

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |  |
|------------------------------|--|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT   |
| <b>NATURE OF CONVEYANCE:</b> | Redomestication - change of incorporation from Ohio corporation to Texas corporation |

**CONVEYING PARTY DATA**

| Name                                  | Formerly | Execution Date | Entity Type       |
|---------------------------------------|----------|----------------|-------------------|
| The Ohio State Life Insurance Company |          | 07/15/1998     | CORPORATION: OHIO |

**RECEIVING PARTY DATA**

|                        |                                       |
|------------------------|---------------------------------------|
| <b>Name:</b>           | The Ohio State Life Insurance Company |
| <b>Street Address:</b> | P.O. Box 410288                       |
| <b>City:</b>           | Kansas City                           |
| <b>State/Country:</b>  | MISSOURI                              |
| <b>Postal Code:</b>    | 64141-0288                            |
| <b>Entity Type:</b>    | CORPORATION: TEXAS                    |

**PROPERTY NUMBERS Total: 3**

| Property Type        | Number  | Word Mark                         |
|----------------------|---------|-----------------------------------|
| Registration Number: | 1945094 | OHIO STATE LIFE INSURANCE COMPANY |
| Registration Number: | 2346276 | OHIO STATE LIFE'S SECURITERM      |
| Registration Number: | 1355788 |                                   |

**CORRESPONDENCE DATA**

Fax Number: (816)474-9057  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 816-474-9050  
 Email: rdh@hoveywilliams.com  
 Correspondent Name: Robert D. Hovey  
 Address Line 1: 2405 Grand Boulevard  
 Address Line 2: Suite 400  
 Address Line 4: Kansas City, MISSOURI 64108

|                           |                 |
|---------------------------|-----------------|
| <b>NAME OF SUBMITTER:</b> | Robert D. Hovey |
|---------------------------|-----------------|

CH \$90.00 1945094

|  |                   |
|--|-------------------|
| Signature:   | /Robert D. Hovey/ |
| Date:  | 02/17/2005        |
| <p><b>Total Attachments: 17</b></p> <ul style="list-style-type: none"><li>source=ohiotexas#page1.tif</li><li>source=ohiotexas#page2.tif</li><li>source=ohiotexas#page3.tif</li><li>source=ohiotexas#page4.tif</li><li>source=ohiotexas#page5.tif</li><li>source=ohiotexas#page6.tif</li><li>source=ohiotexas#page7.tif</li><li>source=ohiotexas#page8.tif</li><li>source=ohiotexas#page9.tif</li><li>source=ohiotexas#page10.tif</li><li>source=ohiotexas#page11.tif</li><li>source=ohiotexas#page12.tif</li><li>source=ohiotexas#page13.tif</li><li>source=ohiotexas#page14.tif</li><li>source=ohiotexas#page15.tif</li><li>source=ohiotexas#page16.tif</li><li>source=ohiotexas#page17.tif</li></ul> |                   |

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE OHIO STATE LIFE INSURANCE COMPANY

ARTICLE ONE

The name of this corporation is The Ohio State Life Insurance Company ("the Corporation"). The basic purpose of these Amended and Restated Articles of Incorporation is to redomesticate the Corporation from the State of Ohio to the State of Texas. Such redomestication is pursuant to the provisions of Section 3913.40 of the Ohio Insurance Laws and Article 1.38 of the Texas Insurance Code. In connection with the redomestication of the Corporation from the State of Ohio to the State of Texas, and pursuant to the provision of the Texas Insurance Code, the Ohio Insurance Laws and the Texas Business Corporation Act, the Corporation hereby adopts Restated Articles of Incorporation which accurately copy the current Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and shall contain no other change in any provisions thereof.

ARTICLE TWO

The Articles of Incorporation of the Corporation are amended by the Restated Articles of Incorporation as follows:

1. The First Article is hereby amended to become Article I and to read as follows:

"Article I

"The name of this Corporation shall be The Ohio State Life Insurance Company."

2. The Second Article is hereby amended to become Article II and to read as follows:

"Article II

"The location of the home office and principal place of business of this Corporation shall be in the County of Dallas, City of Dallas, State of Texas.

3. The Third Article is hereby amended to become Article III and to read as follows:

"Article III

"This Corporation is organized for the purpose of conducting the business of insurance, and the kinds of insurance business which this Corporation shall transact are life insurance, health insurance and accident insurance, and a combination of said kinds of insurance, as well as reinsurance of such kinds of insurance, all as authorized by the Texas Insurance Code, and such other purposes as may be authorized for such Corporation by law."

4. The following article is hereby added to become Article IV and to read as follows:

"Article IV

"The period of duration of this Corporation shall be perpetual."

5. The Fourth Article is hereby amended to become Article V and to read as follows:

"Article V

"The amount of authorized capital stock of this Corporation is Three Million Dollars (\$3,000,000) divided into Three Million (3,000,000) common shares, which common shares shall be equal in all respects, shall have a par value of One Dollar (\$1.00) per share, shall be nonassessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common shares shall be issued and fully paid for prior to the Corporation commencing any business."

6. The following article is hereby added to become Article VI and to read as follows:

"Article VI

"The amount of paid in capital of the Corporation on the date of its redomestication from the State of Ohio to the State of Texas shall be \$2,500,000.00 and the number of issued, outstanding and fully paid for common shares of the Corporation on the date of its redomestication from the State of Ohio to the State of Texas shall be 2,500,000."

7. The Fifth Article is hereby amended to become Article VII and to read as follows:

"Article VII

"The number of the Corporation's directors shall be not less than five nor more than nine, as provided from time to time in the Bylaws. Directors shall be elected annually by the shareholders for a term of one year to hold office until their successors are duly elected and qualified."

8. The Sixth Article is hereby deleted from the Articles of Incorporation.  
9. The Seventh Article is amended to become Article VIII and to read as follows:

"Article VIII

- "1. This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or amendments thereto, in the manner now or hereafter prescribed by the provisions of the Texas Insurance Code or any other pertinent enactment of the Legislature of the State of Texas, and all rights and powers, conferred hereby on the shareholders, directors and/or officers are subject to this reserve power.  
"2. The annual meeting of the shareholders of this Corporation shall be held on or before April 30 of each year. Any meeting of the shareholders or directors of this Corporation, whether annual, regular, or special may be held either within or

without the State of Texas, and need not be held at the principal office of this Corporation.

- "3. Bylaws: The Board of Directors or the shareholders shall have power to make, alter, amend and repeal such Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.
- "4. This Corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the provisions herein contained and to the extent permitted by law.
- "5. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under the provisions of the Texas Insurance Code.
- "6. No shareholder of this Corporation shall have the preemptive right to purchase or subscribe for any new or additional shares of stock of this Corporation of any class, kind or designation. This shall include the stock herein authorized as well as all stock authorized by future amendments to the Articles of Incorporation of this Corporation.
- "7. Limit of Liability: A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.
- "8. Indemnification and Related Matters. The following provisions apply to the indemnification by the Corporation of members of the Board of Directors, officers, employees and agents of the Corporation:
  - "8.1 Power to Indemnify - Action by Third Parties. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments,

finances and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- "8.2 Power to Indemnify - Actions Brought in the Right of the Corporation. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon applications that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- "8.3 Right of Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in clauses 8.1 and 8.2 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- "8.4 Determination of Entitlement to Indemnification. Any indemnification under clauses 8.1 and 8.2 of these Articles of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Corporation is proper in the circumstances because he/she has met the applicable standard of conduct set forth in clauses 8.1 and 8.2 of these Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the

Corporation, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Corporation, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Corporation or by the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Corporation or the holder of a majority of the issued and outstanding shares of Common Stock.

- "8.5 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 8.4 of these Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Corporation involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Paragraph 8.
- "8.6 Savings Clause. The indemnification provided by this Paragraph 8 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation of the Corporation, the By-Laws of the Corporation, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of the Board of Directors of the Corporation, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officers, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.
- "8.7 Insurance. The Corporation has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Paragraph 8.
- "8.8 For purposes of this Paragraph 8, reference to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the

resulting or surviving Corporation so that any person who is, or was a director, officer, employee or agent of such a constituent Corporation or is or was surviving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Paragraph with respect to the resulting or surviving Corporation as he would if he had served in the resulting or surviving Corporation in the same capacity."

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Insurance Code and the Texas Business Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the sole shareholder of the Corporation on the 15th day of July, 1998.

ARTICLE FOUR

The current number of shares outstanding is 2,500,000 and the number of shares entitled to vote on the Restated Articles of Incorporation as so amended is 2,500,000, and the holder of all of such outstanding shares has signed a written consent to the adoption of such Restated Articles of Incorporation as so amended.

ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

Article I

The name of this Corporation shall be The Ohio State Life Insurance Company.

Article II

The location of the home office of this Corporation shall be in the County of Dallas, City of Dallas, State of Texas.

Article III

This Corporation is organized for the purpose of conducting the business of insurance, and the kinds of insurance business which this Corporation shall transact are life insurance, health insurance and accident insurance, and a combination of said kinds of insurance, as well as reinsurance of such kinds of insurance, all as authorized by the Texas Insurance Code, and such other purposes as may be authorized for such Corporation by law.

Article IV

The period of duration of this Corporation shall be perpetual.



Article V

The amount of authorized capital stock of this Corporation is Three Million Dollars (\$3,000,000) divided into Three Million (3,000,000) common shares, which common shares shall be equal in all respects, shall have a par value of One Dollar (\$1.00) per share, shall be nonassessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common shares shall be issued and fully paid for prior to the Corporation commencing any business.

Article VI

The amount of paid in capital of the Corporation on the date of its redomestication from the State of Ohio to the State of Texas shall be \$2,500,000.00 and the number of issued, outstanding and fully paid for common shares of the Corporation on the date of its redomestication from the State of Ohio to the State of Texas shall be 2,500,000.

Article VII

The number of the Corporation's directors shall be not less than five nor more than nine, as provided from time to time in the Bylaws. Directors shall be elected annually by the shareholders for a term of one year to hold office until their successors are duly elected and qualified.

Article VIII

1. This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or amendments thereto, in the manner now or hereafter prescribed by the provisions of the Texas Insurance Code or any other pertinent enactment of the Legislature of the State of Texas, and all rights and powers, conferred hereby on the shareholders, directors and/or officers are subject to this reserve power.
2. The annual meeting of the shareholders of this Corporation shall be held on or before April 30 of each year. Any meeting of the shareholders or directors of this Corporation, whether annual, regular, or special may be held either within or without the State of Texas, and need not be held at the principal office of this Corporation.
3. Bylaws: The Board of Directors or the shareholders shall have power to make, alter, amend and repeal such Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.
4. This Corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the provisions herein contained and to the extent permitted by law.
5. In addition to the powers and authorities hereinabove or by statute expressly conferred, the

Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under the provisions of the Texas Insurance Code.

6. No shareholder of this Corporation shall have the preemptive right to purchase or subscribe for any new or additional shares of stock of this Corporation of any class, kind or designation. This shall include the stock herein authorized as well as all stock authorized by future amendments to the Articles of Incorporation of this Corporation.
7. Limit of Liability: A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.
8. Indemnification and Related Matters. The following provisions apply to the indemnification by the Corporation of members of the Board of Directors, officers, employees and agents of the Corporation:
  - 8.1 Power to Indemnify - Action by Third Parties. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
  - 8.2 Power to Indemnify - Actions Brought in the Right of the Corporation. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon applications that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- 8.3 Right of Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in clauses 8.1 and 8.2 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- 8.4 Determination of Entitlement to Indemnification. Any indemnification under clauses 8.1 and 8.2 of these Articles of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Corporation is proper in the circumstances because he/she has met the applicable standard of conduct set forth in clauses 8.1 and 8.2 of these Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the Corporation, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Corporation, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Corporation or by the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Corporation or the holder of a majority of the issued and outstanding shares of Common Stock.
- 8.5 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 8.4 of these Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Corporation involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Paragraph 8.
- 8.6 Savings Clause. The indemnification provided by this Paragraph 8 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation of the Corporation, the By-Laws of the Corporation, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of

the Board of Directors of the Corporation, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officers, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.7 Insurance. The Corporation has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Paragraph 8.

8.8 For purposes of this Paragraph 8, reference to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is, or was a director, officer, employee or agent of such a constituent Corporation or is or was surviving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Paragraph with respect to the resulting or surviving Corporation as he would if he had served in the resulting or surviving Corporation in the same capacity.

ARTICLE SIX

The current authorized capital stock of the Corporation is \$3,000,000.00 composed of 3,000,000 shares of common stock with a par value of One Dollar (\$1.00) per share, and 2,500,000 shares are issued and outstanding. The number of authorized, issued and outstanding shares will not change and will remain the same. Thus, the stated capital of the Corporation will be \$2,500,000.00, and in excess of fifty percent (50%) of the authorized capital stock shares will be issued, outstanding and fully paid for.

IN WITNESS WHEREOF, The Ohio State Life Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in it name by its President and Secretary this 15th day of July, 1998.

THE OHIO STATE LIFE INSURANCE COMPANY

By Gary L. Mulher  
Gary L. Mulher, President

By Richard J. Juneau  
Richard J. Juneau, Secretary

STATE OF MISSOURI

§  
§  
§

COUNTY OF JACKSON

Before me, a notary public, on this day personally appeared Gary L. Muller and Richard J. Juneau, known to me to be the President and Secretary of The Ohio State Life Insurance Company, being by me first duly sworn, declared that the statements contained in the foregoing document are true and correct.

Given under my hand and seal of office this 15<sup>TH</sup> day of July, 1998.

SUSAN HILLIARD TOMELLERI  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Clay County  
My Commission Expires June 5, 2001

Susan Hilliard Tomelleri  
Notary Public, State of Missouri

Susan Hilliard Tomelleri  
(print name)  
My commission expires: June 5, 2001

c:\wpdoca1\nc\ohio\trstate



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104  
512/463-6169

STATE OF TEXAS       §  
                                  §  
COUNTY OF TRAVIS   §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

- Amended and Restated Articles of Incorporation for THE OHIO STATE LIFE INSURANCE COMPANY, Dallas, Texas, consisting of eleven (11) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 27<sup>th</sup> day of August, 1998.

ELTON BOMER  
COMMISSIONER OF INSURANCE

BY: Tina Martinez-Saucedo  
Tina Martinez-Saucedo  
Bonds and Security Officer  
Insurer Services Division  
Order No. 96-1276



State Of Ohio  
**Department of Insurance**  
2100 Stella Court Columbus, Ohio 43215-1067

George V. Voinovich  
Governor  
Harold T. Duryee  
Director

**CERTIFICATION**

I, Sandra A. Ellis, an employee of the Legal Division of the Ohio Department of Insurance, do hereby certify the attached copy of the Order and Journal Entry concerning the redomestication of Ohio State Life Insurance Company from Ohio to Texas dated as of November 3, 1998 is a exact copy of the original, contained in the records maintained in the ordinary course of business by this agency.

Signed and dated this 3rd day of November 1998.

Sandra A. Ellis  
Paralegal  
Office of Legal Services



Harold T. Duryee, Superintendent

Accredited by the National Association of Insurance Commissioners (NAIC)

CERTO&J Ohio State Life .DOC

STATE OF OHIO  
DEPARTMENT OF INSURANCE

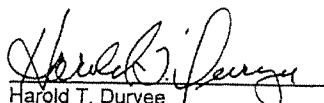
IN THE MATTER OF: : ORDER AND JOURNAL ENTRY  
: :  
THE REDOMESTICATION OF THE OHIO : :  
STATE LIFE INSURANCE COMPANY : :  
FROM THE STATE OF OHIO TO THE : :  
STATE OF TEXAS : :

Based upon the representations made in the application to transfer its domicile and documentation on file at the Department, the Superintendent makes the following findings:

1. The Ohio State Life Insurance (the "Company") has applied to the Superintendent for approval to redomesticate from the state of Ohio to the state of Texas, pursuant to Section 3913.40 of the Ohio Revised Code.
2. R.C. 3914.40(B) states that: "Any domestic insurer, upon the approval of the superintendent, may transfer its domicile to any other state in which it is admitted to transact the business of insurance. Upon such a transfer, the insurer shall cease to be a domestic insurer, and shall be admitted to this state if qualified as a foreign insurer. The superintendent shall approve any proposed transfer of domicile under this division unless he determines that the transfer is not in the interest of policyholders of this state."
3. The Company is admitted to transact the business of insurance in the state of Texas.
4. The Company has complied with the requirements of Ohio law to transfer its domicile from Ohio to another state, and qualifies for foreign admission in Ohio.
5. There are no facts before the Superintendent to support a determination that the transfer of domicile is not in the interest of policyholders of this state.
6. Upon the effective date of redomestication, the Company shall file certified copies of this Order and Journal Entry, the Texas Order approving the redomestication and a copy of the Amended and Restated Articles of Incorporation certified by the appropriate Texas office, with the Ohio Secretary of State and the Department. The Department then shall issue the Company a new certificate of authority reflecting its new domicile and reorganization as a foreign life insurance company in Ohio.

NOW THEREFORE, IT IS ORDERED that: the application of The Ohio State Life Insurance Company to redomesticate from Ohio to Texas shall be and hereby is approved.

Dated: 11-3-98  
Columbus, Ohio

  
Harold T. Duryee  
Superintendent of Insurance

ohiostatelifeo&j





Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104  
512/463-6169

STATE OF TEXAS §  
  §  
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Commissioner Order No. 98-0982, dated August 21, 1998, for THE OHIO STATE LIFE INSURANCE COMPANY, Dallas, Texas, consisting of one (1) page.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 27<sup>th</sup> day of August, 1998.

ELTON BOMER  
COMMISSIONER OF INSURANCE

BY: Tina Martinez-Saucedo  
Tina Martinez-Saucedo  
Bonds and Security Officer  
Insurer Services Division  
Order No. 96-1276



No. 98-0982

OFFICIAL ORDER  
of the  
COMMISSIONER OF INSURANCE  
of the  
STATE OF TEXAS  
AUSTIN, TEXAS

Date: AUG 21 1998

Subject Considered:

THE OHIO STATE LIFE INSURANCE COMPANY  
Columbus, Ohio  
TDI No. 02-63000

REDOMESTICATION  
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-98-0720

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of THE OHIO STATE LIFE INSURANCE COMPANY, Columbus, Ohio, to redomesticate and to amend its Certificate of Authority to change its home office from Columbus, Ohio, to Dallas, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that THE OHIO STATE LIFE INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from COLUMBUS, OHIO to Dallas, Texas. A letter of no objection to the redomestication from Ohio to Texas has been submitted from the Department of Insurance of the State of Ohio.

THEREFORE, based upon the representations made by THE OHIO STATE LIFE INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of THE OHIO STATE LIFE INSURANCE COMPANY should be, and is hereby approved.

Further, it is ORDERED that the Certificate of Authority No. 999, dated July 25, 1960, issued to THE OHIO STATE LIFE INSURANCE COMPANY, Columbus, Ohio, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to THE OHIO STATE LIFE INSURANCE COMPANY, Dallas, Texas.

ELTON BOMER  
COMMISSIONER OF INSURANCE

BY: Kathy M. Wilcox  
Kathy M. Wilcox, Director  
Insurer Services  
Order 94-0580

Recommended By:

Lori Cottingham  
Lori Cottingham, Insurance Specialist  
Insurer Services

| DATE          | DOCUMENT NO  | DESCRIPTION              | FILING | EXPED | PENALTY | CERT | COPY |
|---------------|--------------|--------------------------|--------|-------|---------|------|------|
| 1. 11/19/1998 | 199831602977 | MIS MISCELLANEOUS FILING | 0.00   | 0.00  | 0.00    | 0.00 | 0.00 |
| <b>TOTAL</b>  |              |                          | 0.00   | 0.00  | 0.00    | 0.00 | 0.00 |

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 ARTER & HADDEN  
 ATTN M MURPHY  
 925 EUCLID AVE STE 1100  
 CLEVELAND, OH 44115-0000

-----cut along the dotted line-----



*The State of Ohio*  
 ❁ *Certificate* ❁

*Secretary of State - Bob Taft*

**20615**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for THE OHIO STATE LIFE INSURANCE COMPANY and that said business records show the filing and recording of:*

Document(s)  
 MISCELLANEOUS FILING

Document No(s)  
 199831602977

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 10th day of  
 November, A.D. 1998



*Bob Taft*  
 Bob Taft  
 Secretary of State