

201523710432



State of California Secretary of State

OBE MERG

Certificate of Merger

(California Corporations Code sections

1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

FILED *zhr*
Secretary of State
State of California *H*

MAR 20 2017

**EFFECTIVE
DATE**

IMPORTANT — Read all instructions before completing this form.

1cc This Space For Filing Use Only *3-24-17*

1. NAME OF SURVIVING ENTITY Wells Fargo Vendor Financial Services, LLC	2. TYPE OF ENTITY Limited Liability Company +	3. CA SECRETARY OF STATE FILE NUMBER 201523710432 ✓	4. JURISDICTION California
5. NAME OF DISAPPEARING ENTITY GE Equipment Finance Funding, L.L.C.	6. TYPE OF ENTITY Foreign LLC	7. CA SECRETARY OF STATE FILE NUMBER 200934210105	8. JURISDICTION Delaware

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)

SURVIVING ENTITY

CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
Membership Interest - 100%		100%

DISAPPEARING ENTITY

CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
Membership Interest - 100%		100%

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

☐

No vote of the shareholders of the parent party was required.

☒

The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.
None

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY

CITY AND STATE

ZIP CODE

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.
SEE ATTACHED

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

6 Del.C. § 18-209

15. FUTURE EFFECTIVE DATE, IF ANY

03 - 24 - 2017
(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

SEE ATTACHED PAGES

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

SEE ATTACHED PAGES

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

SEE ATTACHED PAGES

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

SEE ATTACHED PAGES

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:

CA Form OBE MERG**Additional Pages to Certificate of Merger****Surviving Entity:**

Wells Fargo Vendor Financial Services, LLC, a California limited liability company

Disappearing Entity:

GE Equipment Finance Funding, L.L.C., a Delaware limited liability company

13. Additional information set forth below is incorporated and made part of the certificate:

Pursuant to the Delaware Limited Liability Company Act § 19-209, the surviving foreign Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 800 Walnut Street, Des Moines, Iowa, 50309.

CA Form OBE MERG

Additional Pages to Certificate of Merger

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Additional signature pages:

17. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

BOARD OF MANAGERS of WELLS FARGO VENDOR FINANCIAL SERVICES, LLC, the
Surviving Entity:

Date: 3-20-2017By: 
Andrew T. Rupprecht, Manager

Date: _____

By: _____
Jerry E. Blakey, Manager

Date: _____

By: _____
William J. Mayer, Manager

SOLE INDEPENDENT MANAGER of GE EQUIPMENT FINANCE FUNDING, L.L.C., the
Disappearing Entity:

Date: _____

By: _____
Kevin P. Burns, Sole Independent Director

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Surviving Entity:

Date: _____

By: _____
Andrew T. Rupprecht, ManagerDate: 3/20/17By: Jed Blakey
Jerry E. Blakey, Manager

Date: _____

By: _____
William J. Mayer, Manager

SOLE INDEPENDENT MANAGER of GE EQUIPMENT FINANCE FUNDING, L.L.C., the
Disappearing Entity:

Date: _____

By: _____
Kevin P. Burns, Sole Independent Director

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Date: _____

By: _____
Andrew T. Rupprecht, Manager

Date: _____

By: _____
Jerry E. Blakey, Manager

Date: 3-20-17

By:  _____
William J. Mayer, Manager

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Surviving Entity:

Date: _____

By: _____
Andrew T. Rupprecht, Manager

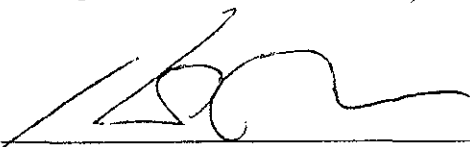
Date: _____

By: _____
Jerry E. Blakey, Manager

Date: _____

By: _____
William J. Mayer, Manager

SOLE INDEPENDENT MANAGER of GE EQUIPMENT FINANCE FUNDING, L.L.C., the
Disappearing Entity:

Date: 3-20-2017By: 
Kevin P. Burns, Sole Independent Director