

B 862-0599
RECEIPT AND CERTIFICATE

No. 3910

NATIONWIDE CREDIT UNION formerly NATIONWIDE CREDIT UNION, INC.

NAME

225096

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION

AMENDMENT

MERGER/CONSOLIDATION

DISSOLUTION

AGENT

RE-INSTATEMENT

CERTIFICATES OF CONTINUED

EXISTENCE

MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE

AMENDMENT

SURRENDER OF LICENSE

APPOINTMENT OF AGENT

CHANGE OF ADDRESS OF AGENT

CHANGE OF PRINCIPAL OFFICE

RE-INSTATEMENT

FORM 7

PENALTY

MISCELLANEOUS FILINGS

ANNEXATION/INCORPORATION—CITY
OR VILLAGE

RESERVATION OF CORPORATE NAMES

REGISTRATION OF NAME

REGISTRATION OF NAME RENEWALS

REGISTRATION OF NAME—CHANGE
OF REGISTRANTS ADDRESS

TRADE MARK

TRADE MARK RENEWAL

SERVICE MARK

SERVICE MARK RENEWAL

MARK OF OWNERSHIP

MARK OF OWNERSHIP RENEWAL

EQUIPMENT CONTRACT/CHattel
MORTGAGE

POWER OF ATTORNEY

SERVICE OF PROCESS

MISCELLANEOUS

ASSIGNMENT—TRADE MARK, MARK
OF OWNERSHIP, SERVICE MARK,
REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 22nd day of February A. D. 1973, and recorded on Roll 13862 at Frame 529 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Frank H. Gettles

246 N. High St., Nationwide Credit Union

Columbus, Ohio 43215

FEE RECEIVED: \$ 5.00

NAME: NATIONWIDE CREDIT UNION formerly NATIONWIDE CREDIT UNION, INC.

47-101

B 862-0530

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION

2/22/73

47-101

Nationwide Credit Union, INC.

Frank H. Gettles, President, and

Evelyn M. Keseg, Secretary, of

Nationwide Credit Union, an Ohio

Corporation, DO HEREBY CERTIFY that, pursuant to legal notice mailed to each shareholder, a meeting of the holders of shares of said Corporation entitling them to vote on a proposal to amend the Articles of Incorporation was duly called and held on the 21st day of February, 1973, at which meeting 407 shareholders were present in person, these being no less than 18 of such shareholders, and that by the affirmative votes of at least two-thirds of those shareholders present, the following resolution(s) was (were) adopted:

"RESOLVED, that the Amended Articles of Incorporation recommended by the Board of Directors for adoption of the membership be, and the same hereby is, adopted as the Articles of Incorporation of this Credit Union."

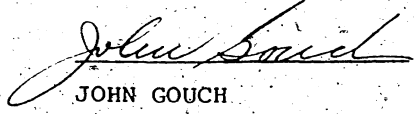
IN WITNESS WHEREOF, said Frank H. Gettles, President and Evelyn M. Keseg, Secretary of Nationwide Credit Union, Inc., acting for and on behalf of said corporation have hereunto subscribed their names this 22nd day of February, 1973.

BY Frank H. Gettles
(President)

BY Evelyn M. Keseg
(Secretary)

APPROVED: FEBRUARY 22, 1973

DIVISION OF SECURITIES


JOHN GOUCH
SUPERVISOR OF CREDIT UNIONS

(File in duplicate with Division of Securities. Attach check in amount of \$5.00 made payable to Secretary of State of Ohio.)

AMENDED ARTICLES OF INCORPORATION
OF
NATIONWIDE CREDIT UNION

FIRST. The name of the corporation is Nationwide Credit Union.

SECOND. The place in the State of Ohio where its principal office is located is the City of Columbus, Franklin County, Ohio.

THIRD. The purpose of the corporation is to conduct the business of a credit union.

FOURTH. The field of membership of this Credit Union shall include the following described persons, their spouses and organizations:

- (A) directors, employees and retired employees of this Credit Union, Nationwide Mutual Insurance Company, Nationwide Mutual Fire Insurance Company, Nationwide Life Insurance Company, Nationwide Corporation, subsidiaries, affiliated companies of, or successors to, any of the aforesaid companies, and any other persons directing and devoting a substantial part of their activities to any of the above described companies, provided that such activities are carried on under a written contract; organizations of persons within the field of membership of this Credit Union, employees of such organizations; relatives of a member designated in this paragraph (A) who are living in the household of such member; and
- (B) if authorized by resolution of the members and approved in writing by the Supervisor of Credit Unions, other persons deemed by law to have a common bond of association with members of this Credit Union.

FIFTH. The maximum number of shares this corporation is authorized to have outstanding is ten million (10,000,000) which shall be classified as follows:

- (A) one million shares shall be designated as "membership share" and shall have a par value of \$5.00. No person may own or subscribe for more than one membership share, and each member of the Credit Union must own or have subscribed for one membership share. Membership shares may not be owned jointly. The membership share of any member may, when authorized by the member,

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be purchased on payroll deduction or deduction from commission or other moneys due the member from any employer or any other person consenting to making such deduction. Dividends shall be declared and paid in such manner and in such amount as shall be determined from time to time by the Board of Directors. The number of such shares outstanding shall be equal to the number of members of the Credit Union; and

- (B) four million shares shall be designated "savings share." Savings shares shall be without par value, and the stated value of each such share shall vary in direct relation to the amount deposited in any such savings share account. A member may own such number of savings share accounts as shall be permitted by rules established by the Board of Directors. The value of any savings share account for redemption purposes shall be the total deposits in such share account plus any accrued and unpaid dividends from all classes of shares of the owner of such share account. The number of such shares outstanding shall be the sum total of all savings share accounts of the credit union. Savings shares may be purchased in the same manner and dividends shall be declared and paid in the same manner and at the same rate as for the membership shares; and
- (C) one million shares shall be designated as "budget share" and shall be without par value. No dividend need be declared or paid on any budget share account, but the Board of Directors may from time to time declare and pay such dividend as it shall determine to be equitable, considering costs of providing budgeting, bill paying, and other services to which the holders of budget shares are entitled, but in no event shall the dividend rate on budget share accounts exceed the rate currently being paid on membership shares. Budget shares may require such minimum share deposits and be governed by such additional rules and restrictions as the Board of Directors may from time to time establish. No member of the Credit Union may have more than one budget share account; and the number of such shares outstanding shall be the sum total of all budget share accounts of the Credit Union; and

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- (D) one million shares shall be designated "retirement share." Retirement shares shall be without par value and shall be for the purpose of providing retirement or deferred income plans for members. Such shares may be divided into subclasses representing different plans which may be established from time to time by the Board of Directors. The stated value of such shares shall be established by the resolution of the Board describing the plan or plans under which such shares are issued. The number of such shares outstanding shall be the sum total of all retirement share accounts of the Credit Union; and
- (E) three million shares shall be designated as "investment share" with a par value of the purchase price. Investment shares shall be issued or investment share accounts may be established in varying denominations or amounts as may be authorized from time to time by the Board of Directors. Investment shares shall be sold at par for cash and must be paid in full before any rights to dividends accrue. The Board of Directors may provide that any or all issues of investment shares shall have dividends guaranteed in advance or some specified differential of the dividends declared on membership shares may be guaranteed. Dividends may vary among investment shares of different par values and terms in accordance with rules established by the Board of Directors, provided that no change in such rules shall be effective to change the terms or conditions of any then issued and outstanding investment shares. The number of such shares outstanding shall be the sum total of all investment shares issued by, and investment share accounts of, this Credit Union.

Except as otherwise provided by by-laws or resolutions of the Board of Directors, no share certificates need be issued for any shares of the Credit Union, but a registry of shares shall be kept, including all of the transactions pertaining to such shares. Dividends accruing on all classes of shares of this Credit Union shall be paid to the member or credited to one of the member's savings share accounts. The Board of Directors need not authorize the issuance of budget shares, retirement shares, or any one or more classes of investment shares; and having authorized the issuance of any such class of shares, may, at any time, and

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from time to time, withdraw such authorization and redeem any shares outstanding of any such class as of the next redemption date by paying a redemption price of the then par or stated value of the share, plus accrued and unpaid dividends.

SIXTH.

These Amended Articles of Incorporation supersede the existing Articles of Incorporation as heretofore amended.

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NATIONWIDE CREDIT UNION

Resolution expanding field of membership to certain persons leaving the companies and relatives of members.

RESOLVED, that pursuant to the provisions of paragraph (B) of Article FOURTH of the Amended Articles of Incorporation of this Credit Union, the following described persons are deemed to have a common bond of association with the members of this Credit Union and are hereby included in the field of membership, subject, however, to Amendment or repeal of this resolution, and to such conditions and restrictions as are, or may be imposed by the Articles, Code of Regulations and Rules and Regulations governing all other applicants for membership in the field of membership of this Credit Union:

- (1) Any person having served as an agent or employee of one or more of the companies named or otherwise designated in paragraph (A) in Article FOURTH of the Articles of Incorporation for a minimum period of five (5) years, who was a voting member of the Credit Union at the time of his leaving the companies, and who obtains from his company division level manager or department manager a recommendation in writing that he be continued in the field of membership of this Credit Union.
- (2) Parents and children of persons designated in (A) of Article FOURTH of the Articles of Incorporation.