

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
11/22/95

CHARTER NUMBER: 923138
ROLL AND FRAME: 5332-0479

05332-0479

CORPORATION:

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

DOCUMENT NUMBER	CODE	FEE
95112127801	ARF	85.00
95112127801	MIS	10.00

051609

RETURN TO: BRICKER & ECKLER
ATTN P ADAMS
100 S THIRD ST
COLUMBUS OH 43215

TOTAL : 95.00

0249

5332-0480



The State of Ohio

Bob Taft

Secretary of State

923138

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF MIS

of:

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

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

Recorded on Roll 5332 at Frame 0481 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 21ST day of NOV ,

A.D. 19 95 .



Bob Taft
Bob Taft
Secretary of State

05332-0481

APPROVED

By.....

Date.....

Amount.....

9911212 7801

ARTICLES OF INCORPORATION

OF

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

The undersigned, for purposes of forming a corporation for profit as a domestic insurance company in accordance with Chapter 3925 of the Ohio Revised Code, does hereby state the following:

1. NAME The name of the Corporation shall be American Standard Insurance Company of Ohio.
2. PLACE OF OFFICE The place in Ohio where the principal office of the corporation is to be located shall be the City of Columbus (Franklin County).
3. PURPOSE The purposes for which the Corporation is formed shall be:
 - a) to make insurance against accident or casualty to persons and property;
 - b) to carry on any of the types of insurance authorized by Section 3929.01(A) of the Ohio Revised Code; and
 - c) to do all things necessary, convenient, or incidental to the foregoing purposes.
4. CAPITAL STOCK The Corporation is organized under the stock plan. The number of shares of capital stock which the Corporation is authorized to have is 850 shares, all of which shall be common shares with a par value of \$1.00 per share. The shares of the stock shall be non-assessable and no shareholder shall be liable thereon beyond the amount of each shareholder's subscription for shares. Each share of capital stock shall be entitled to one vote.
5. STATED CAPITAL; CAPITAL SURPLUS The amount of stated capital with which the Corporation will begin business will be not less than \$1,000,000. The contributed surplus shall be not less than \$1,500,000.
6. BOARD OF DIRECTORS The Corporation shall be governed and its powers exercised by the duly constituted Board of Directors which may act through such persons and officers as it shall designate or elect. The

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Board of Directors shall consist of such number of persons, not less than five nor more than twenty-one, the majority of whom shall be citizens of the State of Ohio, as the shareholders shall by resolution determine.

Unless the Board of Directors is divided into classes, the term of office of each director shall be until adjournment of the next succeeding annual meeting of shareholders, or an action in lieu thereof, at which directors are elected or until a successor is elected as director.

The Board of Directors may be divided, by resolution of the shareholders, into two (2) or three (3) classes with each class to consist of one (1) or such larger number of directors as the shareholders shall from time to time determine. Each class shall be designated consecutively as Class I, Class II, and Class III, if any. All classes shall be initially elected at the annual meeting of shareholders coinciding with or next following adoption of the resolution classifying the Board of Directors, and the initial term of office of each class shall be as follows: Class I shall be until the first such succeeding annual meeting; Class II shall be until the second such succeeding annual meeting; and Class III, if any, shall be until the third such succeeding annual meeting. Thereafter, the term of office of each class shall be until the second, or, if three (3) classes, the third annual meeting at which directors are elected after the initial term of that class. Each director of each class shall hold office until a successor is elected as director.

Vacancies in the Board of Directors may be temporarily filled until the next annual meeting of shareholders or until a successor is elected, by a majority vote of the remaining directors.

7. CERTAIN
TRANSACTIONS

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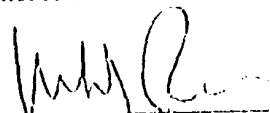
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DEPARTMENT OF STATE

No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction shall be void or voidable for reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are

05332-0483

otherwise known to the board of directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.



Mark J. Palmer, Incorporator

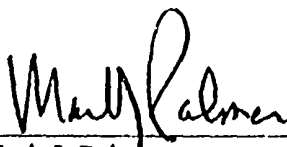
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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of American Standard Insurance Company of Ohio hereby appoints Alan E. Meyer, a natural person who is a resident of this State in which the principal office of the corporation is located, as agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

His address is: 445 Hutchinson Avenue - Suite 700
Columbus, Ohio 43235
(Franklin County)

Date: 10/19/95

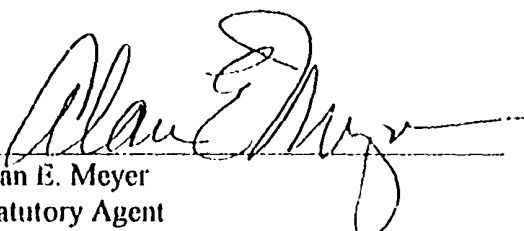


Mark J. Palmer
Incorporator

AGENT ACCEPTANCE

The undersigned hereby accepts appointment as agent upon whom process, notice or demand required or permitted by statute may be served.

Date: 10/19/95



Alan E. Meyer
Statutory Agent

LAW OFFICES
BRICKER & ECKLER
 100 SOUTH THIRD STREET
 COLUMBUS, OHIO 43215-4291
 TELEPHONE (614) 227-2300
 FAX (614) 227-2360

05332-0479

JORJ W. BRICKER (1893-1964)
 JOHN ECKLER (1913-1994)

CHARLES F. GLANDER
 JAMES J. HUGHES
 JAMES B. MCKINNON
 ELBERT J. KRAM
 RICHARD D. ROSSOVN
 EDWARD A. MATTO
 MICHAEL F. BULLMAN
 THOMAS E. WORKMAN
 BILLY W. BLOOMFIELD
 STEPHEN K. YODER
 MICHAEL A. PITTMER
 RICHARD F. KANE
 JOHN F. BIRATH JR.
 MICHAEL B. HOLMAN
 RICHARD C. BRADSHAW
 JOHN P. BEAVERS
 DAVID G. BAKER
 JOHN C. ROSENBERGER
 JERRY E. HATHAN
 MAHSHALL L. LERNER
 RICHARD C. WISEMAN
 DONALD R. KELLER
 KAREN H. KELLER
 STEVEN R. HERBER
 CHARLES H. WALKER
 MICHAEL A. NESS
 GORDON W. JOHNSTON
 DAVID A. ROGERS
 CHARLES H. WATERMAN

MICHAEL K. O'NE
 JAMES A. RUTLEDGE
 DAVID C. SPALYER
 RANDALL E. MOORE
 JOHN W. COOK II
 CHARLES H. MCCREARY III
 JAMES P. BURNES
 ELISABETH A. SOLER
 KENNETH C. JOHNSON
 MARK A. ENGEL
 MICHAEL E. FLOWERS
 DAVID K. CONRAD
 RICHARD B. LOVERING
 DAVID M. BISHOP
 REBECCA C. FRANCIS
 PERCY SQUIRE
 MARTHA POST BAUER
 ORECHENA M. BEATH
 CRAIG A. HADDOCK
 SUSAN O. SCHULTZ
 MARK J. PALMER
 CHARLES D. SMITH
 MARY W. CHRISTENSEN
 WILLIAM T. CONARD
 ROBERT C. RAFFERTY
 THOMAS J. OVENS
 JERRY DRAKE ALLEN
 CHRISTOPHER L. PROSSER
 ANNE MARIE SPERL

IN CLEVELAND
 800 BANK ONE CENTER
 800 SUPERIOR AVENUE EAST
 CLEVELAND, OHIO 44114-2811
 TELEPHONE (216) 771-0720
 FAX (216) 771-7702

WRITERS DIRECT DIAL NUMBER

(614) 227-2396

November 2, 1995

CATHERINE M. BALLARD
 GORDON F. LINT
 L. BRENT MILLER
 SCOTT W. TAEEL
 SUE WYKIVER YOUNT
 JAMES J. HUGHES III
 ANDREW A. FOLKERT
 FRANK L. MERRILL
 KURTIS A. TURNELL

BETSY A. SWIFT
 JOYCE B. LARK
 H. RANDY BARK
 JACK ROSATI JR.
 SUSAN E. DEARY
 SYLVIA LYNN GILLIS
 HARRY WRIGHT IV
 JAMES F. FLYNN
 PRICE D. FRAEY
 KARA J. TROTT
 DREW H. CAMPBELL
 LUTHER I. HOGGETT JR.
 WENDY R. HANTLEY
 MICHAEL D. SMITH
 SARAH J. DUBROW
 MARTHA E. HORVITZ
 ROBERT S. MELSON
 LARALYN M. SASAKI
 STEPHEN P. HARDWICK

MARVIN K. MITCHELL
 DAVID A. WATSON
 AMY L. BOSTIO
 THOMAS R. BROWNLEE, JR.
 ELIZABETH A. PRESTON
 T. EARL LAYRE
 SUSAN B. GREENBERGER
 LAWRENCE E. PLISKEN
 JENNIFER BILLY DUNN
 EDWARD J. LEONARD
 WARREN H. GROSS

SPECIAL COUNSEL
 THOMAS D. LAMBROS

OF COUNSEL
 JOSEPH S. GILL
 EDGAR L. LINDLEY
 CHRISTINE T. MESIROV

RETIRED
 BRUCE O. LYNN
 CLAYTON C. HOSKINS
 RICHARD C. PICKETT
 WILLIAM H. LEONARD

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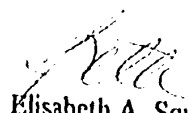
OHIO DEPARTMENT OF INSURANCE
 LEGAL SERVICES DIVISION

Ms. Carol Schaefer
 Ohio Department of Insurance
 2100 Stella Court
 Columbus, Ohio 43215

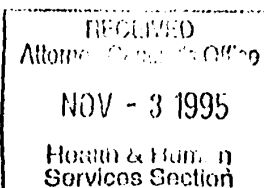
Dear Carol:

Enclosed are Articles of Incorporation and Code of Regulations for American Family Insurance Company and American Standard Insurance Company of Ohio. I appreciate your indulgence and assistance in bringing these Articles and Code of Regulations into compliance with the insurance code. Because these Articles have been in the process of revision for so long, I'd like to move this along as quickly as possible. If I can facilitate matters by hand-delivering them with your pre-clearance letter to the Attorney General's office, I'd be happy to do so. Please call me when you've completed your review. Also, if you have any questions or require any additional changes, please don't hesitate to give me a call.

Very truly yours,


 Elisabeth A. Squeglia

Enc.





State Of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43266-0566

Telephone 614/644-2640 Fax 614/644-3742

George V. Volnovich
GovernorHarold T. Duryee
Director

November 3, 1995

05332-0486

Larry Pratt, Esq.
Office of The Attorney General
Health & Human Services Section
30 E BROAD ST 26TH FL
COLUMBUS OH 43215

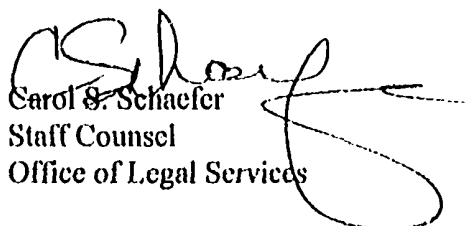
Re: Articles of Incorporation, American Standard Insurance Company of Ohio

Dear Mr. Pratt:

Enclosed please find the original Articles of Incorporation of the above-referenced company,
signed by the incorporator.

Based upon my review, the Department extends its preclearance to the original Articles of
Incorporation.

Very truly yours,



Carol G. Schaefer
Staff Counsel
Office of Legal Services

CSS/baw

cc: Susan Shidaker
Enclosure



Attorney General
Betty D. Montgomery

05332-0487

November 17, 1995

The Honorable Robert Taft
Secretary of State
30 East Broad Street
14th Floor
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG
OFFICE MANAGER

Re: American Standard Insurance Company of Ohio

Dear Sir:

I have reviewed the original Articles of Incorporation for the American Standard Insurance Company of Ohio. I have also discussed the same with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of these articles and my review of the relevant statutes, I find the articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Very truly yours,

ATTORNEY GENERAL
BETTY D. MONTGOMERY

A handwritten signature in dark ink, appearing to read "Lawrence D. Pratt", written over a horizontal line.

LAWRENCE D. PRATT
Assistant Attorney General
Health & Human Services Section
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428
(614) 466-8600

LDP/ekj
Enclosures
cc: Carol S. Schaefer
special.ltr

☐

UNIFORM COMMERCIAL
CODE FILING

☒

CORPORATIONS FILING

CORPORATIONS ONLY

☒

EXPEDITE
SERVICE

☒

PICK-UP

☐

MAIL

CORRESPONDENCE

05332-0488

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

BRICKER & ECKLER

NAME OF YOUR FIRM OR COMPANY

PAULA ADAMS

ATTENTION

100 South Third Street, Columbus, Ohio 43215

STREET, CITY, STATE, ZIP CODE

614-227-8865

TELEPHONE NUMBER

UCC ONLY

☐

MAIL

☐

PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.