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Division of Corporations

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# No 8000000630

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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H160001137003ABCT

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To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN LOCKTON FINANCIAL ADVISORS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$25.00

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Corporate Filing Menu

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Lockton Financial Advisors, 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:

Dianna Wood

Name of Person

Bryan Cave LLP

Firm/Company

1200 Main Street, Suite 3800

Address

Kansas City, MO 64112

City/State and Zip Code

rdellaguardia@lockton.com

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

For further information concerning this matter, please call:

Dianna Wood at ( 816 ) 374-3292  
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: Lockton Financial Advisors, LLC

Enter new principal office address, if applicable: Same

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

Same

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M08000000630

3. Jurisdiction of its organization: California

4. Date authorized to do business in Florida: August 29, 2008

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

5. New name of the limited liability company: \_\_\_\_\_

(must contain "Limited Liability Company," "LLC," "LLC," "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," "LLC," 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

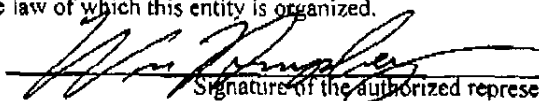
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Missouri

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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> 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.

  
Signature of the authorized representative

**William W. Humphrey III**

Typed or printed name of signee

Filing Fee: \$25.00

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

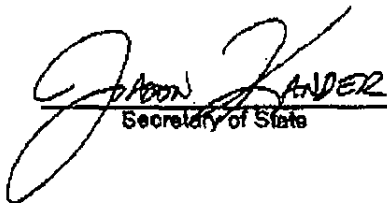
**CORPORATION DIVISION**  
**CERTIFICATE OF GOOD STANDING**

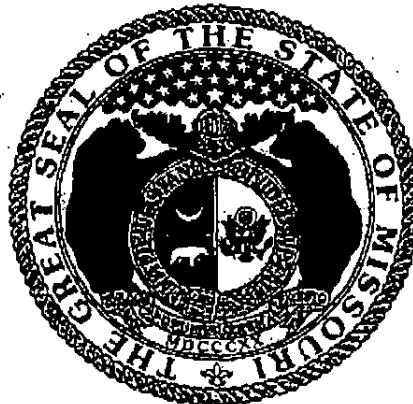
I, JASON KANDER, Secretary of State of the STATE OF MISSOURI, do hereby certify that the records in my office and in my care and custody reveal that

*Lockton Financial Advisors, LLC*  
*LC001486326*

was created under the laws of this State on the 1st day of April, 2016, and is active, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of May, 2016.

  
Secretary of State



Certification Number: CERT-05032016-0018

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

**CORPORATION DIVISION**  
**CERTIFICATE OF CORPORATE RECORDS**

*Lockton Financial Advisors, LLC*  
*LC001486326*

I, JASON KANDER, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of May, 2016.

  
Secretary of State



Certification Number: CERT-Q5052016-0076

LC001486326  
 Date Filed: 4/26/2016  
 Effective: 5/1/2016  
 Jason Kander  
 Missouri Secretary of State

## NOTICE OF MERGER

## Pursuant to Section 347.129 Missouri Revised Statutes

Pursuant to the provisions of The Missouri Revised Statutes, Missouri Limited Liability Company Act, the undersigned entities certify the following:

1. That the name, state of organization and type of each constituent entity is:

Lockton Financial Advisors, LLC of California (FL0844591) limited liability company  
*Name of Entity State of Organization Missouri Charter (if any) Type of Entity*

LFA Newco, LLC of Missouri (LC001486326) limited liability company  
*Name of Entity State of Organization Missouri Charter (if any) Type of Entity*

2. The name of the surviving entity is LFA Newco, LLC, a Missouri limited liability company.
3. That an agreement of merger has been authorized and approved by resolution of the manager and member of Lockton Financial Advisors, LLC, a California limited liability company, adopted by written consent in lieu of a special meeting on April 25, 2016.
4. That an agreement of merger has been authorized and approved by resolution of the manager and member of LFA Newco, LLC, a Missouri limited liability company, adopted by written consent in lieu of a special meeting on April 25, 2016.
5. That a copy of the agreement of merger will be furnished by the surviving entity, on request and without cost, to any member or its equivalent of any entity that is a party to the merger.
6. The address of the registered office of the surviving entity is 12747 Olive Boulevard #300, St. Louis, Missouri 63141, and name of the registered agent of the surviving entity is Corporate Creations Network, Inc.
7. The articles of organization of LFA Newco, LLC shall be the articles of organization of the surviving entity. The articles of organization shall be amended as follows:

The name of the limited liability company is Lockton Financial Advisors, LLC.

The operating agreement of Lockton Financial Advisors, LLC, as existed immediately prior to the Merger, will be the operating agreement of LFA Newco, LLC following the Merger until such time as said operating agreement is amended or restated.

8. The effective date of this document is at 12:01 a.m. Central Time on May 1, 2016.
9. The executed agreement of merger is on file at the principal place of business of the surviving entity at 444 West 47<sup>th</sup> Street, Suite 900, Kansas City, MO 64112.
10. The agreement of merger will be furnished by the surviving entity on request and without cost to any member of any entity that is a party to the merger.

[Signature Page Follows]

ORI-04262016-1569 State of Missouri  
 No of Pages 2 Pages



Merger - LLC/LP/LLP/LLP

In Affirmation thereof, the facts stated above are true and correct:

*(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 375.040, RSMo.)*

**LOCKTON FINANCIAL ADVISORS, LLC**

a California limited liability company

BY: Lockton Management, LLC, its sole manager

By: 

Name: William W. Humphrey III

Title: Executive Vice President

Date: 4/25/16

**LFA NEWCO, LLC**

a Missouri limited liability company

BY: Lockton Management, LLC, its sole manager

By: 

Name: William W. Humphrey III

Title: Executive Vice President

Date: 4/25/16

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

**CERTIFICATE OF MERGER**  
**MISSOURI ENTITY SURVIVING**

WHEREAS, Articles of Merger of the following entities:

***LOCKTON FINANCIAL ADVISORS, LLC – FL0844591***  
***INTO:***  
***LFA Newco, LLC – LC001486326***

organized and existing under the laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, JASON KANDER, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

***LFA Newco, LLC – LC001486326***

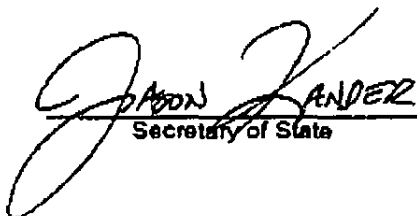
as the surviving entity.

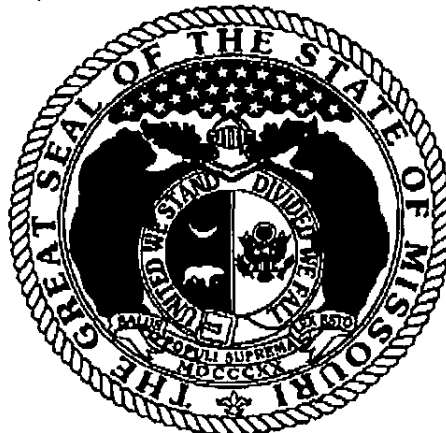
The name subsequently changed to:

***Lockton Financial Advisors, LLC***

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 26th day of April, 2016.

Effective Date: May 01, 2016

  
Secretary of State



**State of Missouri****Jason Kander, Secretary of State**

Corporations Division

PO Box 778 / 600 W. Main St., Rm. 322

Jefferson City, MO 65102

**LC001486326****Date Filed: 4/1/2016****Jason Kander****Missouri Secretary of State****Articles of Organization**

(Submit with filing fee of \$105.00)

1. The name of the limited liability company is

LFA Newco, LLC

(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")

2. The purpose(s) for which the limited liability company is organized:

To engage in the business of buying and selling securities as a registered broker-dealer and member of FINRA and any lawful business for which a limited liability company may be organized under the Missouri Limited Liability Company Act.

3. The name and address of the limited liability company's registered agent in Missouri is:

CORPORATE  
CREATIONSNETWORK INC.12747 Olive Boulevard, #300St. Louis MO 63141

Name

Street Address: May not use PO Box unless street address also provided

City/State/Zip

4. The management of the limited liability company is vested in:
- ☒
- managers
- ☐
- members (check one)

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual:
- Perpetual

(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)

6. The name(s) and street address(es) of each organizer (PO box may only be used in addition to a physical street address):

(Organizer(s) are not required to be member(s), manager(s) or owner(s))

Name

Address

City/State/Zip

Wood, Dianna1200 Main Street Suite 3800Kansas City MO 64105

- 7.
- ☐
- Series LLC (OPTIONAL) Pursuant to Section 347.186, the limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company and are the following:

New Series:

☐ The limited liability company gives notice that the series has limited liability.

New Series:

☐ The limited liability company gives notice that the series has limited liability.

New Series:

☐ The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 1A.)

Name and address to return filed document:

Name: Dianna WoodAddress: Email: dlwood@bryancave.com

City, State, and Zip Code: \_\_\_\_\_

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: \_\_\_\_\_

*(Date may not be more than 90 days after the filing date in this office)*

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

All organizers must sign:

Dianna Wood

*Organizer Signature*

DIANNA WOOD

*Printed Name*

04/01/2016

*Date of Signature*

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

## CERTIFICATE OF ORGANIZATION

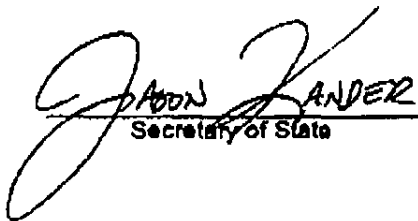
WHEREAS,

*LFA Newco, LLC*  
*LC001486326*

filed its Articles of Organization with this office on the 1st day of April, 2016, and that filing was found to conform to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, Jason Kander, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do certify and declare that on the 1st day of April, 2016, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this 1st day of April, 2016.

  
Secretary of State

