time to time, prior to or after the Effective Date, each party shall execute such additional instruments and take such additional actions as may be reasonably requested by the other party to confirm title to any property vested in the Surviving Corporation hereunder or otherwise to carry out the intent and purposes of this Plan.

12.2 Waiver. Any failure on the part of either party hereto to comply with any of its obligations, agreements, or conditions hereunder may only be waived in writing by the party to whom such compliance is owed.

12.3 Entire Agreement. This Plan constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation, or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

12.4 Headings. The section and subsection headings in this Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Plan.

12.5 Governing Law. This Plan shall be governed by and construed and enforced in accordance with the laws of the State of Delaware.

12.6 Counterparts. This Plan may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

12.7 No Additional Compensation. No director, officer, agent, or employee of OMFS or the Merging Corporations shall receive any fee, commission, compensation, or other valuable consideration whatsoever for aiding, promoting, or assisting in the merger or in the adoption or approval of this Plan, other than normal and routine fees, commissions, compensation, bonuses, and employee benefits currently being paid to such directors, officers, agents, and employees in their usual capacity as such.

IN WITNESS WHEREOF, OMFS and the Merging Corporations, pursuant to authority duly given by their respective Boards of Directors, and consistent with the approval of the merger by SFC, the Constituent Corporations' sole shareholder, have caused this Plan to be executed as of the day and year first above written.

ONEMAIN FINANCIAL SERVICES, INC., a  
Delaware Corporation

(Corporate Seal)

By:   
Jack R. Erkilla, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF ALABAMA, INC., a  
Delaware Corporation

(Corporate Seal)

By:   
Jack R. Erkilla, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF AMERICA, INC., an  
Iowa Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Ercilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF AMERICA, INC., a  
North Carolina Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Ercilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF ARIZONA, INC., an  
Arizona Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Ercilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF FLORIDA, INC., a  
Florida Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Ervilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF INDIANA, INC., an  
Indiana Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Ervilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF LOUISIANA, INC., a  
Louisiana Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Ervilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF NORTH  
CAROLINA, INC., a North Carolina Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Erskilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF OHIO, INC., an Ohio  
Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Erskilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF PENNSYLVANIA,  
INC., a Pennsylvania Corporation

(Corporate Seal)

By: ~~\_\_\_\_\_  
Jack R. Erskilla, Senior Vice President and  
Secretary~~

ATTEST:

By: Heather L. Kleinschmidt  
Heather L. Kleinschmidt, Assistant Secretary



ONEMAIN FINANCIAL OF SOUTH  
CAROLINA, INC., a South Carolina Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF TEXAS, INC., a  
Texas Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF WASHINGTON,  
INC., a Washington Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF WISCONSIN, INC.,  
a Wisconsin Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Erkilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

ONEMAIN FINANCIAL OF WYOMING, INC., a  
Wyoming Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Erkilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

SPRINGLEAF AUTO FINANCE, INC., a  
Delaware Corporation

(Corporate Seal)

By:   
\_\_\_\_\_  
Jack R. Erkilla, Senior Vice President and  
Secretary

ATTEST:

By:   
\_\_\_\_\_  
Heather L. Kleinschmidt, Assistant Secretary

SPRINGLEAF AUTO FINANCE, INC., a  
Tennessee Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

SPRINGLEAF FINANCIAL SERVICES OF  
MASSACHUSETTS, INC., a Massachusetts  
Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

SPRINGLEAF FINANCIAL SERVICES OF NEW  
HAMPSHIRE, INC., a Delaware Corporation

(Corporate Seal)

By:   
Jack R. Erkill, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

SPRINGLEAF FINANCIAL SERVICES OF  
UTAH, INC., a Utah Corporation

(Corporate Seal)

By:   
Jack R. Erking, Senior Vice President and  
Secretary

ATTEST:

By:   
Heather L. Kleinschmidt, Assistant Secretary

## Schedule A

Each of the following as identified by name and jurisdiction of incorporation is a Merging Corporation under this Plan.

| <b>Merging Corporation</b>                | <b>Jurisdiction of Incorporation</b> | <b>Registered Office</b>  |
|---|--------------------------------------|---|
| OneMain Financial of Alabama, Inc.        | Delaware                             | 1209 Orange Street,<br>Wilmington, Delaware 19801                             |
| OneMain Financial of America, Inc.        | Iowa                                 | 400 East Court Avenue, Suite<br>110, Des Moines, Iowa 50309                   |
| OneMain Financial of America, Inc.        | North Carolina                       | 160 Mine Lake Court, Suite<br>200, Raleigh, North Carolina<br>27615           |
| OneMain Financial of Arizona, Inc.        | Arizona                              | 3800 North Central Avenue,<br>Suite 460, Phoenix, Arizona<br>85012            |
| OneMain Financial of Florida, Inc.        | Florida                              | 1200 South Pine Island Road,<br>Plantation, Florida 33324                     |
| OneMain Financial of Indiana, Inc.        | Indiana                              | 150 West Market Street, Suite<br>800, Indianapolis, Indiana<br>46204          |
| OneMain Financial of Louisiana, Inc.      | Louisiana                            | 3867 Plaza Tower Drive,<br>Baton Rouge, Louisiana 70816                       |
| OneMain Financial of North Carolina, Inc. | North Carolina                       | 160 Mine Lake Court, Suite<br>200, Raleigh, North Carolina<br>27615           |
| OneMain Financial of Ohio, Inc.           | Ohio                                 | 4400 Easton Commons Way,<br>Suite 125, Columbus, Ohio<br>43219                |
| OneMain Financial of Pennsylvania, Inc.   | Pennsylvania                         | 600 N 2 <sup>nd</sup> Street, Suite 401,<br>Harrisburg, Pennsylvania<br>17101 |
| OneMain Financial of South Carolina, Inc. | South Carolina                       | 2 Office Park Court, Suite 103,<br>Columbia, South Carolina<br>29223          |
| OneMain Financial of Texas, Inc.          | Texas                                | 1999 Bryan Street, Suite 900,<br>Dallas, Texas 75201                          |
| OneMain Financial of Washington, Inc.     | Washington                           | 711 Capitol Way S, Suite 204,<br>Olympia, Washington 98501                    |
| OneMain Financial of Wisconsin, Inc.      | Wisconsin                            | 301 S. Bedford Street, Suite 1,<br>Madison, Wisconsin 53703                   |

| <b>Merging Corporation</b>                              | <b>Jurisdiction of Incorporation</b> | <b>Registered Office</b>                                       |
|---|--------------------------------------|--|
| OneMain Financial of Wyoming, Inc.                      | Wyoming                              | 1908 Thomes Avenue,<br>Cheyenne, Wyoming 82001                 |
| Springleaf Auto Finance, Inc.                           | Delaware                             | 1209 Orange Street,<br>Wilmington, Delaware 19801              |
| Springleaf Auto Finance, Inc.                           | Tennessee                            | 300 Montvue Road,<br>Knoxville, Tennessee 37919                |
| Springleaf Financial Services of<br>Massachusetts, Inc. | Massachusetts                        | 155 Federal Street, Suite 700,<br>Boston, Massachusetts 02110  |
| Springleaf Financial Services of New<br>Hampshire, Inc. | Delaware                             | 1209 Orange Street,<br>Wilmington, Delaware 19801              |
| Springleaf Financial Services of Utah, Inc.             | Utah                                 | 1108 East South Union<br>Avenue, Salt Lake City, Utah<br>84047 |

### Schedule B

The issued and outstanding shares of each Constituent Corporation is as follows:

| Merging Corporation                       | State of Incorporation | Capital Stock                              | Authorized    | Outstanding   | Shareholder                            |
|---|------------------------|--|---------------|---------------|--|
| OneMain Financial of Alabama, Inc.        | Delaware               | common stock, par value \$1.00 per share   | 50,000 shares | 10,000 shares | Springleaf Finance Corporation ("SFC") |
| OneMain Financial of America, Inc.        | Iowa                   | common stock, par value \$100.00 per share | 5,000 shares  | 3,500 shares  | SFC                                    |
| OneMain Financial of America, Inc.        | North Carolina         | common stock, par value \$100.00 per share | 1,000 shares  | 100 shares    | SFC                                    |
| OneMain Financial of Arizona, Inc.        | Arizona                | common stock, par value \$1.00 per share   | 25,000 shares | 25,000 shares | SFC                                    |
| OneMain Financial of Florida, Inc.        | Florida                | common stock, par value \$100.00 per share | 250 shares    | 250 shares    | SFC                                    |
| OneMain Financial of Indiana, Inc.        | Indiana                | common stock, par value \$100.00 per share | 500 shares    | 50 shares     | SFC                                    |
| OneMain Financial of Louisiana, Inc.      | Louisiana              | common stock, par value \$200.00 per share | 250 shares    | 250 shares    | SFC                                    |
| OneMain Financial of North Carolina, Inc. | North Carolina         | common stock, par value \$100.00 per share | 1,000 shares  | 100 shares    | SFC                                    |
| OneMain Financial of Ohio, Inc.           | Ohio                   | common stock, par value \$10.00 per share  | 100 shares    | 100 shares    | SFC                                    |
| OneMain Financial of Pennsylvania, Inc.   | Pennsylvania           | common stock, par value no per share       | 25,000 shares | 25,000 shares | SFC                                    |

| <b>Merging Corporation</b>                           | <b>State of Incorporation</b> | <b>Capital Stock</b>                       | <b>Authorized</b> | <b>Outstanding</b> | <b>Shareholder</b> |
|--|-------------------------------|--|-------------------|--------------------|--------------------|
| OneMain Financial of South Carolina, Inc.            | South Carolina                | common stock, par value \$100.00 per share | 1,000 shares      | 250 shares         | SFC                |
| OneMain Financial of Texas, Inc.                     | Texas                         | common stock, par value \$100.00 per share | 500 shares        | 500 shares         | SFC                |
| OneMain Financial of Washington, Inc.                | Washington                    | common stock, par value \$100.00 per share | 500 shares        | 500 shares         | SFC                |
| OneMain Financial of Wisconsin, Inc.                 | Wisconsin                     | common stock, par value \$100.00 per share | 250 shares        | 250 shares         | SFC                |
| OneMain Financial of Wyoming, Inc.                   | Wyoming                       | common stock, par value \$100.00 per share | 250 shares        | 10 shares          | SFC                |
| Springleaf Auto Finance, Inc.                        | Delaware                      | common stock, par value \$1.00 per share   | 1,000 shares      | 1,000 shares       | SFC                |
| Springleaf Auto Finance, Inc.                        | Tennessee                     | common stock, par value \$1.00 per share   | 100 shares        | 100 shares         | SFC                |
| Springleaf Financial Services of Massachusetts, Inc. | Massachusetts                 | common stock, par value \$1.00 per share   | 500,000 shares    | 10,000 shares      | SFC                |
| Springleaf Financial Services of New Hampshire, Inc. | Delaware                      | common stock, par value \$1.00 per share   | 1,000 shares      | 1,000 shares       | SFC                |
| Springleaf Financial Services of Utah, Inc.          | Utah                          | common stock, par value \$1.00 per share   | 10,000 shares     | 1,000 shares       | SFC                |