



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/16/2016	201635100914	Merger (MER)	99.00	100.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATE SYSTEM
ATTN: CHRIS RICKARD
4400 EASTON COMMONS WAY, STE 125
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

657254

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SCHWAB RETIREMENT PLAN SERVICES, INC.

and, that said business records show the filing and recording of:

Document(s)

Merger

Document No(s):

201635100914

Effective Date: 12/19/2016



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
16th day of December, A.D. 2016.

Ohio Secretary of State



Form 551 Prescribed by:

JON HUSTED
 OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-787-3453)

Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov

bussserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)

P.O. Box 1326

Columbus, OH 43216

Expedite Filing (Two business day processing time.

Requires an additional \$100.00)

P.O. Box 1390

Columbus, OH 43216

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Schwab Retirement Plan Services, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity)☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

657254

(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation☐ Nonprofit Corporation☐ For-Profit Limited Liability Company☐ Nonprofit Limited Liability Company☐ Partnership☐ Limited Partnership☐ Limited Liability Partnership

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Schwab Retirement Plan Services Company		Texas	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Corporate Secretary Office - The Charles Schwab Corporation

Name

211 Main Street

Mailing Address

San Francisco

City

CA

State

94105

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on December 19, 2016 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

Ohio

State

Zip Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☒ No Amendments
IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Schwab Retirement Plan Services, Inc.

Name of entity

By:

Signature

Its:

President

Title

Schwab Retirement Plan Services Company

Name of entity

By:

Signature

Its:

President

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.