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96 MAY -2 AM 9:56

SECRET  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000037

REFERENCE : 939348 4312919

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1996

ORDER TIME : 9:16 AM

ORDER NO. : 939348

EFFECTIVE DATE

*5-1-96*

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CUSTOMER NO: 4312919

CUSTOMER: Jean Fisher, Legal Assistant  
AKERMAN, SENTERFITT & EIDSON

255 S. Orange Ave. / 17th Fl.

Orlando, FL 32801

DOMESTIC FILING

NAME: HUNTINGTON INSURANCE AGENCY,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

*TH*  
*5-6-96*

ARTICLES OF INCORPORATION  
OF  
HUNTINGTON INSURANCE AGENCY, INC.

FILED  
96 MAY -2 AM 9:50  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **HUNTINGTON INSURANCE AGENCY, INC.**, and its principal place of business shall be located at 253 North Orlando Avenue, Maitland, Florida 32751.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, the following:

To act as agent or broker for insurance companies in soliciting and receiving applications for fixed or variable annuity products and doing such other business as may be delegated to agents or brokers by insurance companies in connection with the sale of annuities.

#### ARTICLE IV

##### CAPITAL STOCK

1. Number and Class of Shares Authorized, Par Value. This Corporation is authorized to issue Seven Hundred Fifty (750) shares of common stock, having no par value.

2. Voting Rights. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1200 Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this Corporation at that address shall be **C T CORPORATION SYSTEM**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of this Corporation are:

Michael W. Sheffey  
253 North Orlando Avenue  
Maitland, Florida 32751

Robert J. Comfort  
Huntington Center, 41 South High Street  
Columbus, Ohio 43287

Phillip L. Tasker  
253 North Orlando Avenue  
Maitland, Florida 32751

#### ARTICLE VII

##### INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Virginia B. Townes  
255 South Orange Avenue  
Orlando, Florida 32801

#### ARTICLE VIII

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE IX

##### INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

#### ARTICLE X

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 1<sup>st</sup> day of <sup>May</sup>~~March~~, 1996.

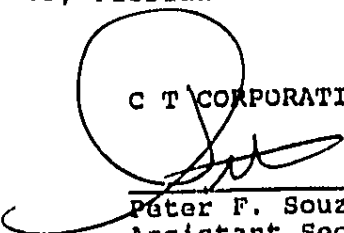
Virginia B. Townes (SEAL)  
Virginia B. Townes

### ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Huntington Insurance Agency, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated May 1 , 1996

C T CORPORATION SYSTEM

  
Peter F. Souza  
Assistant Secretary

FILED  
96 MAY -2 PM 9:56  
TALLAHASSEE, FLORIDA