

**ARTICLES OF INCORPORATION
OF
OHIO NATIONAL INSURANCE AGENCY OF ALABAMA, INC.**


The undersigned, desiring to form a corporation for profit under the Alabama Business Corporation Act law, does hereby state as follows:

- FIRST.** The name of the corporation is Ohio National Insurance Agency of Alabama, Inc.
- SECOND.** The authorized number of shares of the corporation is 1,000, all of which shall be common shares without par value.
- THIRD.** The name and address of the corporation's registered agent for service of process is Charles Anderson, 104 Inverness Center Place, Suite 215, Birmingham, Alabama 35242.
- FOURTH.** The place in where the principal office of the corporation is to be located is 104 Inverness Center Place, Suite 215, Birmingham, Alabama 35242.
- FIFTH.** The purpose for which the corporation is formed is to engage in any lawful business, including, but not limited to, the sale of life insurance, variable annuities and related products. The initial Board of Directors shall consist of: D. Gates Smith, Michael F. Haverkamp and John J. Palmer, all of whom are located at One Financial Way, Cincinnati, Ohio 45242.
- SIXTH.** The corporation by action of its Board of Directors may at any time, and from time to time, purchase shares of any class issued by it to the extent to prohibited by law.
- SEVENTH.** Notwithstanding any provisions of Alabama law now or hereafter in effect requiring for any purpose or in any circumstances the taking or approving of action by the vote, consent, waiver or release of the holders of shares, entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or any class or classes of its shares, such action, unless expressly required otherwise by statute, may be approved or taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes of shares.

IN WITNESS WHEREOF, I have hereunto subscribed by name this 20th day of May, 1998.

Inst # 1998-19016

05/26/1998-19016
08:53 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 90.00


Theresa M. Brunsman, Incorporator
One Financial Way
Cincinnati, Ohio 45242

Inst # 1998-19016

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Ohio National Insurance Agency of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Teri Brunsman, 1 Financial Way, Cincinnati, OH 45242 for a period of one hundred twenty days beginning May 6, 1998 and expiring September 4, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



May 6, 1998
Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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