

425333

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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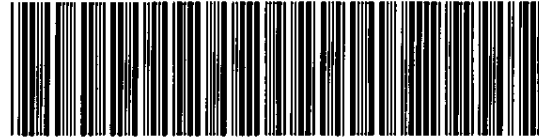
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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16 DEC 13 PM 2:18  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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COVER LETTER

16 DEC 13 PM 2:18  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

TO: Amendment Section  
Division of Corporations

SUBJECT: Bankers Life Insurance Company

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Andromeda Monroe, Esq.

Contact Person

Greenberg Traurig, P.A.

Firm/Company

401 East Las Olas Blvd., Suite 2000

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

Tamre.Edwards@globalbankers.com

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

For further information concerning this matter, please call:

Andromeda Monroe at ( 954 ) 768-8245

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee and Certificate of Status
- \$43.75 Filing Fee and Certified Copy
- \$52.50 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

16 DEC 13 PM 2:10  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

**Bankers Life Insurance Company**

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

**Bankers Life Insurance Company**

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **corporation**  
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **North Carolina**  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: **December 15, 2016.**

8. This conversion shall be effective in Florida on: December 15, 2016  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

2222 Sedwick Road  
Durham, North Carolina 27713

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

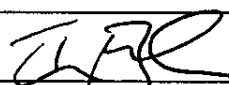
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 3110 Edwards Mill Road, Suite 300,  
Raleigh, North Carolina 27612

Mailing Address: 3110 Edwards Mill Road, Suite 300  
Raleigh, North Carolina 27612

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 12th day of December 2016.

Signature: 

(Must be signed by a **Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.**)

Printed Name: Ian Barber Title: Senior Vice President

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)