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TALLAHASSEE, FLORIDA

2017 JUN 23 PM 4:17

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T. LEMIEUX

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 698187 4304045

AUTHORIZATION : 

COST LIMIT : \$ 70.00

ORDER DATE : June 23, 2017

ORDER TIME : 3:27 PM

ORDER NO. : 698187-005

CUSTOMER NO: 4304045

ARTICLES OF MERGER

BIBBY INTERNATIONAL TRADE
FINANCE, INC.

INTO

BIBBY INTERNATIONAL TRADE
FINANCE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bibby International Trade Finance, 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:

Rebecca Saferstein, Paralegal
Contact Person

Arnall Golden Gregory, LLP
Firm/Company

171 17th Street, NW, Suite 2100
Address

Atlanta, GA 30363
City/State and Zip Code

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

For further information concerning this matter, please call:

Rebecca Saferstein At (404) 870-5604
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
Corporations
Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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



698187

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 26, 2017

CSC
MELISSA ZENDER

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BIBBY INTERNATIONAL TRADE FINANCE, INC.
Ref. Number: P05000063319

We have received your document for BIBBY INTERNATIONAL TRADE FINANCE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have Bibby International Trade Finance, Inc. as the surviving corporation and you also have it as the merging. Please put Bibby Financial Services (Midwest), Inc. as the merging corporation.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 517A00012860

RECEIVED
DEPARTMENT OF STATE
17 JUN 27 PM 4:12

ARTICLES OF MERGER

(Profit Corporations)

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>Number</u>	<u>Jurisdiction</u>	<u>Document</u> (If known/ applicable)
<u>Bibby International Trade Finance, Inc.</u>	<u>Florida</u>	<u>P05000063319</u>

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

<u>Name</u> <u>Number</u>	<u>Jurisdiction</u>	<u>Document</u> (If known/ applicable)
<u>Bibby Financial Services (Midwest), Inc.</u>	<u>Illinois</u>	<u>Not Applicable</u>

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective at 12:01 a.m. on June 30, 2017 Eastern Standard Time.

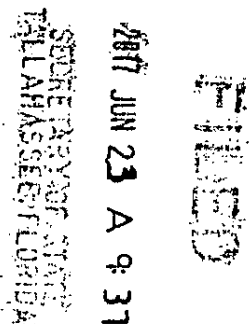
Fifth: Adoption of Merger by **surviving** corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 23, 2017.

Sixth: Adoption of Merger by **merging** corporation

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 23, 2017.

[Signatures on the following page]



Seventh: SIGNATURES FOR EACH CORPORATION

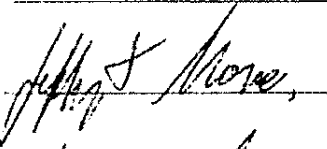
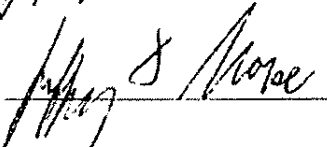
<u>Name of Corporation</u>	<u>Signature of an Officer or Individual & Title</u> <u>Director</u>	<u>Typed or Printed Name of</u>
Bibby International Trade Finance, Inc.		<u>Jeffrey D. Morse</u>
Bibby Financial Services (Midwest), Inc.		<u>Jeffrey D. Morse</u>

Exhibit A

Agreement and Plan of Merger

See Attached.

**AGREEMENT AND PLAN OF MERGER
OF
BIBBY FINANCIAL SERVICES (MIDWEST), INC.
WITH AND INTO
BIBBY INTERNATIONAL TRADE FINANCE, INC.**

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated June 23, 2017, is made and entered into by and between Bibby Financial Services (Midwest), Inc., an Illinois corporation ("Bibby Midwest"), and Bibby International Trade Finance, Inc., a Florida corporation ("Bibby International").

WITNESSETH:

WHEREAS, the parties hereto have determined that it would be in the best interest of Bibby Midwest to be merged with and into Bibby International (the "Merger"; the Transfer and the Merger are together the "Transaction");

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

I. NAME OF EACH ENTITY

The names of the parties planning to merge are Bibby Financial Services (Midwest), Inc., an Illinois corporation, and Bibby International Trade Finance, Inc., a Florida corporation.

II. MERGER

Bibby Midwest and Bibby International shall, pursuant to the provisions of the Illinois Business Corporation Act (the "Illinois Act") and the Florida Business Corporation Act (the "Florida Act"), be merged (the "Merger") with and into a single corporation, Bibby International, which shall be the surviving entity when the Merger takes effective as of 12:01 a.m. on June 30, 2017 Eastern Standard Time (the "Effective Time") and which is sometimes hereinafter referred to as the "Surviving Corporation." The separate existence of Bibby Midwest which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease as of the Effective Time of the Merger in accordance with the provisions of the Illinois Act and the Florida Act.

III. ARTICLES OF INCORPORATION

The Articles of Incorporation of Bibby International (the "Articles of Incorporation") as in effect immediately before the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended as set forth therein or as provided by applicable law.

IV. BYLAWS

The Bylaws of Bibby International (the "Bylaws") as in effect immediately before the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue to be the Bylaws of the Surviving Corporation until thereafter amended as set forth therein or in the Articles of Incorporation of the Surviving Corporation or as provided by applicable law.

V. DIRECTORS AND OFFICERS

The directors and officers of Bibby International immediately before the Effective Time shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their respective positions until the election and qualification of their respective successors or until their tenure is otherwise terminated by law or in accordance with the Bylaws of the Surviving Corporation.

VI. MANNER OF CONVERSION OF SHARES

The shares of the sole shareholder of the Terminating Corporation, as of the Effective Time, shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but such shares shall be cancelled. The shares of the sole shareholder of the Surviving Corporation shall not be converted in any manner and the shares of such shareholder shall continue unchanged as its shares in the Surviving Corporation from and after the Effective Date.

VII. EFFECTIVE TIME OF MERGER

The Effective Time of the Merger shall be at 12:01 a.m. Eastern Standard Time on June 30, 2017.


VIII. GENERAL AUTHORITY

The directors and the officers of the Terminating Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger.

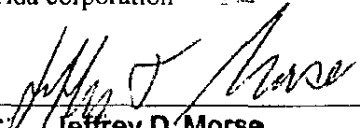
(Signatures on following page)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above. This Agreement and Plan of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

BIBBY FINANCIAL SERVICES (MIDWEST), INC.,
an Illinois corporation

By: 
Name: Jeffrey D. Morse
Title: Chief Operating Officer

BIBBY INTERNATIONAL TRADE FINANCE, INC.
a Florida corporation

By: 
Name: Jeffrey D. Morse
Title: Chief Operating Officer