

P98000048286

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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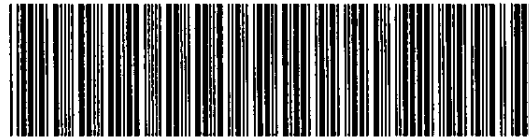
(Business Entity Name)

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DIVISION OF CORPORATIONS
JUN 20 AM 10:53

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COVER LETTER

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 20 AM 10:53

TO: Amendment Section
Division of Corporations

SUBJECT: INTL FCSTONE FINANCIAL 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:

David A. Bolte

Contact Person

INTL FCStone Financial Inc.

Firm/Company

1075 Jordan Creek Parkway - Suite 300

Address

West Des Moines, IA 50266

City/State and Zip Code

david.bolte@intlfcstone.com

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

For further information concerning this matter, please call:

David A. Bolte At (515) 223-3797

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

ARTICLES OF MERGER
(Profit Corporations)

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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> (If known/ applicable)
INTL FCStone Financial Inc.	Florida	P98000048286

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sterne, Agee & Leach, Inc.	Delaware	FD3000002813
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 07 / 01 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more 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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 29, 2016 _____ 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 22, 2016 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

INTL FCStone Financial Inc.

David A Bolte

David A. Bolte, Secretary

Sterne, Agee & Leach, Inc.

David A Bolte

David A. Bolte, Secretary

PLAN OF MERGER

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

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

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

WHEREAS, IFCF owns 100% of the issued and outstanding shares of Sterne, Agee & Leach, Inc., a Delaware corporation ("SALI"); and

WHEREAS, it is deemed advisable and in the best interest of IFCF that IFCF cause SALI to merge with and into IFCF; and

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

I. SALI Merger

RESOLVED, that pursuant to Section 607.1104 of the Florida Business Corporation Act, Sterne, Agee & Leach, Inc. is hereby merged with and into IFCF (the "SALI Merger") so that the separate existence of Sterne, Agee & Leach, Inc. shall cease as soon as the Merger shall become effective, and IFCF shall continue as the Surviving Corporation;

FURTHER RESOLVED, that each issued and outstanding share of Sterne, Agee & Leach, Inc., issued and outstanding immediately prior to the effectiveness of the SALI Merger shall, by virtue of the SALI Merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist;

II. Omnibus

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Executive Vice President, Vice President, Chief Financial Officer, Chief Compliance Officer, Secretary and any other officer of IFCF, 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 IFCF and SALI and pay any fees related to such filing; and

FURTHER RESOLVED, that INTL FCStone Financial Inc. shall take all steps necessary and appropriate to establish registration, membership and trading privileges, and where applicable clearing privileges, with respect to any regulatory, exchange or clearing organization as deemed appropriate by management.

In connection with such applications, IFCF hereby approves any Certificates of Resolution required by any membership, trading and clearing organizations as selected and deemed appropriate by the management of IFCF. The Secretary of IFCF is further authorized to provide certificates of such resolution in such forms, with appropriate insertions and completions.

The officers of IFCF 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 IFCF shall, upon the effective date of the merger with SALI, without further action, succeed to and be vested with all rights, privileges, powers and franchises and property (real, personal and mixed) of SALI and shall be subject to all debts, liabilities and duties of SALI, 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 IFCF, 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.

INTL · FCStone®

INTL FCStone Financial Inc.
1075 Jordan Creek Parkway - Suite 300
West Des Moines, IA 50266
www.intlfcstone.com

June 19, 2017

Florida Division of Corporation
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger
Document Number P98000048286
UPS shipping number: 1Z 676 668 01 9615 3138

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To Whom it May Concern:

Please find enclosed documents in support of the Articles of Merger of a Delaware corporation into a Florida corporation:

1. An original and one copy for certification of Articles of Merger to merge Sterne, Agee & Leach, Inc., a Delaware corporation, into INTL FCStone Financial Inc., a Florida corporation, with an effective date of July 1, 2017. INTL FCStone Financial Inc. shall be the surviving corporation.
2. Payment in the amount of \$78.75 for the filing fee (two entities involved in the merger) and a Certified Copy.

Thank you for your attention to this filing. If any questions or issues arise regarding this matter, please contact me at 515-223-3797 or by e-mail at david.bolte@intlfcstone.com.

Very truly yours,



David A. Bolte
Secretary and Counsel

Enclosures