

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

RECEIPT NO. 74587

DATE 4/03/78

245287
NUMBER

E0400-0317

060

RECEIVED OF
OR FILED BY UPS CREDIT UNION, INC.

THE SUM OF \$ 5.00 FOR FILING AMA UNL OF
UPS CREDIT UNION, INC.

RETURNED TO:
UPS CREDIT UNION, INC.
ATT: W. BRYANT, PRES.
801B W. EIGHTH ST., #120
CINCINNATI, OH 45203

74587

AMA \$ 5.00

TOTAL FEE \$ 5.00

NAME:
UPS CREDIT UNION, INC.



E400-0318



TED W. BROWN
Secretary of State

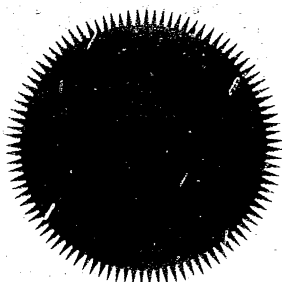
Certificate

245287

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: AMA UNL OF
UPS CREDIT UNION, INC.

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll E400 at Frame 0319 of the
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 31ST day of MARCH, A. D. 1978

Ted W. Brown

TED W. BROWN
Secretary of State

TO _____
ARTICLES OF INCORPORATION
By PD 44
Date 3-31-78
Amount 5.00 1978

UPS Credit Union, Inc.,

located at 801-B W.Eighth St. Cincinnati, Ohio 45203

William Bryant, President and

Robert Sharp, Secretary, of

UPS Credit Union, Inc., 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 25th day of February, 19 78, at which meeting 56 shareholders were present in person, or by proxy, these being a quorum of such shareholders, and that by the affirmative votes of at least two-thirds of those shareholders present, in person or by proxy, the following resolution(s) of amendment was (were) adopted:

"RESOLVED,

"SEE ATTACHED"

IN WITNESS WHEREOF, said William Bryant, President, and Robert J. Sharp, Secretary, of UPS Credit Union Credit Union, Inc., acting for and on behalf of said corporation have hereunto subscribed their names this 23rd day of March, 19 78.

By William Bryant President
By Robert J. Sharp Secretary

Approved: **APPROVED**
DIVISION OF SECURITIES
MAR 29 1978
Robert Cassady
SUPERVISOR, CREDIT UNION SECTION

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

E0400-0570

AMENDED ARTICLES OF INCORPORATION

MAR 27 1978

ARTICLE I

The name of this credit union shall be UPS Credit Union, Inc.

ARTICLE II

The place in this state where the principal office of the corporation is to be located is W. 8th Street, city of Cincinnati, county of Hamilton.

ARTICLE III

The purpose of this credit union shall be to conduct the business of a credit union; to promote thrift among its members; to establish on a cooperative basis, facilities for saving; to provide credit for provident and productive purposes; to provide assistance to its members in budgeting and money management and the effective use of their assets and resources; and all activities necessary or incidental thereto; and to exercise the powers granted by Section 1701.13 and by Chapter 1733, Ohio Revised Code, and any amendments or supplements thereto hereinafter enacted.

ARTICLE IV

The Board of Directors of this credit union may establish different classes of shares in accordance with Section 1733.24, Ohio Revised Code, and any amendments or supplements thereto hereinafter enacted. The maximum number of membership shares which this credit union is authorized to have outstanding shall be unlimited. The par value of membership shares, as defined in Section 1733.24 (B), Ohio Revised Code, and any amendments or supplements thereto hereinafter enacted, shall be five dollars (\$5.00) per share, payable in cash or in regular installments of at least one dollar (\$1.00) per share.

ARTICLE V

Section 1

Membership in this credit union shall be open to:

- (A) Employees of the Central and South Districts of the United Parcel Service.
- (B) Employees of United Parcel Service on leave to the services of the United States of America;

E0400-0221

ARTICLE V CONTINUED

- (C) Employees of this credit union, and employees of organizations composed of the above described employees;
- (D) Members of the families, including surviving spouses, of any of the above described employees, whether or not such employee is or was a member.
- (E) Societies, associations, and labor organizations comprised or persons who are otherwise eligible for membership may also be admitted to membership as association members and participate in the services of the credit union.

Section 2

The term employee includes those persons who have completed active employment but receive compensation or benefits from funds set aside or otherwise provided for pension or other benefits.

Section 3

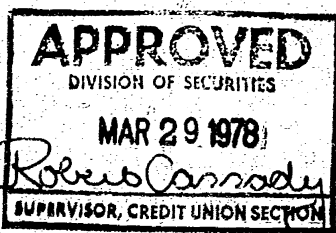
Persons who become members of this credit union shall be deemed to retain a common bond of association and thereby eligible to retain their membership even after the original basis for membership has terminated, so long as such person remains a member of this credit union.

Section 4

Pursuant to Section 1733.05 Ohio Revised Code, membership shall also be open to any group of persons who, themselves, by employment, geographic location of their residence or property, geographic location of their employment, or other organization affiliation, have a common bond of association.

ARTICLE VI

The amendments and additions in these Articles of Incorporation supersede all previous Articles of Incorporation.





E400-0310

JAMES A. RHODES
Governor

STATE OF OHIO
Department of Commerce
Division of Securities

JAMES F. HURD
Commissioner of Securities

J. GORDON PELTIER
Director of Commerce
Sections Phone
Attorney Inspector 466-6140
Broker-Dealer 466-3466
Consumer Finance 466-2221

180 East Broad Street Columbus, Ohio 43215

Telephone:
Area Code 614-466-7602
Sections Phone
Credit Union 466-2384
Examination 466-6372
Registration 466-3440

March 30, 1978

The Honorable Ted W. Brown
Secretary of State
State Office Tower
30 East Broad Street
Columbus, Ohio 43215

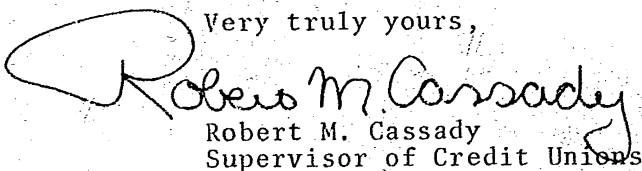
CORRESPONDENCE

Dear Sir:

We enclose herewith the Certificate of Amendment to Articles of Incorporation of the UPS Credit Union, Inc., and the credit union's check in the amount of \$5.00 for the filing fee of same.

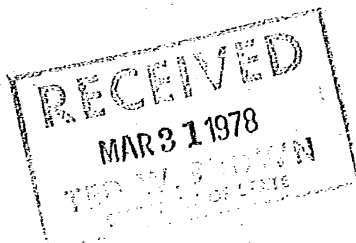
Please forward this document, after processing, to:
William Bryant, President, 8018 West Eighth Street, Room 120,
Cincinnati, Ohio 45203.

Very truly yours,


Robert M. Cassady
Supervisor of Credit Unions

RMC:ilh

enclosures





UPS Credit Union, Inc.

801-B WEST EIGHTH STREET
ROOM 120
CINCINNATI, OHIO 45203
Phone: 513/421-4911

March 23, 1978

RECEIVED
CREDIT UNION UNION
DIV. OF SECURITIES

MAR 27 1978

Mr. Robert Cassady
Supervisor of Credit Unions
State of Ohio
Division of Securities
180 East Broad Street
Columbus, Ohio 43215

Dear Mr. Cassady:

Please find enclosed amendments to our Articles of
Incorporation and amendment to our Code of Regulations
along with a check for \$5.00.

Your attention to these amendments would be greatly
appreciated.

Very truly yours,

Terry Tracy
Terry Tracy
Manager

CORRESPONDENCE