

M19 00000 2137

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

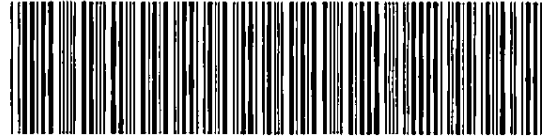
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J HORNE
MAY 6 2024

Office Use Only



300428284643

FILED
2024 MAY -9 AM 11:54



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
MAY 23 PM 2:29
OFFICE OF STATE
CLERK, SEATTLE, WASH.

May 9, 2024

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: AXIO FINANCIAL LLC
Ref. Number: M19000002137

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 824A00010185

2nd $\leq$ Resubmission.

IF THIS WAS REJECTED AGAIN,
WE HAVE NOT RECEIVED
A NEW REJECTION LETTER.

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 05/08/2024

Acc#120160000072

en: c 15/11

Name:	AXIO FINANCIAL LLC	
Document #:		
Order #:	15543355 - 5	

Certified Copy of Arts & Amend:	☐		
Plain Copy:	☐		
Certificate of Good Standing:	☐		
Certified Copy of	☐		
Apostille/Notarial Certification:	☐	Country of Destination:	
		Number of Certs:	

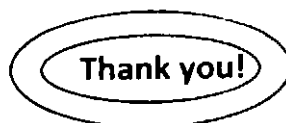
Filing: ☒	Certified: ☒
	Plain: ☐
	COGS: ☐

Email Address for Annual Report Notifications:

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

Amount: \$ **55.00**



**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: AXIO FINANCIAL LLC

Enter new principal office address, if applicable: _____

(Principal office address)
MUST BE A STREET ADDRESS

Enter new mailing address, if applicable: _____

(Mailing address)
MAY BE A POST OFFICE BOX

2. The Florida document number of this limited liability company is: M19000002137

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 03/01/2019

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: iCapital Markets LLC
(must contain "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, **Florida** _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Certified by
Christopher W. Thome
Signature of the authorized representative
Christopher W. Thome

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ICAPITAL SECURITIES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "AXIO FINANCIAL LLC" UNDER THE NAME OF "AXIO FINANCIAL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2023, AT 8:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2023 AT 3:59 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

3426854 8100M
SR# 20242162603

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203483545
Date: 05-15-24

CERTIFICATE OF MERGER
OF
ICAPITAL SECURITIES, LLC
WITH AND INTO
AXIO FINANCIAL LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:13 AM 11/30/2023
FILED 08:17 AM 11/30/2023
SR 20234092372 - File Number 3426854

Pursuant to Section 18-209 of the Limited Liability
Company Act of the State of Delaware

Pursuant to Title 6 Section 18-209 of the Delaware Limited Liability Act, Axio Financial LLC, a Delaware limited liability company (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of iCapital Securities, LLC, a Delaware limited liability company ("iCapital Securities"), with and into the Company, with the Company as the surviving limited liability company of the Merger:

FIRST: The name of the surviving limited liability company is Axio Financial LLC and the name of the limited liability company being merged with and into this surviving limited liability company is iCapital Securities, LLC, a Delaware limited liability company.

SECOND: The constituent entities have entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated November 30, 2023, providing for the Merger of iCapital Securities with and into the Company pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"). The Merger Agreement has been approved, adopted, executed and acknowledged by each of the constituent limited liability companies in accordance with Sections 18-204 and 18-209 of the DLLCA.

THIRD: The Merger shall become effective on November 30, 2023 at 3:59 P.M. Eastern Standard Time.

FOURTH: The Certificate of Formation of the Company shall be the Certificate of Formation of the surviving limited liability company; provided that such Certificate of Formation is hereby amended to change the name of the surviving limited liability company to iCapital Markets LLC.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 60 East 42nd Street, 26th Floor, New York, NY 10165.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized officer, the 30th day of November, 2023.

AXIO FINANCIAL LLC

By: 
Name: Stephen Jacobs
Title: Authorized Officer