

800790

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

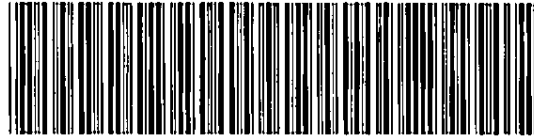
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 10/02/2023

Acc#I20160000072

eric DW

Name:	Ohio National Life Insurance Company
Document #:	
Order #:	15149435

Certified Copy of Arts & Amend:	<input type="checkbox"/>	
Plain Copy:	<input type="checkbox"/>	
Certificate of Good Standing:	<input type="checkbox"/>	
Certified Copy of	<input type="checkbox"/>	
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:
		Number of Certs:

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: The Ohio National Life Insurance Company

Name of Corporation

DOCUMENT NUMBER: 800790

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Molly Akin

Name of Contact Person

Constellation Insurance

Firm/Company

One Financial Way

Address

Cincinnati, OH 45242

City/State and Zip Code

Molly_Akin@constellationinsurance.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christian Brito

at (

954

) 7688279

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy

\$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

800790

(Document number of corporation (if known))

1. The Ohio National Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Ohio

(Incorporated under laws of)

3. October 1, 1915

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 2, 2023

5. AuguStar Life Insurance Company

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____ Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
N/A	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Therese Susan McDonough

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Therese Susan McDonough

(Typed or printed name of person signing)

SVP + Corp Secretary

(Title of person signing)

FILING FEE \$35.00

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
10/02/2023	202327001908	AMENDED/RESTATED ARTICLES (AMA)	50.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

EMILY REED
1 FINANCIAL WAY
CINCINNATI, OH 45242

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
25737

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
AUGUSTAR LIFE INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 10/02/2023

Document No(s):

202327001908



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

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
2nd day of October, A.D. 2023.

Ohio Secretary of State

Form 540 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

Check appropriate box:

- Amendment to existing Articles of Incorporation (125-AMDS)
- Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

Check one box below and provide information as required:

The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Therese S. McDonough

Signature

By (if applicable)

Therese S. McDonough, Corporate Secretary

Print Name

Signature

By (if applicable)

Print Name



DAVE YOST
OHIO ATTORNEY GENERAL

Health and Human Services
Office 614-728-8044
Fax 866-413-6955

May 8, 2023

Via Electronic Mail Only

Maxfield Fey
Willkie Farr & Gallagher
mfey@willkie.com

RE: Ohio National Life Insurance Company
Proposed Amended and Restated Articles of Incorporation

Dear Maxfield Fey:

I have reviewed the proposed Amended and Restated Articles of Incorporation for Ohio National Life Insurance Company received by the Ohio Department of Insurance (the Department) on April 27, 2023 and received by our office on May 4, 2023. A copy of these records is enclosed.

I have consulted with the Department, which expressed its approval of the proposed Amended and Restated Articles of Incorporation. Based upon our review of the above-referenced documents and our review of the relevant statutes, the proposed Amended and Restated Articles of Incorporation appear to be in accordance with the Constitution and laws of the state of Ohio and the United States and are therefore approved by the Ohio Attorney General.

Sincerely,

DAVE YOST
Ohio Attorney General

/s/ Christie Limbert

Christie Limbert
Senior Assistant Attorney General

CC: Sean P. Sheridan, Esq., Ohio Dept. of Insurance (sean.sheridan@insurance.ohio.gov)
Allison DeSantis, Ohio Secretary of State (adesantis@ohiosos.gov)

Enc: Proposed Amended and Restated Articles of Incorporation for Ohio National Life Insurance Company, as received



**Department
of Insurance**

Miko DeWine, Governor | Judith L. Franch, Director
Jon Husted, Lt. Governor

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

May 4, 2023

(VIA EMAIL ONLY: christie.limbert@ohio.AGIO.gov)

Christie Limbert, Esq.
Senior Assistant Attorney General
Office of Ohio Attorney General Dave Yost
30 East Broad Street, 26th Floor
Columbus, Ohio 43215

**Re: The Ohio National Life Insurance Company
Proposed Amended and Restated Articles of Incorporation**

Dear Christie:

The Ohio Department of Insurance (“Department”) received proposed Amended and Restated Articles of Incorporation of The Ohio National Life Insurance Company (“Company”). The purpose of the filing is to change the name of the Company to “Augustar Life Insurance Company.”

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Amended and Restated Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance in this matter.

Sincerely,

Sean P. Sheridan
Assistant General Counsel
Ohio Department of Insurance

cc: Maxfield Fey, Esq. (via email only)

Enclosure

**Amended and
Restated Articles of
Incorporation**

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUGUSTAR LIFE INSURANCE COMPANY

FIRST. The name of the Corporation shall be AUGUSTAR LIFE INSURANCE COMPANY.

SECOND. These Amended and Restated Articles of Incorporation amend the existing Amended Articles of Incorporation and restate them in their entirety, whereby the Corporation, a stock life insurance corporation, will change the name of the Corporation, pursuant to Ohio Revised Code Section 1701.69, from THE OHIO NATIONAL LIFE INSURANCE COMPANY to AUGUSTAR LIFE INSURANCE COMPANY.

THIRD. The principal office and place of business of this Corporation shall be located in the City of Montgomery, State of Ohio, at One Financial Way, Cincinnati, Ohio 45242.

FOURTH. The Corporation is formed for the purpose of making insurance on the lives of persons in and out of the State of Ohio; making insurance against accident to, sickness, temporary or permanent physical disability of, hospital expense and medical care for persons, and taking any and all risks appertaining thereto and connected therewith; granting, purchasing and disposing of annuities providing either fixed or variable benefits or both; establishing and operating separate accounts; and doing any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a stock life insurance corporation.

FIFTH. The number of shares which the Corporation is authorized to have outstanding is Ten million shares and all of which shares shall be common shares with a par value of One Dollar (\$1.00) each. At all times, a majority of the voting stock of the Corporation shall be owned by a mutual insurance holding company or all of the voting stock of the Corporation shall be owned by an intermediate holding company in compliance with the laws of the State of Ohio relating to mutual insurance holding companies. If majority of the Corporation's voting stock is owned directly by a mutual insurance holding company, the Corporation shall not issue shares of stock, in addition to the shares issued pursuant to the reorganization plan under which the Corporation was reorganized, without the prior approval of the mutual insurance holding company as its majority shareholder. The prior approval of the mutual insurance holding company must be evidenced by a resolution of its Board of Directors delivered to the Board of Directors of the Corporation prior to the issuance of the additional shares.

SIXTH. The Corporation, pursuant to authorization of the Board of Directors and without action by shareholders, may acquire, hold, sell and dispose of shares of any class of stock, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of the Corporation (or any other corporation) in such a manner, upon such terms, and in such amounts as the Board of Directors may determine. In addition to the foregoing powers, the Directors shall have the authority to adopt amendments to the articles in respect of any unissued or treasury shares of any class and thereby to fix or change: the division of such shares into series and the designation and authorized number of shares of each series; the dividend or distribution

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rate; the dates of payment of dividends or distributions and the dates from which they are cumulative; liquidation price; redemption rights and price; sinking fund requirements; conversion rights; and restrictions on the issuance of shares of any class or series. The holders of shares of the corporation shall have no preemptive rights and specifically shall not have the right to purchase shares which are offered or sold for cash of the same class to purchase such shares in proportion to the respective shares of such class.

SEVENTH. The corporate powers of the Corporation shall be exercised by, and the business and affairs of the Corporation shall be under the control of, a Board of Directors composed of fourteen natural persons unless the number is changed by the Shareholders from time to time to not more than twenty one nor less than five by the affirmative vote of the majority of such Shareholders. The age, residence, membership and other qualifications of the Directors shall be as prescribed by the laws of the State of Ohio. The directors shall be elected by a ballot of the Shareholders entitled to vote either in person or by proxy, at an annual meeting to be held at the principal office of the corporation on the first Friday in May at 2:00 p.m. prevailing local time or at such other time and place within or without the State of Ohio as may be set forth in an advance written notice to shareholders conforming with the requirements of Ohio law. All special meetings of shareholders shall be held at such time and place within or without the State of Ohio as may be set forth in an advance written notice to Shareholders conforming with the requirements of Ohio law. Directors shall be elected for terms expiring at the annual meeting of Shareholders one year from the meeting at which they are elected. In all events, except for a vacancy or removal, Directors will remain in office until their successors are duly elected and qualified. No reduction in the number of Directors shall, of itself, have the effect of shortening the term of any incumbent Director. Directors who are then in office, by majority vote, shall have the authority to fill any vacancy in the board for an unexpired term and to fill any Director's office created by an increase in the number of Directors. Officers of the Corporation shall be elected by the Board of Directors and shall hold office for such period of time as the Board of Directors may designate. Officers need not be reelected annually but shall serve at the pleasure of the board and vacancies shall be filled by the Board of Directors.

EIGHTH. (A) The Corporation shall indemnify, subject to exclusions in the Ohio Revised Code, any person who was or is a party, or is threatened to be made a party, to any suit or proceeding, whether civil or criminal, by reason of the fact that the person is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another entity against all loss, liability, expenses (specifically including attorneys' fees), judgments, fines (specifically including any excise taxes assessed on a person with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by the person in connection with such, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, the person had no reasonable cause to believe that the persons conduct was unlawful. The adverse termination of any suit or proceeding shall not create any presumption of bad faith, unreasonable belief or unreasonable cause to believe.

(B) Except as otherwise provided by law the Corporation, in addition to indemnity payments provided in (A), shall advance to each Officer or Director all expenses as they are incurred by said Officer or Director in the defense of suits and proceedings described in (A)

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above; said Officer or Director shall not be required to repay any such amount to the Corporation unless otherwise required by law.

(C) In addition to the foregoing, the Corporation may indemnify other persons to the extent permitted by Ohio Law.

NINTH. The Articles of Incorporation may be amended from time to time by the shareholders at a meeting held for that purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or by the written consent of the holders of shares entitling them to exercise a majority of the voting power. In addition, in all other cases in which Ohio law authorizes the Articles of Incorporation to provide for approval, adoption or affirmative vote by a majority of the voting power of the corporation and/or by a majority of shares of a class and including without limitation approval of amendments to the articles by a class, disposition of all or substantially all assets of the Corporation, merger or consolidation, combination and majority share acquisition, and dissolution, such approval, adoption or affirmative vote shall be by vote of a majority of the voting power of the corporation and/or by vote of a majority of shares of a class.

Pursuant to the resolution of the Board of Directors of The Ohio National Life Insurance Company authorizing the change in the name and the filing of these proposed Amended and Restated Articles of Incorporation, and pursuant to section 1701.69 of the Ohio Revised Code, the undersigned President and Secretary of the Corporation have signed their names to these proposed Amended and Restated Articles of Incorporation this 14th day of April, 2023.

DocuSigned by:
Clifford Jack
Clifford Jack, President

DocuSigned by:
Therese McDonough
Therese S. McDonough, Secretary

Shareholder

Resolutions

EXECUTION VERSION

Written Consent of Constellation Insurance, Inc.
as the Sole Shareholder of The Ohio National Life Insurance Company

4/14/2023

The undersigned, being the sole voting Shareholder of The Ohio National Life Insurance Company, an Ohio corporation (the "Company"), hereby waives notice of the time, place and purpose of a meeting, and in lieu of a Shareholder meeting, hereby authorize, approve and agree to the adoption by unanimous written consent of the Shareholder, as permitted by Section 1701.54 of the Ohio Revised Code, of the resolutions set forth below, and authorizes the taking of all actions specified therein.

Name Change, Amendment and Restatement of Articles of Incorporation and Amendment and Restatement of Code of Regulations

WHEREAS, Constellation Insurance, Inc., an Ohio corporation (the "Shareholder") owns and has the right to vote all of the shares of issued and outstanding capital stock of the Company; and

WHEREAS, the Board of Directors of the Company has recommended to the Shareholder that the Company's name be changed to Augustar Life Insurance Company (the "Name Change"), to become effective on October 2, 2023, or at any other time to be determined at the discretion of management, in accordance with the applicable laws and regulations of the State of Ohio, subject to the receipt of requisite regulatory approvals; and

WHEREAS, the Shareholder of the Company concurs that the Name Change is in the best interest of the Company; and

WHEREAS, in connection with the Name Change and to ensure compliance with the applicable laws and regulations of the State of Ohio, it is in the best interest of the Company to amend and restate its Articles of Incorporation (the "Amended and Restated Articles") and its Code of Regulations (the "Amended and Restated Code of Regulations") to reflect the Name Change;

NOW THEREFORE BE IT RESOLVED, that the Name Change and the transactions contemplated thereby are hereby authorized, approved and adopted in all respects; and

FURTHER RESOLVED, that the Amended and Restated Articles, in the form attached hereto as Exhibit A, is hereby approved, ratified, confirmed and adopted in all respects upon the effectiveness of the Name Change; and

FURTHER RESOLVED, that the Amended and Restated Code of Regulations, in the form attached hereto as Exhibit B, are hereby approved, ratified, confirmed and adopted in all respects upon the effectiveness of the Name Change; and

FURTHER RESOLVED, that all prior actions taken by the Authorized Officers of the Company in furtherance of and/or in connection with the Name Change are hereby in all respects duly authorized, ratified, approved, confirmed and adopted; and

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Appointment of Agent for Service of Process

WHEREAS, the Shareholder concurs that the President and Secretary of the Company be authorized to act by and on its behalf to appoint agents for service of process for the purposes of complying with the laws of the States in which the Company is regulated relating to the holding of a certificate of authority to conduct an insurance business within said States:

NOW, THEREFORE, BE IT RESOLVED, that the President and Secretary of the Company be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, acting, singly, to execute, acknowledge, verify, deliver, file or cause to be filed, and/or cause to be published any consents to service of process, appointments of attorneys or officers of the States to receive service of process, and other papers and instruments which may be required under such laws:

RESOLVED, FURTHER, that any lawful process against the Company which is served under such appointment shall be of the same legal force and validity as if served directly upon the Company.

General Resolutions

RESOLVED, that all actions heretofore taken by the officers of the Company in connection with the subject matter of the foregoing resolutions be, and they hereby are, confirmed, ratified, authorized and approved in all respects:

FURTHER RESOLVED, that the officers and Directors of the Company be, and hereby are, authorized to entered into, execute deliver and perform any and all such agreements, certificates, instruments or other documents and to give such notices or instructions and to take such other actions and to do such other acts and things as authorized by the foregoing resolutions;

FURTHER RESOLVED, that the omissions from these resolutions of any agreement, transaction or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the officers of the Company to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions authorized by the foregoing resolutions; and

FURTHER RESOLVED, that this consent may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same consent, and any facsimile or electronic transmission of a signed counterpart shall be deemed to be an original counterpart and any signature appearing thereon shall be deemed to be an original signature.

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IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

Constellation Insurance, Inc.

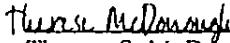
DocuSigned by:

Theresa McDonough
Senior Vice President & Corporate Secretary

EXHIBIT A

Amended and Restated Articles of Incorporation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUGUSTAR LIFE INSURANCE COMPANY

FIRST. The name of the Corporation shall be AUGUSTAR LIFE INSURANCE COMPANY.

SECOND. These Amended and Restated Articles of Incorporation amend the existing Amended Articles of Incorporation and restate them in their entirety, whereby the Corporation, a stock life insurance corporation, will change the name of the Corporation, pursuant to Ohio Revised Code Section 1701.69, from THE OHIO NATIONAL LIFE INSURANCE COMPANY to AUGUSTAR LIFE INSURANCE COMPANY.

THIRD. The principal office and place of business of this Corporation shall be located in the City of Montgomery, State of Ohio, at One Financial Way, Cincinnati, Ohio 45242.

FOURTH. The Corporation is formed for the purpose of making insurance on the lives of persons in and out of the State of Ohio; making insurance against accident to, sickness, temporary or permanent physical disability of, hospital expense and medical care for persons, and taking any and all risks appertaining thereto and connected therewith; granting, purchasing and disposing of annuities providing either fixed or variable benefits or both; establishing and operating separate accounts; and doing any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a stock life insurance corporation.

FIFTH. The number of shares which the Corporation is authorized to have outstanding is Ten million shares and all of which shares shall be common shares with a par value of One Dollar (\$1.00) each. At all times, a majority of the voting stock of the Corporation shall be owned by a mutual insurance holding company or all of the voting stock of the Corporation shall be owned by an intermediate holding company in compliance with the laws of the State of Ohio relating to mutual insurance holding companies. If majority of the Corporation's voting stock is owned directly by a mutual insurance holding company, the Corporation shall not issue shares of stock, in addition to the shares issued pursuant to the reorganization plan under which the Corporation was reorganized, without the prior approval of the mutual insurance holding company as its majority shareholder. The prior approval of the mutual insurance holding company must be evidenced by a resolution of its Board of Directors delivered to the Board of Directors of the Corporation prior to the issuance of the additional shares.

SIXTH. The Corporation, pursuant to authorization of the Board of Directors and without action by shareholders, may acquire, hold, sell and dispose of shares of any class of stock, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of

the Corporation (or any other corporation) in such a manner, upon such terms, and in such amounts as the Board of Directors may determine. In addition to the foregoing powers, the Directors shall have the authority to adopt amendments to the articles in respect of any unissued or treasury shares of any class and thereby to fix or change: the division of such shares into series and the designation and authorized number of shares of each series; the dividend or distribution rate; the dates of payment of dividends or distributions and the dates from which they are cumulative; liquidation price; redemption rights and price; sinking fund requirements; conversion rights; and restrictions on the issuance of shares of any class or series. The holders of shares of the corporation shall have no preemptive rights and specifically shall not have the right to purchase shares which are offered or sold for cash of the same class to purchase such shares in proportion to the respective shares of such class.

SEVENTH. The corporate powers of the Corporation shall be exercised by, and the business and affairs of the Corporation shall be under the control of, a Board of Directors composed of fourteen natural persons unless the number is changed by the Shareholders from time to time to not more than twenty one nor less than five by the affirmative vote of the majority of such Shareholders. The age, residence, membership and other qualifications of the Directors shall be as prescribed by the laws of the State of Ohio. The directors shall be elected by a ballot of the Shareholders entitled to vote either in person or by proxy, at an annual meeting to be held at the principal office of the corporation on the first Friday in May at 2:00 p.m. prevailing local time or at such other time and place within or without the State of Ohio as may be set forth in an advance written notice to shareholders conforming with the requirements of Ohio law. All special meetings of shareholders shall be held at such time and place within or without the State of Ohio as may be set forth in an advance written notice to Shareholders conforming with the requirements of Ohio law. Directors shall be elected for terms expiring at the annual meeting of Shareholders one year from the meeting at which they are elected. In all events, except for a vacancy or removal, Directors will remain in office until their successors are duly elected and qualified. No reduction in the number of Directors shall, of itself, have the effect of shortening the term of any incumbent Director. Directors who are then in office, by majority vote, shall have the authority to fill any vacancy in the board for an unexpired term and to fill any Director's office created by an increase in the number of Directors. Officers of the Corporation shall be elected by the Board of Directors and shall hold office for such period of time as the Board of Directors may designate. Officers need not be reelected annually but shall serve at the pleasure of the board and vacancies shall be filled by the Board of Directors.

EIGHTH. (A) The Corporation shall indemnify, subject to exclusions in the Ohio Revised Code, any person who was or is a party, or is threatened to be made a party, to any suit or proceeding, whether civil or criminal, by reason of the fact that the person is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another entity against all loss, liability, expenses (specifically including attorneys' fees), judgments, fines (specifically including any excise taxes assessed on a person with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by the person in connection with such, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, the person had no reasonable cause to believe that

the persons conduct was unlawful. The adverse termination of any suit or proceeding shall not create any presumption of bad faith, unreasonable belief or unreasonable cause to believe.

(B) Except as otherwise provided by law the Corporation, in addition to indemnity payments provided in (A), shall advance to each Officer or Director all expenses as they are incurred by said Officer or Director in the defense of suits and proceedings described in (A) above; said Officer or Director shall not be required to repay any such amount to the Corporation unless otherwise required by law.

(C) In addition to the foregoing, the Corporation may indemnify other persons to the extent permitted by Ohio Law.

NINTH. The Articles of Incorporation may be amended from time to time by the shareholders at a meeting held for that purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or by the written consent of the holders of shares entitling them to exercise a majority of the voting power. In addition, in all other cases in which Ohio law authorizes the Articles of Incorporation to provide for approval, adoption or affirmative vote by a majority of the voting power of the corporation and/or by a majority of shares of a class and including without limitation approval of amendments to the articles by a class, disposition of all or substantially all assets of the Corporation, merger or consolidation, combination and majority share acquisition, and dissolution, such approval, adoption or affirmative vote shall be by vote of a majority of the voting power of the corporation and/or by vote of a majority of shares of a class.

Pursuant to the resolution of the Board of Directors of The Ohio National Life Insurance Company authorizing the change in the name and the filing of these proposed Amended and Restated Articles of Incorporation, and pursuant to section 1701.69 of the Ohio Revised Code, the undersigned President and Secretary of the Corporation have signed their names to these proposed Amended and Restated Articles of Incorporation this ____ day of _____, 2023.

Clifford Jack, President

Therese S. McDonough, Secretary

EXHIBIT B

Amended and Restated Code of Regulations

CODE OF REGULATIONS
OF
AUGUSTAR LIFE INSURANCE COMPANY
ARTICLE I

Shareholders

Section 1.1 Annual Meetings. The annual meeting of shareholders shall be held on the first Friday of May of each year, or at such other time as maybe designated by the Chairman of the Board, by the President, by a majority of the Directors or by a shareholder owning fifty percent or more of the voting stock of the Corporation.

Section 1.2 Place. All meeting of shareholders may be held within or outside of the State of Ohio.

Section 1.3 Proxies. Shareholders may vote in person or by proxy. All proxies shall be in a form to be prescribed by the Secretary of the Corporation.

Section 1.4 Notice. Notice of annual or special meetings of shareholders shall be given not more than sixty days nor less than thirty days before the day of the meeting by depositing such notice in the mail, addressed to the shareholder, postage prepaid, at the shareholder's last address appearing on the records of the Corporation; provided that such notice maybe waived in writing by any shareholder.

Section 1.5 Quorum. Those shareholders present in person or by proxy at a meeting shall constitute a quorum for the transaction of business, and the vote of a majority of those present in person by proxy shall be sufficient to take any action properly before the meeting.

Section 1.6 Nominations to Board. The Board shall nominate Directors to serve for terms commencing at the following annual shareholders' meeting. Nominations shall be made at least ten days before the date of the annual shareholders' meeting at which the persons nominated are to be voted upon, except that a vacancy in the list of nominees caused by the death, resignation or removal of a nominee may be filled at any time.

ARTICLE II

Directors

Section 2.1 Meetings. The Board shall hold regular meetings not less frequently than quarterly on dates and at times fixed by the Board. The chairman of the Board, the Executive Committee or a majority of the Directors then in office may convene special meetings of the Board at any time. Notice of any meeting of the Board shall be given to each Director not less than four days prior to the date of the meeting by delivery to the Director or by depositing it in the mail addressed to the Director at the Director's address appearing on the books of the Corporation, but such notice may be waived by any Director in writing. Meeting of the Directors or of committees of the Directors may be held through the use of any form of communications equipment if all persons participating can hear each other person participating. Participation in such a meeting shall constitute presence at the meeting.

Section 2.2 Quorum. A majority of the Directors then in office shall constitute a quorum of the Board of Directors for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present is the act of the Board.

ARTICLE III
Executive Committee

Section 3.1 Authority. The Board of Directors may create an Executive Committee which shall, to the extent provided in such resolution or in this Code of Regulations, have an exercise during the interim between meetings of the Board, all of the authority of the Board in the control of the business and affairs of the Corporation except such as the Board only, by law is authorized to perform or exercise.

Section 3.2 Meetings and Quorum. The Executive Committee shall meet at such times as the needs of the business require. A majority of the Executive Committee shall constitute a quorum. The Committee may act by a majority of those members present at a meeting at which a quorum is present or by a writing or writings signed by all of its members. The Committee shall keep records of its proceedings and report them at the regular meetings of the Board.

ARTICLE IV
Other Committees and Committee Rules

Section 4.1 Creation of Committees. The Board of Directors, by a resolution adopted by a majority of the whole Board, may create other committees of the Directors, to consist of not less than three Directors, and define their duties.

Section 4.2 Committee Rules. Unless contrary rules and provisions are specified in this Code of Regulations or in the resolution of the Board of Directors designating or creating a committee as authorized hereby, the rules and provisions set forth in this section shall apply to the formation of, or conduct of business by, any such committee:

- (a) A committee shall meet at the call of its chairman or by written request of a majority of its members.
- (b) A committee may adopt its own rules to provide for reasonable and sufficient advance notice of its meetings, but such notice may be waived in writing by any member.
- (c) A majority of members shall constitute a quorum. A committee may act by a majority of its members present at a meeting at which a quorum is present or by a writing or writings signed by all members.
- (d) A committee shall appoint a chairman and a secretary from among its members and is authorized to designate a presiding chairman to serve in the event of the temporary absence or incapacity of its permanent chairman.
- (e) A committee may adopt such other rules and procedures, or make other administrative appointments from among its members, consistent herewith, as may be necessary or convenient to the conduct of its business.

Section 4.3 Appointment to Committees. In appointing the members of any committee, the Board of Directors may appoint alternates or make other special appointments as deemed appropriate. Vacancies on any committee, except the Executive Committee, may be temporarily filled by action of the Executive Committee until the next meeting of the full Board.

ARTICLE V
Investment Management Committee

Section 5.1 Investment Management Committee. The Board of Directors may designate certain Officers of employees of the corporation to serve as an Investment Management Committee whose members, individually or in groups, shall be authorized by the Board to exercise investment authority in approving the purchase or sale of the Corporation's general account assets in accordance with the investment policies established by the Board. All actions

taken by the Investment Management Committee or by its members individually or in groups shall be reported to the Board at such times and in such manner as the Board shall direct.

ARTICLE VI

Officers

Section 6.1 Designation. The Officers of the Corporation shall consist of a Chairman of the Board, a President, a Secretary, a Treasurer, and such other Officers as the Board of Directors from time to time may determine.

Section 6.2 Term. Officers shall hold office for such period of time as the Board of Directors may designate. Officers need not be re-elected annually but shall serve at the pleasure of the Board.

Section 6.3 Removal and Vacancies. The Board may remove or suspend any Officer without cause and without notice. Vacancies may be filled by the Board at any time, except that the Executive Committee may not permanently fill a vacancy in the position of Chairman, Vice Chairman or President.

Section 6.4 Multiple Offices. Any two offices may be held simultaneously by the same person, except that the Chairman or President may not simultaneously serve as Vice President.

Section 6.5 Appointments. Officers may create and fill by appointment other necessary management positions; provided, however, that the creation of, and appointment to a management position classified as an appointed officer shall be first approved by the Chief Executive Officer.

ARTICLE VII

Amendment

Section 7.1 Amendment. These Regulations may be amended from time to time by the shareholders at a meeting held for such purpose or by written consent without a meeting in either case but the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation.

ARTICLE VIII

Execution of Instruments

Section 8.1 Execution of Instruments. Any one of the following Officers, namely: the Chairman, the Vice Chairman, the President, a Vice President, the Secretary or an Assistant Secretary, the Treasurer or an Assistant Treasurer, shall execute transfers of stocks and bonds, releases or satisfactions of mortgages, conveyances and transfers of real and personal property, and all contracts, deeds, transfers, releases and any other papers necessary to the transaction of the business of the Corporation. The Board or the Executive Committee may authorize other Officers to execute instruments and to attach the corporate seal thereto.

ARTICLE IX

Non-Assessability of Policyholders

Section 9.1 Non-Assessability. The corporation shall issue no policy of life insurance or annuity contract which provides for the payment of any assessment by a policyholder in addition to the premiums required to be paid according to the terms and provisions of such policy of life insurance or annuity contract.

ARTICLE X

Miscellaneous

Section 10.1 Compensation. Directors and members of the Executive Committee and other committees, except paid consultants and full-time salaried officers of the Corporation or of any of its subsidiaries or affiliates, shall be entitled to such compensation and to such reimbursement

or allowance for the expense of attending meetings of the Board or its committees as may be determined by the Board.

Section 10.2 Gender. Any title or name used herein which may be viewed as gender specific (such as "Chairman") shall be deemed to include, and maybe referred to in, its gender neutral or opposite gender form (such as "Chairperson", "Chair" or "Chairwoman") as the Board or officeholder may deem appropriate.

Pursuant to the Resolution of the Board of Directors of Augustar Life Insurance Company authorizing this Code of Regulations, the undersigned President and Secretary of Augustar Life Insurance Company have signed their names to this Code of Regulations this ____ day of _____, 2023.

Clifford Jack, President

Therese S. McDonough, Secretary