

P98000048286

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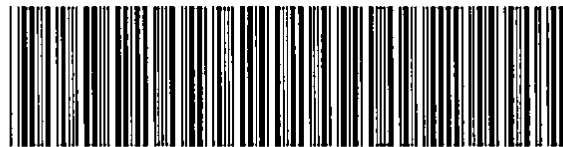
(Business Entity Name)

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2019 MAY 23 PM 2:03

10:30

## COVER LETTER

**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

\_\_\_\_\_  
Name of Contact Person

At ( 515 ) 223-3797

\_\_\_\_\_  
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)

2019 APR 23 PM 2:03

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)
INTL FCStone Credit Trading LLC	New York	M04000000575

**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** 05 / 01 / 2019 (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 April 10, 2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 April 10, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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. Balle

David A. Bolte, Secretary

INTL FCStone Credit Trading LLC

Amelia Letto

David A. Bolte, Secretary

## **PLAN OF MERGER OF AFFILIATES**

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

**WHEREAS**, the Company desires to enter into a merger with a certain affiliate (the "Merger"); and

**WHEREAS**, the Company deems the Merger to be in its best interests; and

**WHEREAS**, the Company owns 100% of the issued and outstanding membership interests of INTL FCStone Credit Trading LLC, a New York limited liability company ("IFCT"); and

**WHEREAS**, it is deemed advisable and in the best interest of the Company that the Company shall cause IFCT (a "Subsidiary") to merge with and into the Company; and

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

### **I. INTL FCStone Credit Trading LLC Merger**

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

**FURTHER RESOLVED**, that each issued and outstanding membership interest of INTL FCStone Credit Trading LLC, issued and outstanding immediately prior to the effectiveness of the INTL FCStone Credit Trading Merger shall, by virtue of the INTL FCStone Credit Trading 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, Chief Financial Officer, Chief Compliance Officer, Secretary and any other officer of the Company, 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. 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, the Company hereby adopts any Certificates of Resolution required by any membership, trading and clearing organizations as selected and deemed appropriate by the management of the Company. The Secretary of the Company is further authorized to provide certificates of such resolution in such forms, with appropriate insertions and completions.

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