



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 16, 2016

CT CORPORATION SYSTEM

SUBJECT: BABSON CAPITAL MANAGEMENT LLC
Ref. Number: M04000002198

We have received your document for BABSON CAPITAL MANAGEMENT LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(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) 245-6051.

Yasemin Y Sulker
Regulatory Specialist II

Letter Number: 216A00019844

RECEIVED
DEPARTMENT OF STATE
16 SEP 19 PM 12:23

RE-SUBMIT

Please retain original filing
date of submission 9/15

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Babson Capital Management LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kristin Goodchild
Name of Person

Barings LLC
Firm/Company

1500 Main Street, Suite 2800
Address

Springfield, MA 01115
City/State and Zip Code

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

For further information concerning this matter, please call:

Michele Kunitz at (413) 226-1084
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

Enclosed is a check for the following amount:

- \$25 Filing Fee \$30 Filing Fee & Certificate of Status \$55 Filing Fee & Certified Copy \$60 Filing Fee, Certificate of Status & Certified Copy

**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: Babson Capital Management LLC

Enter new principal office address, if applicable: 550 South Tryon Street, Suite 3300

(Principal office address
MUST BE A STREET ADDRESS) Charlotte, NC 28202

Enter new mailing address, if applicable: 1500 Main Street, Suite 2800

(Mailing address
MAY BE A POST OFFICE BOX) Springfield, MA 01115

2. The Florida document number of this limited liability company is: M04000002198

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: June 7, 2004

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

5. New name of the limited liability company: Barings 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

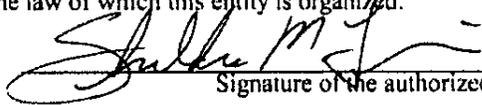
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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>
_____	<u>Please see attached Schedule 1</u>	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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16 SEP 5 AM 40
 SECRET. FLORIDA

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.



 Signature of the authorized representative

Sheldon M. Francis, Chief Legal Officer, Secretary and Managing Director

 Typed or printed name of signee

Filing Fee: \$25.00

Schedule 1

to Amendment of Certificate of Authority to Transact Business in Florida

Title / Capacity	Name	Address	Type of Action
Manager	Michael T. Rollings	1295 State Street, Springfield, MA 01111	Add <input type="checkbox"/> Remove <input checked="" type="checkbox"/>
Manager	David J. Brennan	155 Bishopsgate London, UK 3C2M 3XY	Add <input type="checkbox"/> Remove <input checked="" type="checkbox"/>
President	Clifford M. Noreen	1500 Main Street, Springfield, MA 01115	Add <input type="checkbox"/> Remove <input checked="" type="checkbox"/>
Manager and Chief Executive Officer	Thomas M. Finke	550 South Tryon Street, Suite 3300, Charlotte, NC 28202	Edit
President and Manager	Russell D. Morrison	550 South Tryon Street, Suite 3300, Charlotte, NC 28202	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>
Manager	Roger W. Crandall	1295 State Street, Springfield, MA 01111	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>
Manager	M. Timothy Corbett	1295 State Street, Springfield, MA 01111	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>
Manager	Elizabeth A. Ward	1295 State Street, Springfield, MA 01111	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>
Manager	William F. Glavin, Jr.	1 Marina Drive, Suite 800, Boston, MA 02210	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>
Chief Legal Officer	Sheldon M. Francis	550 South Tryon Street, Suite 3300, Charlotte, NC 28202	Add <input checked="" type="checkbox"/> Remove <input type="checkbox"/>

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BABSON CAPITAL MANAGEMENT LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BARINGS LLC" ON THE SIXTH DAY OF SEPTEMBER, A.D. 2016, AT 2:38 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWELFTH DAY OF SEPTEMBER, A.D. 2016.



3761997 8320
SR# 20165743451

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202974816
Date: 09-12-16