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To: Division of Corporations
Fax Number : (850)617-6390

EFFECTIVE DATE
July 1, 2015

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
INTL FCStone Financial Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$121.25

148.75

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Mergers
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EFFECTIVE DATE
July 1, 2015

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FCStone, LLC	Iowa	Limited Liability Company
FCC Investments, Inc.	Iowa	Corporation
INTL FCStone Partners L.P.	New York	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
INTL FCStone Financial Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

July 1, 2015

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:





N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
INTL FCStone Financial Inc.		David A. Bolte, Secretary
FCStone, LLC		David A. Bolte, Sec/Rep
FCC Investments, Inc.		David A. Bolte, Secretary
INTL FCStone Partners L.P.		David A. Bolte, Sec of GP

Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships: Signature of a general partner or authorized person

Florida Limited Partnerships: Signatures of all general partners

Non-Florida Limited Partnerships: Signature of a general partner

Limited Liability Companies: Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER OF AFFILIATES

RESOLVED, by the Board of Directors of INTL FCStone Financial Inc. (formerly known as INTL FCStone Securities Inc.), a Florida corporation ("IFS"), as follows:

WHEREAS, IFS desires to enter into a merger of certain affiliates (the "Merger"); and

WHEREAS, IFS deems the Merger of certain affiliates to be in its best interests; and

WHEREAS, IFS owns 100% of the limited partnership interests of INTL FCStone Partners L.P., a New York limited partnership ("Partners"); and

WHEREAS, IFS owns 100% of the membership interests of FCStone, LLC, an Iowa limited liability company ("FCStone, LLC"); and

WHEREAS, IFS owns 100% of the issued and outstanding shares of FCC Investments, Inc., an Iowa corporation ("FCC Investments"); and

WHEREAS, it is deemed advisable and in the best interest of IFS that IFS cause each of Partners, FCStone, LLC and FCC Investments (each a "Subsidiary" and collectively the "Subsidiaries") to merge with and into IFS; and

WHEREAS, the effective date of the Merger of IFS and the Subsidiaries shall be established by the management of IFS, contingent upon receiving necessary regulatory approvals, and at such time as Merger Certificates are filed in the respective jurisdictions of IFS and the Subsidiaries.

I. Partners Merger

NOW THEREFORE LET IT BE RESOLVED, that pursuant to Section 607.1104 of the Florida Business Corporation Act, Partners is hereby merged with and into IFS (the "Partners Merger") so that the separate existence of Partners shall cease as soon as the Merger shall become effective, and IFS shall continue as the Surviving Corporation;

FURTHER RESOLVED, that each limited partnership interest of Partners, issued and outstanding immediately prior to the effectiveness of the Partners Merger shall, by virtue of the Partners Merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist;

II. FCStone, LLC Merger

FURTHER RESOLVED, that pursuant to Section 607.1104 of the Florida Business Corporation Act, FCStone, LLC is hereby merged with and into IFS (the "FCStone, LLC Merger") so that the separate existence of FCStone, LLC shall cease as soon as the Merger shall become effective, and IFS shall continue as the Surviving Corporation;

FURTHER RESOLVED, that each membership interest of FCStone, LLC, issued and outstanding immediately prior to the effectiveness of the FCStone, LLC Merger shall, by virtue of the FCStone, LLC Merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist;

III. FCC Investments Merger

FURTHER RESOLVED, that pursuant to Section 607.1104 of the Florida Business Corporation Act, FCC Investments is hereby merged with and into IFS (the "FCC Investments Merger") so that the separate existence of FCC Investments shall cease as soon as the Merger shall become effective, and IFS shall continue as the Surviving Corporation;

FURTHER RESOLVED, that each issued and outstanding share of FCC Investments, issued and outstanding immediately prior to the effectiveness of the FCC Investments Merger shall, by virtue of the FCC Investments Merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist;

IV. Omnibus

FURTHER RESOLVED, that the Chief Executive Officer, President, Executive Vice President, Vice President, Treasurer, Chief Compliance Officer, Secretary and any other officer of IFS, or their designee, (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the jurisdiction of the applicable Subsidiary and pay any fees related to such filing; and

FURTHER RESOLVED, that INTL FCStone Financial Inc. (formerly known as INTL FCStone Securities Inc.) shall take all steps necessary and appropriate to establish registration, membership and trading privileges, and where applicable clearing privileges, with respect to the following organizations and their affiliates:

- | | |
|---|-----------------------------------|
| Chicago Mercantile Exchange | Chicago Board of Trade |
| New York Mercantile Exchange | Commodity Exchange Inc. |
| ICE Futures US | ICE Clear US |
| ICE Futures Europe | ICE Clear Europe |
| ICE Futures Canada | CBOE Futures Exchange |
| NYSE LIFFE | NYSE LIFFE London |
| Minneapolis Grain Exchange | Nasdaq OMX |
| Eurex Exchange | Montreal Exchange |
| New Zealand Exchange | Dubai Mercantile Exchange Limited |
| National Futures Association | |
| Any additional regulatory, exchange or clearing organization as deemed appropriate by management. | |

In connection with such applications, IFS hereby adopts the resolutions included with the forms of Certificates of Resolution attached hereto as Exhibits as though each such resolution

was set forth verbatim herein, along with any Certificates of Resolution required by any similar membership, trading and clearing organizations as selected and deemed appropriate by the management of IFS. The Secretary of IFS is further authorized to provide certificates of such resolution in such forms, with appropriate insertions and completions.

The officers of IFS shall cause to be prepared and are duly authorized to execute and deliver all applications, undertakings, requests and certificates as may be appropriate to effectuate obtaining such membership, trading and clearing privileges; and

FURTHER RESOLVED, that IFS shall, upon the effective date of the merger with the Subsidiaries, without further action, succeed to and be vested with all rights, privileges, powers and franchises and property (real, personal and mixed) of the Subsidiaries and shall be subject to all debts, liabilities and duties of the Subsidiaries, all in accordance with the Florida Business Corporation Act; and

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the IFS, and if requested or required, under its corporate seal (where utilized) duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.