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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR -4 AM 9:29

Name chg
@ 4.9.08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NRP Financial, Inc. formerly Oberlin Financial Corp
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Prentice

(Name of Contact Person)

NRP Financial, Inc

(Firm/Company)

209 N. Main St.

(Address)

Bryan, OH 43506

(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer Prentice

(Name of Contact Person)

at (419) 630-2324

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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. Oberlin Financial Corp
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. ~~1/1~~ 1/12/2001
(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR -4 AM 9:29

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? 4-15-2007

5. NRP Financial, Inc.
(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)

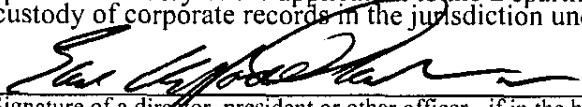
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. 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.


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

Earl C. Oberlin III
(Typed or printed name of person signing)

CEO
(Title of person signing)



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/03/2007	200712202450	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50 00	100 00	00	00	00

Receipt

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

NRP FINANCIAL, INC.
209 NORTH MAIN STREET
PO BOX 998
BRYAN, OH 43506

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1110994

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NRP FINANCIAL, INC.

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

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

200712202450

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 May, A.D.
2007.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

- ☒ Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
- ☐ No PO Box 1028
Columbus, OH 43216

**Certificate of Amendment by
Shareholders or Members
(Domestic)
Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input checked="" type="checkbox"/> Amended (122-AMAP)	PLEASE READ INSTRUCTIONS Amendment (125-AMDS)	(2) Domestic Nonprofit <input type="checkbox"/> Amended (128-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
---	--	---	---

Complete the general information in this section for the box checked above.

Name of Corporation Oberlin Financial Corp.Charter Number 1110994Name of Officer E. Clifford Oberlin, IIITitle CEO☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (nonprofit amended articles only)

☐ members was duly called and held on _____
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative
vote was cast which entitled them to exercise _____ % as the voting power of the corporation

☒ In a writing signed by all of the ☒ shareholders ☐ directors (non-profit amended articles only)
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the
 articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede
and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: NRP Financial, Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Bryan

(city, village or township)

Williams

(county)

THIRD: The purposes of the corporation are as follows:

Please see attached.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: Please see attached
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative

(See Instructions)



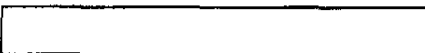
Authorized Representative

E. Clifford Oberlin, III

(Print Name)

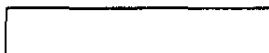
4/25/07

Date



Authorized Representative

(Print Name)



Date

OBERLIN FINANCIAL CORP.

ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER

APRIL __, 2007

Pursuant to Section 1701.54 of the Ohio General Corporation Law, the undersigned, being the sole shareholder (the "Stockholder") of Oberlin Financial Corp., an Ohio corporation (the "Company"), does hereby consent in writing to the adoption of the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the shareholder:

WHEREAS, the Board of Directors of the Company has recommended to the Stockholder that it is advisable and in the best interests of the Company and its business to change the company name from Oberlin Financial Corp. to NRP Financial, Inc. effective April 15, 2007;

WHEREAS, the Board of Directors of the Company has recommended to the Stockholder that it approve and adopt an Amended and Restated Articles of Incorporation and an Amended and Restated Code of Regulations of the Company;

NOW, THEREFORE, BE IT:

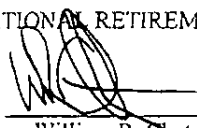
RESOLVED, that the name of the Company shall be changed to NRP Financial, Inc. effective April 15, 2007;

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of the Company, as set forth in the form approved by the Board of Directors of the Company and attached hereto as Exhibit A, be and hereby are approved; and

FURTHER RESOLVED, that the Amended and Restated Code of Regulations of the Company, as set forth in the form approved by the Board of Directors of the Company and attached hereto as Exhibit B, be and hereby is approved.

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of April __, 2007.

NATIONAL RETIREMENT PARTNERS, INC.

By: 
Name: William R. Chatney
Title: Chief Executive Officer

APPROVED BY SIGNATURE

OBERLIN FINANCIAL CORP.**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS****APRIL __, 2007**

Pursuant to Section 1701.54 of the Ohio General Corporation Law, the undersigned, being all of the members of the Board of Directors (the "Board of Directors") of Oberlin Financial Corp., an Ohio corporation (the "Company"), do hereby unanimously consent in writing to the adoption of the following resolution with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors:

WHEREAS, the Board of Directors of the Company has determined that it is advisable and in the best interests of the Company and its sole shareholder, National Retirement Partners, Inc., a Delaware corporation (the "Stockholder"), for the Company to change its name from Oberlin Financial Corp. to NRP Financial, Inc., effective April 15, 2007;

NOW, THEREFORE, BE IT:

***Change of the Company Name from
Oberlin Financial Corp. to NRP Financial, Inc.***

RESOLVED, that the Board of Directors hereby determines that changing the Company name is fair to and in the best interests of the Stockholder, and recommends that the Stockholder approve and change the name of the Company to NRP Financial, Inc. effective April 15, 2007;-----

FURTHER RESOLVED, that the Board of Directors deems it advisable and in the best interests of the Company and the Stockholder that the Amended and Restated Articles of Incorporation of the Company attached hereto as Exhibit A, be amended to reflect the change in name of the Company to NRP Financial, Inc.; and

FURTHER RESOLVED, that the Board of Directors deems it advisable and in the best interests of the Company and Stockholder that the Amended and Restated Code of Regulations of the Company attached hereto as Exhibit B, be amended to reflect the change in name of the Company to NRP Financial, Inc.

APR 15 07 4:10:27 PM

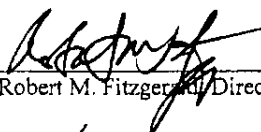
IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent effective as of April ____, 2007 in one or more counterparts, each of which shall constitute an original, and all of which taken together shall constitute one and the same document, and any facsimile signature hereto shall have the same effect as an original ink signature.



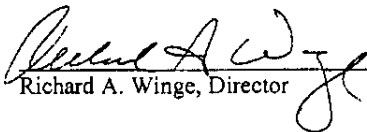
Brian C. Carlson, Director



Earl Clifford Oberlin, III, Director



Robert M. Fitzgerald, Director



Richard A. Winge, Director



Robert L. Francis, Director

APR 05 '07 at 10:07 AM

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NRP FINANCIAL, INC.**

These Amended and Restated Articles of Incorporation of NRP Financial, Inc. supersede the existing Articles of Incorporation of Oberlin Financial Corp., as heretofore amended:

ARTICLE I.

The name of the corporation (hereinafter called the "Company") is NRP Financial, Inc.

ARTICLE II.

The principal office of the Company shall be located in Bryan, Williams County, Ohio.

ARTICLE III.

The purpose or purposes for which, or for any of which, the Company is formed are to enter into, promote or conduct any kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio (the "ORC"), and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

ARTICLE IV.

A. Classes of Stock. The total number of shares of all classes of capital stock that the Company is authorized to issue is 500 shares, of which 400 shares shall be Common Shares, without par value ("Common Stock"), and 100 shares shall be Preferred Shares, without par value ("Preferred Stock"). The Preferred Stock shall consist of 100 shares designated as Series A Preferred Shares (the "Series A Preferred Stock").

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation (the "Restated Articles") may be issued from time to time in one or more classes or series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are set forth below in this Article IV(B). The Board of Directors of the Company (the "Board of Directors") is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed under additional series or classes of Preferred Stock, and the number of shares constituting any such series or class and the designation thereof, or of any of them. Subject to compliance with the protective voting rights which have been granted in this Article IV(B)(4) or may hereafter be granted to the Preferred Stock or series or class thereof in the Restated Articles ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series or class thereof, the rights, privileges, preferences and restrictions of any such additional series or class may be subordinated to, *pari passu* with (including without limitation, with

respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent) or senior to any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series or class, prior or subsequent to the issue of that series or class, but not below the number of shares of such series or class then outstanding. In case the number of shares of any series or class shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series or class.

1. Dividend Provisions. The holders of Series A Preferred Stock shall be entitled to receive, from funds legally available therefor, cash dividends ("Series A Dividends") per share equal to (i) the Company's Undistributed Cumulative Preferred Business Line Net Income (as hereinafter defined), divided by (ii) the aggregate number of shares of Series A Preferred Stock then outstanding, payable (x) upon any Liquidation Event (as hereinafter defined), whether or not declared by the Board of Directors, or (y) otherwise quarterly when and as declared by the Board of Directors on each March 1, June 1, September 1 and December 1 (each such date, a "Dividend Payment Date"), with respect to quarters ending December 31, March 31, June 30 and September 30, respectively (each such date, a "Dividend Determination Date"). Series A Dividends shall accrue on each share of Series A Preferred Stock, whether or not declared, on each Dividend Payment Date commencing on the first Dividend Payment Date following the date on which such share of Series A Preferred Stock was issued. If at any time the Company shall have failed to pay, or declare and set apart for payment any Series A Dividends on the applicable Dividend Payment Date, interest on such Series A Dividends shall accrue from such Dividend Payment Date at a rate of 10% per annum compounded quarterly at the end of each successive three-month period following such Dividend Payment Date; *provided that*, such interest shall not accrue on such accrued and unpaid Series A Dividends if the Board of Directors determines not to pay, or declare and set apart for payment such accrued and unpaid Series A Dividends solely as a result of regulatory sanctions and/or violations pending or threatened by a federal or state regulatory authority arising out of activities attributable to the Company's Preferred Business Line (as hereinafter defined).

"Cumulative Preferred Business Line Net Income" means, with respect to any Dividend Payment Date, without duplication, Preferred Business Line Net Income for the period beginning on the original date of issuance of the Series A Preferred Stock and ending as of the applicable Dividend Determination Date.

"Excess Regulatory Capital Amount" means the greater of: (i) the aggregate cash proceeds received by the Company in respect of any registered representative relationships of the Company ("Asset Sale") (including, without limitation, any cash received upon the sale or other disposition of any non-cash consideration received in any Asset Sale), net of the direct costs relating to such Asset Sale, including, without limitation, legal, accounting and investment banking fees, and sales commissions, and any relocation expenses incurred as a result of the Asset Sale, taxes paid or payable as a result of the Asset Sale, in each case, after taking into account any available tax credits or deductions and any tax sharing arrangements and any reserve for adjustment in respect of the sale price of such asset or assets established in accordance with GAAP, consummated subsequent to December 6, 2006 and prior to the original issuance of the Series A Preferred Stock, and (ii) if the original issuance of the Series A Preferred Stock (a) is

prior to January 1, 2007, \$500,000, (b) is on or after January 1, 2007 but prior to February 1, 2007, \$400,000, (c) is on or after February 1, 2007 but prior to March 1, 2007, \$300,000, and (d) is on or after March 1, 2007, \$200,000.

"Preferred Business Line" means the Company's accounting line of business that is allocated the Retainage from the Company's registered representatives or investment advisors and the normal operating expenses of the Company's broker/dealer activities and operations.

"Preferred Business Line Net Income" means, with respect to any period ending on a Dividend Determination Date, without duplication, the net income attributable to the Company's Preferred Business Line and any of its consolidated subsidiaries considered to be part of the Company's Preferred Business Line, determined in accordance with GAAP, excluding, however, to the extent applicable, (i) any gain, together with any related provision for taxes on such gain, realized in connection with the extinguishment of any indebtedness attributable to the Company's Preferred Business Line and (ii) any extraordinary gain, together with any related provision for taxes on such extraordinary gain, attributable to the Company's Preferred Business Line; *provided that:*

(1) the net income (but not loss) of any entity that is accounted for by the equity method of accounting will be included only to the extent of the amount of dividends or similar distributions paid in cash to the Company in respect of the Preferred Business Line as of the applicable Dividend Determination Date;

(2) the net income of any subsidiary of the Company in respect of the Preferred Business Line will be excluded to the extent that the declaration or payment of dividends or similar distributions by that subsidiary of that subsidiary's Cumulative Preferred Business Line Net Income is not, at the applicable Dividend Determination Date, permitted without any prior governmental approval that has not been obtained or, directly or indirectly, by operation of the terms of such subsidiary's charter or any agreement, instrument, judgment, decree, order, statute, rule or governmental regulation applicable to that subsidiary or its stockholders;

(3) the cumulative effect of a change in accounting principles will be excluded;

(4) the Cumulative Preferred Business Line Net Income shall include only one-half of Retainage (as hereinafter defined) attributable to registered representatives or investment advisors affiliated with or owned by National Retirement Partners, Inc. ("NRP"); *provided further*, that, solely for purposes of this clause (4), with respect to such transitioned representatives, during the first 12 months after such registered representative registers with the Company, Retainage shall be increased by 1.0% of the first \$500,000 of gross dealer concessions related to each such representative;

(5) the Cumulative Preferred Business Line Net Income shall include all Retainage attributable to all of the registered representatives or investment advisors of the Company as of the date of the original issuance of the Series A Preferred Stock other than registered representatives or investment advisors affiliated with or owned by NRP,

and any proceeds from the sale of any contract rights under the Company's agreements in effect as of the date of the original issuance of the Series A Preferred Stock with its registered representatives shall be allocated to the Preferred Business Line;

(6) the tax benefits of any net operating loss carry-forwards attributable to the Company as of the date of the original issuance of the Series A Preferred Stock shall be allocated to the Preferred Business Line;

(7) any fines levied by the National Association of Securities Dealers, regardless of the period such fines relate to, shall be allocated to the Preferred Business Line; and

(8) expenses associated with any new initiatives proposed and implemented by the management of the Company shall be allocated to the Preferred Business Line; *provided, however*, that the Board of Directors may unanimously approve alternate cost sharing arrangements with respect to any new initiatives; and *provided further*, that under no circumstances will expenses associated with any new initiatives proposed by any party other than the management of the Company be allocated to the Preferred Business Line without the unanimous approval of the Board of Directors.

"Retainage" means the amount of gross dealer concessions permitted to be retained by the Company pursuant to the applicable registered representative agreement between the Company and with any particular registered representative.

"Undistributed Cumulative Preferred Business Line Net Income" means, as of any Dividend Determination Date, the amount, if any, by which the Company's Cumulative Preferred Business Line Net Income exceeds the sum of (i) all Series A Dividends previously paid in respect of Series A Preferred Stock since the original date of issuance of such shares of Series A Preferred Stock, and (ii) \$100,000; provided, however, that in connection with the first Dividend Determination Date following the original date of issuance of the Series A Preferred Stock as of which the Preferred Business Line Net Income for the immediately preceding two fiscal quarters is positive, then the Cumulative Preferred Business Line Net Income will be increased by an amount equal to the Excess Regulatory Capital Amount.

The Company shall not declare, set aside or pay any dividends on shares of Common Stock or shares of any class or series of capital stock of the Company other than Series A Preferred Stock, unless the holders of Series A Preferred Stock shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to the amount of the aggregate Series A Dividends then payable in accordance with the dividend provisions herein on such share of Series A Preferred Stock (and any accrued and unpaid interest thereon) and not previously paid.

2. Liquidation Preference.

a. In the event of any Liquidation Event (as hereinafter defined), the holders of Series A Preferred Stock shall be entitled to receive, prior to and in preference to any distribution of any of the assets of the Company to the holders of any other class of capital stock by reason of their ownership thereof, an amount per share equal to the Liquidation Preference (as

hereinafter defined) specified for each share of Series A Preferred Stock then held by them, plus any declared but unpaid dividends. The liquidation preference with respect to each share of Series A Preferred Stock shall mean \$30,000 per share (the "Liquidation Preference"), as adjusted for stock splits, reverse splits, stock dividends, combinations, recapitalizations and the like with respect to such shares. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

b. For purposes of this Article IV(B)(2), a "Liquidation Event" shall include, (i) a liquidation, dissolution or winding up of the Company, whether voluntary or not, (ii) the consummation of the merger, combination or consolidation of the Company with or into any other corporation, limited liability company or other entity (or a group of corporations, limited liability companies or other entities) (except a merger, combination or consolidation in which the holders of capital stock of the Company immediately prior to such merger, combination or consolidation continue to hold (solely in respect of their interests in the Company's capital stock immediately prior to such merger, combination or consolidation) at least 50% of the voting power of the capital stock of the Company or the surviving or acquiring entity in substantially the same relative percentages (as among such holders)); (iii) the closing of the transfer (whether by merger, combination, consolidation or otherwise), in one transaction or a series of related transactions, to a person, corporation, limited liability company or other entity (or a group of persons, corporations, limited liability companies or other entities) (other than an underwriter of the Company's securities) of the Company's securities if, after such closing, such entity or group of entities would hold securities comprising, convertible into, or exercisable for, 50% or more of the voting power of the capital stock of the Company or its successor or (iv) a sale, lease, assignment, transfer or disposal of all or substantially all of the assets of the Company (other than a pledge of assets or grant of a security interest therein to a commercial lender in connection with a commercial lending or similar transaction). Notwithstanding the foregoing, the treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of a majority of the outstanding Series A Preferred Stock (voting together as a single class).

c. If, in any Liquidation Event, the Company receives consideration that is other than cash, the value of such consideration will be deemed to be its fair market value. The fair market value of securities received as consideration shall be deemed to be the value determined by the parties in good faith and pursuant to arm's length negotiations.

(i) In the event the requirements of this Article IV(B)(2) are not complied with in connection with any Liquidation Event, the Company shall forthwith either:

(A) cause the consummation of such Liquidation Event to be postponed until such time as the requirements of this Article IV(B)(2) have been complied with; or

(B) cancel such Liquidation Event, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Article IV(B)(2)(d) hereof.

(ii) The Company shall give each holder of record of Series A Preferred Stock written notice of such impending transaction not later than seven (7) business days prior to the shareholders' meeting called to approve such transaction, or seven (7) business days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Article IV(B)(2), and the Company shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than seven (7) business days after the Company has given the first notice provided for herein or sooner than seven (7) business days after the Company has given notice of any material changes provided for herein; *provided, however*, that such periods may be shortened upon the written consent of the holders of Series A Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Series A Preferred Stock.

d. In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Company shall mail to each holder of Series A Preferred Stock, at least seven (7) business days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

e. Any notice required by the provisions of this Article IV(B)(2) to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

3. Voting Rights.

a. On any matter presented to the shareholders of the Company for their action or consideration at any meeting of shareholders (or by written action of shareholders in lieu of a meeting), each share of Series A Preferred Stock shall entitle the holder thereof to one vote, and such holder shall be entitled to notice of any shareholders' meeting in accordance with the Code of Regulations of the Company. Except as otherwise provided by law or by these Restated Articles, the holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class.

b. The holders of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Company (the "Series A Director"). Any director elected as provided in the preceding sentence may be removed without cause by, and

only by, the affirmative vote of the holders of the Series A Preferred Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. A vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3(b). The rights of the holders of the Series A Preferred Stock under the first sentence of this Subsection 3(b) shall terminate on the first date on which there are issued and outstanding less than 50 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any dividend, stock split, combination or other similar recapitalization affecting such shares).

c. Notwithstanding the terms of the prior subsections of this Section 3, and pursuant to Article II, Section 1 of the Company's Code of Regulations, in the event that (i) there exists any Undistributed Cumulative Preferred Business Line Net Income as of any applicable Dividend Payment Date, (ii) the applicable Series A Dividend has not been paid or declared and set aside for payment by the Company, and (iii) such failure to pay such Series A Dividend or declare and set aside for payment such Series A Dividend continues for four quarterly dividend periods in respect of any outstanding shares of Series A Preferred Stock (a "Series A Dividend Default"), the Company shall promptly give written notice thereof to each holder of Series A Preferred Stock and the holders of Series A Preferred Stock shall, immediately upon the giving of written notice to the Company by the holders of at least a majority of the outstanding shares of Series A Preferred Stock, be entitled to elect the smallest number of directors which, along with the Series A Director, shall constitute a majority of the authorized number of directors of the Company, with the holders of the Series A Preferred Stock voting as a separate class. The term of any additional director elected pursuant to this Subsection 3(c) will terminate upon the payment of the Series A Dividend.

d. Whenever under the provisions of Subsection 3(c) above the right shall have accrued to the holders of the Series A Preferred Stock as a class to elect directors, the Board of Directors shall, within ten days after delivery to the Corporation at its principal office of a request to such effect by the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, call a special meeting of the shareholders for the election of directors, to be held upon not less than 20 nor more than 30 days' notice to such holders. If such notice of meeting is not given within the ten days required above, the holders of Series A Preferred Stock requesting the calling of such meeting may also call such meeting and shall have access to the stock books and records of the Company for such purpose. At any meeting so called or at any other meeting held while the holders of the outstanding shares of Series A Preferred Stock shall have the voting power provided in Subsection 3(c) the holders of a majority of the then outstanding shares of Series A Preferred Stock, present in person or by proxy, shall be sufficient to constitute a quorum for the election of directors as herein provided.

e. In the case of any vacancy in the office of a director occurring among the directors elected by the holders of the Series A Preferred Stock as a class, pursuant to the foregoing provisions of Subsection 3(c) the remaining directors elected by the holders of the

Series A Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may, if permitted by law elect a successor or successors to hold office for the unexpired terms of the director or directors whose place or places shall be vacant. In case of any vacancy in the office of a director occurring among the directors elected by the holders of Common Stock and of any other class or series of voting stock as a class, the remaining directors elected by the holders of Common Stock and of any other class or series of voting stock by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may, if permitted by law, elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of the Series A Preferred Stock (or by any directors so elected by directors elected by the holders of the Series A Preferred Stock as provided in this subsection (e)) may be removed during his term of office, either with or without cause, by, and only by, the affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, cast at a special meeting of such shareholders duly called for that purpose.

4. Protective Provisions. So long as 50 shares of Series A Preferred Stock are outstanding (subject to appropriate adjustment in the event of any dividend, stock split, combination or other similar recapitalization affecting such shares) and subject to any additional voting rights required by applicable law, the Company shall not, without the affirmative vote of the holders of record of a majority of the then outstanding shares of Series A Preferred Stock:

a. amend or modify the Articles of Incorporation or Code of Regulations of the Company in a manner which adversely affects the holders of Series A Preferred Stock;

b. significantly change the Company's business as conducted as of the date of the original issuance of the Series A Preferred Stock;

c. amend or change the rights, preferences or privileges of the Series A Preferred Stock;

d. increase or decrease the number of authorized shares of Series A Preferred Stock;

e. liquidate, dissolve, or voluntarily declare bankruptcy or effect a Liquidation Event; or

f. authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security, having a preference over or *pari passu* with, the Series A Preferred Stock with respect to voting, dividends, redemption or upon liquidation.

C. Common Stock.

1. General. The voting, dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of the holders of Series A Preferred Stock.

2. Dividend Rights. Subject to the prior rights of the holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

3. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Company, the holders of Common Stock will be entitled to receive all assets of the Company available for distribution to its shareholders on a pro rata basis, subject to the preferential rights of any then outstanding Series A Preferred Stock.

4. Voting Rights. Each share of Common Stock shall entitle the holder thereof to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Code of Regulations of the Company, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

5. Redemption. The Common Stock is not redeemable.

ARTICLE V.

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of greater than a majority but less than all of the voting power of the Company or of any class or classes of shares thereof, such action (unless otherwise expressly prohibited by statute) may be taken with the approval of a majority of the Company's shares entitled to vote.

ARTICLE VI.

The Company may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the Company and at such prices as the Board of Directors of the Company shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VII.

The preemptive right to purchase additional shares or any other securities of the Corporation is expressly denied to all shareholders of all classes.

ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Ohio, as the Code of Regulations may provide. The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Ohio at such place or places as may be designated from time to time by the Board of Directors or in the Code of Regulations of the Company.

ARTICLE IX.

Section 1701.831 of the ORC shall not apply to any control share acquisition (as defined in Section 1701.01(Z)(1) of the ORC, as the same may be amended from time to time, or in any successor thereto, however denominated) of shares of any class of capital stock of the Company.

ARTICLE X.

The Company reserves the right to amend, alter, change or repeal any provision contained in the Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that: (i) any provision requiring the vote or consent of more than a majority of a class or series of shares shall not be amended unless such amendment shall have received the vote or consent of the requisite percentage of such class or series of shares originally required to give such vote or consent, and that (ii) any proposed amendment to clause (i) of this proviso shall require the same vote applicable to any amendment specified in such clause.

ARTICLE XI.

A. Limitation of Directors' and Officers' Liability; Indemnification.

1. To the fullest extent permitted by the ORC as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article XI, nor the adoption of any provisions of the Restated Articles inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

2. To the fullest extent permitted by applicable law, this Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of this Company (and any other persons to which Ohio law permits this Company to provide indemnification), through provisions of the Code of Regulations, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by the ORC, subject only to limits created by applicable Ohio law (statutory or nonstatutory), with respect to actions for breach of duty to a Company, its stockholders and others.

3. If and to the extent that the Company may from time to time be or become subject to certain provisions of the California Corporations Code (the "CCC") pursuant to Section 2115 thereof, then, as authorized by Section 317(g) of the CCC, for the duration of any such period, the Company is authorized to indemnify officers, directors, employees and agents of the Company (or any other person to which applicable law permits the Company to provide indemnification) in excess of that which is otherwise permitted under Section 317 of the CCC, subject only to the limits created by applicable Ohio law (statutory or non-statutory) with respect to actions for breach of duty to the Company, its stockholders or others.

B. Repeal or Modification. Neither any amendment, repeal or modification of the foregoing provisions of this Article XI by the stockholders of this Company, nor the adoption of any provision of the Restated Articles inconsistent with this Article XI, shall adversely affect any right or protection of an agent of the Company existing at the time of such amendment, repeal or modification.

ARTICLE XII.

Notwithstanding the voting rights, if any, of the holders of shares of capital stock of the Company, no holder of shares of any class of capital stock of the Company shall have the right to vote cumulatively in elections of directors of the Company.

