

STATE OF OHIO
DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.
SECRETARY OF STATE

RECEIPT NO. 24946

DATE 11/26/79

225096
NUMBER

E678-0378 105

RECEIVED OF
OR FILED BY NATIONWIDE CREDIT UNION

E0678-0378

THE SUM OF \$ 25.00 FOR FILING AMA UNL OF

NATIONWIDE CREDIT UNION

RECEIPT

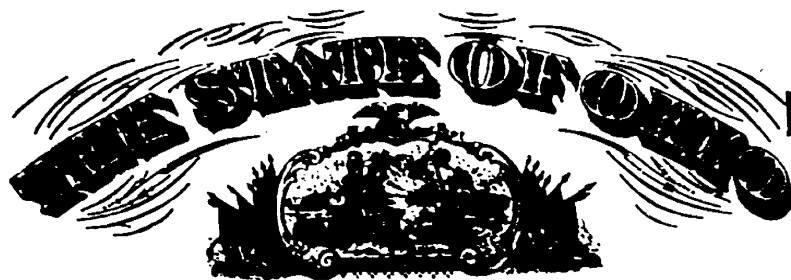
AMA \$ 25.00

24946

RETURNED TO:
NATIONWIDE CREDIT UNION
ATT:W.I. JOHNSTON
ONE NATIONWIDE PLAZA
COLUMBUS, OH 43216

TOTAL FEE \$ 25.00

NAME:
NATIONWIDE CREDIT UNION



E678-0379

DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.

Secretary of State

Certificate

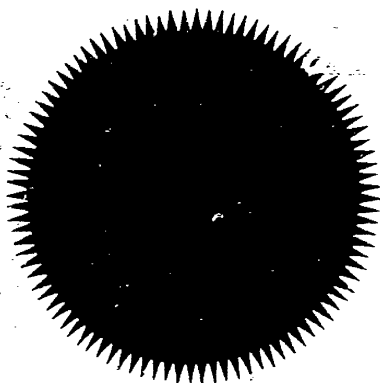
225096

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 NATIONWIDE CREDIT UNION

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

Recorded on Roll E678 at Frame 0380 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 21ST day of NOVEMBER, A. D. 19 79



A handwritten signature in cursive script, reading "Anthony J. Celebrezze Jr.", is written over a horizontal line.

ANTHONY J. CELEBREZZE, JR.
Secretary of State

E678-0380

ACTION TO ADOPT AMENDED ARTICLES OF INCORPORATION
OF NATIONWIDE CREDIT UNION.

I, the undersigned, Kay E. Schultz, being the duly elected and acting Secretary of Nationwide Credit Union do hereby certify that the following amended Articles of Incorporation was adopted by a majority of the voting membership of the Nationwide Credit Union in writings pursuant to the provisions of Article XV of the Code of Regulations. I further certify that out of a total voting membership of 12,611, said Amended Articles of Incorporation was approved on November 14, 1979 by 7,220 voting members.

25096

APPROVED

AMENDED ARTICLES OF INCORPORATION
OF
NATIONWIDE CREDIT UNION

By... [Signature]Date 11-21-79

FIRST. The name of the corporation is Nationwide Credit Union. Amended 2500

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.

(B) persons having a joint account and some direct financial relationship with a voting member which involves the use of credit union services; provided that such voting member completes an application for the approval of such relative

EC678-0381

or other person for membership in such form as shall be prescribed by the Board of Directors, and provided further that the application for membership of such relative or other person is approved as required in the Code of Regulations for approval of any other applicant for membership.

- (C) any person having served as an agent or employee of one or more of the companies named or otherwise designated in paragraph (A) of Article Fourth of the Articles of Incorporation for a minimum period of five (5) years, who was a voting member of this 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.
- (D) parents and children of persons designated in paragraph (A) of Article Fourth of the Articles of Incorporation.
- (E) 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 authorized number of shares of this corporation shall be unlimited and shall be classified as follows:

- (A) a class of shares shall be designated as "membership share" which 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, be purchased by payroll deduction or deduction from commissions or other moneys due the member from any employer or any other person consenting to making such deduction. Dividends may 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.

E678-0382

- (B) a class of 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. The Board of Directors may adopt rules limiting the number of share accounts which members may own. 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.
- (C) a class of shares shall be designated as "service share." Service shares may be divided into subclasses providing different benefits and services for shareholders of each subclass. No dividend need be declared or paid on such share accounts, 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, drawing or withdrawal, trust or custodial, and such other services to which the holders of any subclass of service shares are entitled, but in no event shall the dividend rate on budget share accounts exceed the rate currently being paid on membership shares. Service 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.
- (D) a class of shares shall be designated "retirement share." Retirement shares may be with or without par value as authorized by the Board of Directors and shall be for the purpose of providing retirement or deferred income plans for members. Such shares may be divided into subclasses with differing dividend priorities, amounts, penalties for early withdrawal, and such other provisions as may be authorized by the Board of Directors.
- (E) a class of shares shall be designated as "investment share." Investment shares may be with or without par value, and with differing dividend priorities, amounts, penalties for early withdrawal, and such other provisions as may be authorized by the Board of Directors.

Except as otherwise provided in bylaws or resolutions of the Board of Directors, no share certificates need be issued for any shares of the Credit

E678-0383

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 share accounts. The value of any share account for redemption purposes shall be the total deposits and accrued dividends credited to such accounts. The Board of Directors need not authorize the issuance of service shares, retirement shares, or investment shares; but having authorized the issuance of any such class or subclass of shares, may, at any time, and from time to time, withdraw such authorization and redeem any shares outstanding of any such class or subclass 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.

APPROVED
Division of Credit Unions
Superintendent

Eugene F. Cable
NOV 21 1979

Discontinuance of any class or subclass of shares may become effective upon a determination that the utilization of such class or subclass of shares is illegal or violates any regulation of the superintendent of credit unions in this or any other state where such shares are issued.

Upon thirty (30) days advance notice to shareholders of any class or subclass of shares not having a fixed term or expiration date, such shares may be discontinued and redeemed for the principal plus accrued dividends to the date of redemption.

SIXTH.

These Articles of Incorporation may be amended or Amended Articles may be adopted at any meeting of members called for that expressly stated purpose by a majority vote of the voting members present in person or by proxy at such meeting or in a writing or writings signed by a majority of the voting members as provided in Section 1733.11 of the Revised Code.

SEVENTH.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of November, 1979.

Kay E. Schultz
Kay E. Schultz, Secretary



WILLIAM I. JOHNSTON
PRESIDENT & GENERAL MANAGER

NATIONWIDE CREDIT UNION
ONE NATIONWIDE PLAZA
COLUMBUS, OHIO 43216

OFFICE (614) 227-6214
HOME (614) 459-0753

E678-0384

SPONDENCE