

CERTIFICATE WITH RESPECT TO
ACTION OF THE STOCKHOLDERS OF
FRANKLIN NATIONAL LIFE INSURANCE COMPANY

BOOK 585 PAGE 327

I, James L. McKittrick, Secretary of Franklin National Life Insurance Company, a corporation organized under the laws of the State of South Carolina, hereby certify that the Agreement of Consolidation to which this certificate is attached, entered into and signed by more than a majority of the Directors of Palmetto State Life Insurance Company and more than a majority of the Directors of Franklin National Life Insurance Company, was submitted to the stockholders of Franklin National Life Insurance Company at a separate meeting thereof duly called for the purpose of taking the said Agreement of Consolidation into consideration, notice of the time, place and object of said meeting having been duly mailed to each stockholder as provided by law, that said stockholders' meeting was held on October 1, 1957, at 11:00 o'clock A. M. at the principal offices of said corporation, 104-108 West Washington Street, Greenville, South Carolina; that at said stockholders' meeting said Agreement of Consolidation was read and considered and a vote by ballot was taken for the adoption or rejection of the same, that the holders of at least a majority of the outstanding shares of capital stock entitled to vote were present in person or represented by proxy at said stockholders' meeting, and that the votes of stockholders representing at least a majority of the outstanding shares of capital stock entitled to vote were for the adoption of the Agreement of Consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said corporation and have hereunto affixed the seal of said corporation, on this the 1st day of October, 1957

(Corporate)
(Seal)

James L. McKittrick Secretary

(Notarial)
(Seal)
Sworn to and subscribed before me,
this the 1st day of October, 1957

Grace Hart
Notary Public for Greenville County
South Carolina.

My Commission Expires at the Pleasure
of Governor

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