

809227

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☐ PICK-UP

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(Business Entity Name)

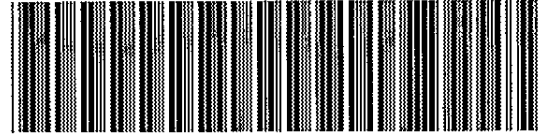
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10/22/02--01075--001 **52.50

10/22/02--01075--002 **8.75

FILED
02 OCT 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN OCT 29 2002

2



Christine Mullen
Assistant General Counsel
Nationwide ProvidentSM

October 21, 2002

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Provident Mutual Life Insurance Company, NAIC #68225
Name Change to
Nationwide Life Insurance Company of America, NAIC #68225

Dear Sir or Madam:

Enclosed are documents that we are submitting as part of the process to amend our Certificate of Authority in Florida. Below is a list of the enclosures:

1. Transmittal Letter
2. Check in the amount of \$52.50 to cover the Filing Fee, Certificate of Status and Certified Copy
3. Check in the amount of \$8.75 for an additional Certificate of Status
4. Copy of Nationwide Life Insurance Company of America's Amended and Restated Articles of Incorporation.

A simultaneous filing is being sent to the Florida Department of Insurance. If you have any questions or require additional information, please contact me.

Sincerely,

A handwritten signature in cursive script, reading 'Christine Mullen', followed by a horizontal line.

Christine Mullen

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nationwide Life Insurance Company of America
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christine Mullen, Assistant Secretary

(Name of person)

Nationwide Life Insurance Company of America

(Name of firm/company)

1000 Chesterbrook Boulevard

(Address)

Berwyn, PA 19312-1181

(City/state and zip code)

For further information concerning this matter, please call:

Christine Mullen at (800) 523-4681 ext. 1320
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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)

(Document number of corporation (if known))

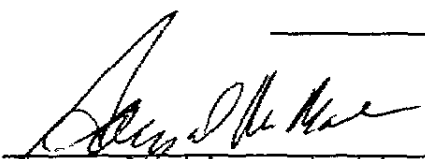
1. Provident Mutual Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Pennsylvania 3. April 20, 1953
(Incorporated under laws of) (Date authorized to do business in Florida)

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 1, 2002
5. Nationwide Life Insurance Company of America
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Gary D. McMahan

(Typed or printed name)

10/21/02
(Date)

President

(Title)

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02 OCT 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the attached is a full, true and correct copy of the Amended and Restated Articles of Incorporation of **NATIONWIDE LIFE INSURANCE COMPANY OF AMERICA (FORMERLY PROVIDENT MUTUAL LIFE INSURANCE COMPANY)**, as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand and caused my official seal to be affixed this 3rd day of October, 2002.

M. Diane Koken

Insurance Commissioner



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONWIDE LIFE INSURANCE COMPANY OF AMERICA

WHEREAS, Nationwide Life Insurance Company of America (the "Corporation") was incorporated as Provident Life and Trust Company of Philadelphia by Letters Patent duly granted pursuant to the act of March 22, 1865 (P.L. 555, No. 539), with power to write life insurance and grant annuities on the combined stock and mutual principle and to receive deposits and act as trustee, with certain other rights, powers, privileges and franchises conferred and imposed by specifically enumerated sections of the act of April 2, 1856 (P.L. 211, No. 236); and

WHEREAS, the laws applicable to the Corporation were amended and supplemented by the acts of March 12, 1866 (P.L. 184, No. 156), February 18, 1869 (P.L. 194, No. 170), February 1, 1871 (P.L. 14, No. 17), and April 1, 1873 (P.L. 466, No. 488); and

WHEREAS, on December 29, 1922 pursuant to a plan for acquisition of shares adopted under the act of April 20, 1921 (P.L. 175, No. 103) the name of the Corporation was changed to Provident Mutual Life Insurance Company of Philadelphia and the Corporation was converted into a mutual insurance company without power to receive deposits subject to the provisions of, and having the rights, privileges and powers of a mutual life insurance company incorporated under, The Insurance Company Law of 1921, act of May 17, 1921 (P.L. 682, No. 284); and

WHEREAS, on June 19, 1991, the Corporation became subject to the Business Corporation Law of 1988 by reason of enactment of the act of December 19, 1990 (P.L. 834, No. 198), known as the GAA Amendments Act of 1990; and

WHEREAS, in November, 1994, the name of the Corporation was changed to Provident Mutual Life Insurance Company; and

WHEREAS, the Corporation is currently incorporated under the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL"); and

WHEREAS, as of the date hereof, pursuant to the Plan of Conversion, dated as of December 14, 2001 and amended and restated on May 21, 2002, under the Insurance Company Mutual-to-Stock Conversion Act, as amended, codified at 40 Pa. Stat. Ann. §§ 911-A -- 929-A (the "Plan of Conversion"), and pursuant to the Agreement and Plan of Merger, dated as of August 7, 2001, by and among the Corporation, Nationwide Financial Services, Inc. ("Nationwide"), and Eagle Acquisition Corporation, a wholly-owned subsidiary of Nationwide (the "Merger Agreement"), the Corporation is being converted from a mutual life insurance company into a stock life insurance company, the name of which is Nationwide Life Insurance Company of America, which will merge with Eagle Acquisition Corporation; and

WHEREAS, the Plan of Conversion, the Merger Agreement and these Amended and Restated Articles of Incorporation have been unanimously approved and adopted by the Board of Directors of the Corporation and have been approved by the affirmative vote of at least two-thirds of the votes cast by eligible members of the Corporation voting on the Plan of Conversion, the Merger Agreement and these Amended and Restated Articles of Incorporation; and

WHEREAS, these Amended and Restated Articles of Incorporation shall become effective on the effective date of the Plan of Conversion;

NOW THEREFORE:

ARTICLE I

These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of the Corporation and supersede the original Articles of Incorporation of the Corporation and all previous amendments thereto and restatements thereof. The name of the Corporation is Nationwide Life Insurance Company of America. The registered office of the Corporation in the Commonwealth of Pennsylvania is 1000 Chesterbrook Boulevard, in the City of Berwyn, County of Chester.

ARTICLE II

The Corporation shall be authorized to engage in any lawful act or activity. The class of insurance for which the Corporation is constituted is Clauses (1) and (2) of Subdivision (a) of Section 202 of the act of May 17, 1921 (P.L. 682, No. 284), known as the Insurance Company Law of 1921, as amended, viz.:

(a) To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as part of a policy of life insurance;

(b) To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto.

The Corporation has a surplus in lieu of guaranty capital exceeding \$250,000 above its reinsurance reserve and all its other liabilities. The term of the Corporation is perpetual.

ARTICLE III

(1) The Corporation is a stock corporation incorporated under the provisions of the PBCL. The aggregate number of shares that the Corporation is authorized to issue is 50,000,000 shares of Common Stock with a par value of one dollar (\$1.00) per share, having an aggregate par value of fifty million dollars (\$50,000,000). Shares of stock of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares, provided that such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation.

(2) No shareholder of the Corporation shall be entitled to exercise any right of cumulative voting.

ARTICLE IV

(1) To the fullest extent permitted by law, the Corporation shall indemnify any present, former or future director, officer, employee or agent of the Corporation or any person who may serve or have served at its request as a director, officer, employee, member, fiduciary, trustee, or agent of another corporation, partnership, joint venture, trust or other enterprise or association, against the reasonable expenses, including attorney's fees, actually incurred in connection with the defense of any threatened, pending or completed action, suit or other proceeding whether civil, criminal, administrative or investigative to which any of them is made a party because of service as a director, officer or employee of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise or association, or in connection with any appeal therein, and against any amounts paid by such director, officer or employee in settlement of, or in satisfaction of a judgment, penalty, damage, settlement amount, excise tax assessed with respect to an employee benefit plan or fine in any such action, suit or other proceeding including one by or in the right of the Corporation, a class of shareholders or otherwise; except expenses incurred in the defense of or amounts paid in connection with any action, suit or other proceeding where the act or failure to act that gives rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness by such director, officer, employee or agent in the performance of his or her duty. The termination of any such action, suit or other proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption of willful misconduct or recklessness.

(2) The Corporation is authorized to provide indemnification of agents for breach of duty to the Corporation and its shareholders through by-law provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 1743 of the PBCL, provided that any such excess indemnification involving a breach of duty to the Corporation and its shareholders shall be subject to the limitations set forth in Section 1746(b) of the PBCL.

(3) Notwithstanding the provisions of this Article IV, the Corporation shall not indemnify a director, officer or employee for any liability incurred in an action, suit or proceeding initiated (which shall not be deemed to include counterclaims or affirmative

defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the action, suit or proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of directors in office.

ARTICLE V

The power to alter, amend or repeal the Corporation's By-Laws shall be vested in the Board of Directors, subject to the power of the shareholders to change such action.

ARTICLE VI

(1) These articles may be amended from time to time in any manner which may now or hereafter be permitted by the PBCL at any annual or special meeting of the shareholders by an affirmative vote of two-thirds of the shareholders present in person or by proxy at any annual meeting of shareholders or at a special meeting of shareholders called for that purpose, provided that such amendment shall be approved by the Pennsylvania Insurance Department if and to the extent such approval is required by applicable law.

(2) The shareholders of the Corporation shall not be entitled to petition or otherwise to propose an amendment to these articles.

OCT-01-2002 TUE 11:17 AM

FAX NO.

P. 07/27

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU		
Articles/Certificate of Merger (15 Pa.C.S.)		
Entity Number 292712	<input checked="" type="checkbox"/> Domestic Business Corporation (§ 1926) <input type="checkbox"/> Domestic Nonprofit Corporation (§ 5926) <input type="checkbox"/> Limited Partnership (§ 8547)	
Name Jonathan P. Nasse		Document will be returned to the name and address you enter to the left.
Address LeBoeuf, Lamb, Greene & MacRae, L.L.P. 200 North Third Street, Suite 300		
City Harrisburg	State PA	

Fee: \$108 plus \$28 additional for
each
Party in additional to two

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation),
the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

Nationwide Life Insurance Company of America

2. Check and complete one of the following:

☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership
and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial
registered office provider and the county of venue is (the Department is hereby authorized to correct the
following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
1000 Chesterbrook Boulevard	Berwyn	PA	19312	Chester

(b) Name of Commercial Registered Office Provider	County
c/o	

☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited
partnership incorporated/formed under the laws of _____ and the (a) address of its current registered
office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is
(the Department is hereby authorized to correct the following information to conform to the records of the
Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider	County

STATE
90:2111
1-1007002

10/30/02 12:37 FAX 8104071379

NATIONWIDE PROV

003

OCT-01-2002 TUE 11:18 AM

FAX NO.

P. 08/27

c/o			
The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:			
Number and Street	City	State	Zip

OCT-01-2002 TUE 11:18 AM

FAX NO.

P. 09/27

DSCB: 15-1926/5926/8547

3 The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:			
Name	Registered Office Address	Commercial Registered Office Provider	County
Eagle Acquisition Corporation	c/o Blank, Rome, Comisky & McCauley LLP One Logan Square Philadelphia, PA 19103		Philadelphia

4 Check, and if appropriate complete, one of the following:	
<input checked="" type="checkbox"/> The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State, and, pursuant to Instruction G, deemed effective at 12:01 a.m. on October 1, 2002 for accounting purposes.	
___ The plan of merger shall be effective on: _____ at _____	
Date	Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:	
Name	Manner of Adoption
Nationwide Life Insurance Company of America	Adopted by the effectors and shareholder pursuant to 15 Pa.C.S. §1924(a)
Eagle Acquisition Corporation	Adopted by the directors and shareholder pursuant to 15 Pa.C.S. §1924(a)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:				
<input checked="" type="checkbox"/> The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.				
___ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:				
Number and street	City	State	Zip	County

OCT-01-2002 TUE 11:18 AM

FAX NO.

P. 10/27

DSCB: 15-1926/5926/8547

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

1st day of October

2002.

Nationwide Life Insurance Company of America

Name of Corporation/Limited Partnership

R. Henry Kloss

Signature

President and Chief Executive Officer

Title

Eagle Acquisition Corporation

Name of Corporation/Limited Partnership

Dana C. Smith

Signature

President

Title