

2/17/2016

PC19

Division of Corporations
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000041074 3)))



H160000410743ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : LEGAL & COMPLIANCE, LLC
Account Number : I20140000006
Phone : (561)514-0936
Fax Number : (564)514-0832

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

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
IEG HOLDINGS CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

16 FEB 17 PM 3:33

FILED

FEB 18 2016

28 MAR 28

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

16 FEB 17 PH 3:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
IEG HOLDINGS CORPORATION
(Reverse Stock Split)

Pursuant to Section 607.1006 of the Florida Business Corporation Act, IEG HOLDINGS CORPORATION, a Florida corporation (the "Corporation"), hereby amends ("Articles of Amendment") its amended and restated articles of incorporation, as amended ("Articles"), as follows:

A. Reverse Stock Split. Upon the Effective Time (as defined below) of these Articles of Amendment, each one (1) share of the Corporation's common stock, par value \$0.001 per share ("Common Stock") issued and outstanding immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into one hundredth (1/100) of a validly issued, fully-paid and non-assessable share of Common Stock, without increasing or decreasing the par value thereof, provided that no fractional shares shall be issued in respect of any shares of Common Stock held by any holder in any one account which account has fewer than one hundred (100) shares of Common Stock immediately prior to the Effective Time, and that, instead of issuing such fractional shares, the Corporation shall pay in cash an amount per share equal to the average closing price per share of the Common Stock on the OTCQB, averaged over a period of thirty (30) consecutive calendar days ending on (and including) the date of the Effective Time, without interest.

B. Authority to Amend. These Articles of Amendment were adopted by the unanimous consent of the Corporation's Board of Directors on January 14, 2016 and duly approved by the Corporation's stockholders on January 14, 2016 as required by law and the Corporation's Articles. The number of votes cast for the Articles of Amendment by the stockholders was sufficient for approval.

C. Effective Time. The foregoing amendment will become effective on March 28, 2016, at 6:00 p.m. ("Effective Time").

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of February 17, 2016.

IEG HOLDINGS CORPORATION

By: 

Name: Paul Mathieson

Title: President and Chief Executive Officer