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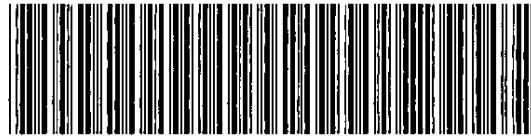
(Business Entity Name)

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TALLAHASSEE, FLORIDA


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MAY 15 2017
T. LEMIEUX

Merger

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

ACCOUNT NO. : I20000000195
REFERENCE : 636907 4312873
AUTHORIZATION : 
COST LIMIT : \$ 78.75

ORDER DATE : May 11, 2017
ORDER TIME : 12:46 PM
ORDER NO. : 636907-015
CUSTOMER NO: 4312873

ARTICLES OF MERGER

WELLS FARGO FINANCIAL FLORIDA,
INC.

INTO

WELLS FARGO USA HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Wells Fargo USA Holdings, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Adair Kenny
Contact Person

Robinson, Bradshaw & Hinson, P.A.
Firm/Company

101 N Tryon St Ste 1900
Address

Charlotte, NC 28246
City/State and Zip Code

akenny@robinsonbradshaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adair Kenny At (704) 377-8174
Name of Contact Person 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

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>
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A. The plan of merger is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act. See below.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Wells Fargo USA Holdings, Inc.</u>	<u>New Jersey</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Wells Fargo Financial Florida, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

In the merger, each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the merger shall be cancelled without further consideration. The shares of capital stock of the Parent outstanding immediately prior to the merger shall remain outstanding after the merger and shall not be converted, exchanged or altered in any manner as a result of the merger.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
N/A.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Parent, as the sole shareholder of the Subsidiary, hereby waives the mailing requirement set forth in section 607.1104(2), Florida Statutes.

The merger shall have the effects set forth in the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, at the effective time of the merger, all the properties (whether real, personal or mixed), rights, privileges, powers, title and franchises of the Subsidiary shall vest in and belong to the Parent, and all debts, liabilities and duties on whatever account of the Subsidiary shall become the debts, liabilities and duties of the Parent.

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