

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SUNTRUST ADVISORY SERVICES LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SUNTRUST ADVISORY SERVICES LLC" TO "SUNTRUST ADVISORY SERVICES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 2017, AT 1:56 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5928774 8100V
SR# 20170202161

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201899007
Date: 01-19-17

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is January 5, 2016.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is:

SunTrust Advisory Services LLC

- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is:

SunTrust Advisory Services, Inc.

6. The effective date of the Conversion from SunTrust Advisory Services LLC to SunTrust Advisory Services, Inc. is the close of business on December 31, 2016, for accounting purposes only.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 21st day of November, A.D. 2016.

By:

Theodore Bowden
Name: Theodore Bowden

Print or Type

Title: Chief Operating Officer

Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SUNTRUST ADVISORY SERVICES LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SUNTRUST ADVISORY SERVICES LLC" TO "SUNTRUST ADVISORY SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2016, AT 11:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5928774 8100V
SR# 20166770212

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203403043
Date: 11-28-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 11/23/2016
FILED 11:25 AM 11/23/2016
SR 20166770212 - File Number 5928774

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is January 5, 2016
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is:

SunTrust Advisory Services LLC

- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is:

SunTrust Advisory Services, Inc.

6. The effective date of the Conversion from SunTrust Advisory Services LLC to SunTrust Advisory Services, Inc. is the close of business on December 31, 2016.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 21st day of November, A.D. 2016.

By: Theodore Bowden

Name: Theodore Bowden

Print or Type

Title: Chief Operating Officer

Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SUNTRUST ADVISORY SERVICES, INC." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2016, AT 11:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5928774 8100V
SR# 20166770212

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203403043
Date: 11-28-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 11/23/2016
FILED 11:25 AM 11/23/2016
SR 20166770212 - File Number 5928774

STATE of DELAWARE

CERTIFICATE of INCORPORATION

A STOCK CORPORATION

- First: The name of this corporation is SunTrust Advisory Services, Inc.
- Second: Its registered office in the State of Delaware is to be located at c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the city of Wilmington, county of New Castle, Zip Code 19808. The name of its registered agent in charge thereof at such address is Corporation Service Company.
- Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- Fourth: The amount of the total stock of this corporation is authorized to issue is 1,000 shares (number of authorized shares) with a par value of .0001 per share.
- Fifth: The name and mailing address of the incorporator are as follows:

Name Theodore Bowden

Mailing Address Theodore Bowden, COO, SunTrust Advisory Services, Inc., 303 Peachtree Center Ave., Suite 140, Atlanta, GA Zip Code 30303
- Six: The effective date of this Certificate of Incorporation is the close of business on December 31, 2016.
- I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 22nd day of November, A.D. 2016.

BY: Theodore Bowden
(Incorporator)

NAME: Theodore Bowden, Incorporator

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "SUNTRUST ADVISORY
SERVICES LLC", FILED IN THIS OFFICE ON THE FIFTH DAY OF
JANUARY, A.D. 2016, AT 5:31 O'CLOCK P.M.



5928774 8100
SR# 20160055286

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201622859
Date: 01-06-16

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is SunTrust Advisory Services LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 in the City of Wilmington.
Zip code 19808. The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

5th day of January, 2016.

By: Ted Bowden
Authorized Person (s)

Name: Ted Bowden