

805087

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

MERGER OR SHARE EXCHANGE

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	17
Estimated Charge	\$70.00

FILED
07 APR - 2 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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07 APR - 2 AM 8:00

DIVISION OF CORPORATIONS

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Corporate Filing Menu

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Merger
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 07 APR -2 AM 10:13
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

ARTICLES OF MERGER
 (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Lincoln National Life Insurance Company	Indiana	805087

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jefferson-Pilot Life Insurance Company	North Carolina	801763

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 4, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 23, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

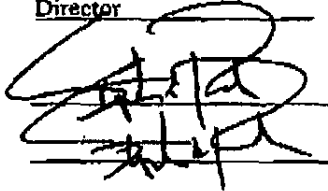
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Lincoln National Life Insurance Company



Stephen E. Rahn - VP, Ass. GC and Dir. of State Relations

Jefferson-Pilot Life Insurance Company

Stephen E. Rahn - Vice President

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

64645

**Certificate of Similarity
11-9-33**

**INSURANCE DEPARTMENT
STATE OF INDIANA
Office of
COMMISSIONER OF INSURANCE**

Indianapolis, Indiana February 19th, 2007

I, James Atterholt, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the Articles of Merger of Jefferson-Pilot Life Insurance Company, and The Lincoln National Life Insurance Company with the original on file at this Department and find the same to be a correct transcript of the whole of said original.



**In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.**

James Atterholt

Insurance Commissioner

Commissioner's Certification Seal is in red

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number : 1548579

Payment Entry Number : 486006

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room ED18
Indianapolis, IN 46204
(317) 232-6576

LINCOLN FINANCIAL GROUP
1300 SOUTH CLINTON STREET
FORT WAYNE, IN 46801

Receipt Date: 02/16/2007

Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office :

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
LINCOLN FINANCIAL GROUP	Check/ MO	13185111		\$90.00
Total Amount:				\$90.00

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
THE LINCOLN NATIONAL LIFE INSURANCE COMPANY	Domestic Insurance Corporation : Articles of Merger	\$90.00
Total Amount:		\$90.00

State of Indiana
Office of the Secretary of State .

CERTIFICATE OF MERGER

of

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

The following non-surviving entity(s):

JEFFERSON-PILOT LIFE INSURANCE COMPANY

a(n) North Carolina Non-Qualified Foreign Corporation

merged with and into the surviving entity:

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, April 02, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 16, 2007.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

191105-166/2007021624250

APPROVED

INDIANA SECRETARY OF STATE
RECEIVED

2007 FEB 16 AM 8:28

**ARTICLES OF MERGER OF
JEFFERSON-PILOT LIFE INSURANCE COMPANY,
AND
THE LINCOLN NATIONAL LIFE INSURANCE COMPANY**

FEB 15 2007
STATE OF INDIANA
DEPT. OF INSURANCE

[Handwritten signature]
[Handwritten signature]

Pursuant to Section 27-1-9-12 of the Indiana Code (the "Code"), the surviving stock life insurance company and the foreign stock life insurance company named below do hereby adopt the following articles of merger (the "Articles"):

I.

The names and states of incorporation of the merging corporations are The Lincoln National Life Insurance Company, an Indiana domiciled stock life insurance company incorporated on June 12, 1905 ("LNL"), and Jefferson-Pilot Life Insurance Company, a North Carolina domiciled stock life insurance company incorporated on August 4, 1890 ("JPLIC").

II.

LNL exists pursuant to the Indiana Insurance Code and the Indiana Business Corporations Statute and will survive the merger certified in these articles.

III.

In accordance with Section 27-1-9-3(i) of the Code, the sole shareholder of LNL is not required to approve the merger certified by these Articles. In accordance with Section 27-1-7-10(b) of the Code, the Board of Directors of LNL approved and adopted the Agreement and Plan of Merger, by and between LNL and JPLIC (the "Plan of Merger"), and the transactions contemplated thereby, by unanimous written consent dated December 4, 2006.

IV.

In accordance with Sections 55-8-21 and 55-7-04 of the General Statutes of North Carolina, (i) the Board of Directors of JPLIC approved and recommended the Plan of Merger to the sole shareholder of JPLIC, by a consent to action without a meeting dated December 4, 2006 and (ii) the sole shareholder of JPLIC adopted and approved the Plan of Merger by written consent on January 23, 2007.

V.

Pursuant to the Plan of Merger and Section 27-1-9-5 of the Indiana Code, the merger of JPLIC and LNL shall be effective on April 2, 2007, provided that on or before that date these Articles, have been approved by the Commissioner of Insurance of the State of Indiana as evidenced by its endorsement thereon, and certified by the Indiana Secretary of State.

APPROVED
AND
FILED
[Handwritten signature]
IND. SECRETARY OF STATE

VI.

This Certificate may be executed in counterparts, each of which shall be deemed an original as against any party whose signature appears thereon, and all of which shall together constitute one instrument.

[Signature Pages to Follow]

IN WITNESS WHEREOF, pursuant to Section 27-1-9-3 of the Code, the undersigned, being the respective President and Secretary of LNL and JPLIC, sign and acknowledge this Certification on this 23 day of January, 2007.

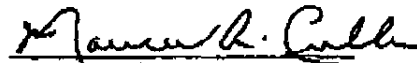
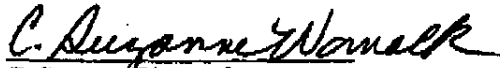
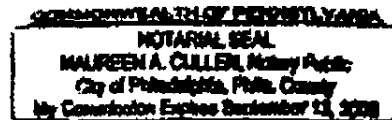
THE LINCOLN NATIONAL LIFE INSURANCE COMPANY,
an Indiana domiciled stock life insurance company:



Dennis R. Glass
President

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

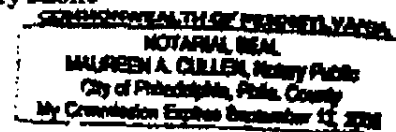
On January 23, 2007, before me personally came Dennis R. Glass, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public

C. Suzanne Womack
Secretary

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On January 23, 2007, before me personally came C. Suzanne Womack, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public

431187-3

3


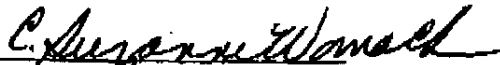
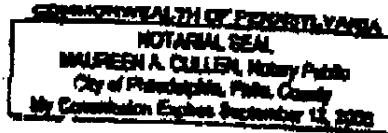
JEFFERSON-PILOT LIFE INSURANCE COMPANY,
a North Carolina domiciled stock life insurance company:



Dennis R. Glass
President


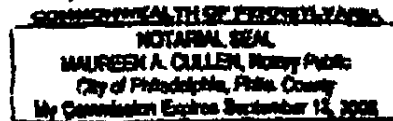
STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On January 22, 2007, before me personally came Dennis R. Glass, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public
C. Suzanne Womack
Secretary

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On January 23, 2007, before me personally came C. Suzanne Womack, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public

APPROVED

INDIANA SECRETARY OF STATE
RECEIVED

2007 FEB 16 AM 10:33

AGREEMENT AND PLAN OF MERGER

of

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY,
an Indiana stock life insurance company.

and

JEFFERSON-PILOT LIFE INSURANCE COMPANY,
a North Carolina stock life insurance company

FEB 15 2007

STATE OF INDIANA
DEPT. OF INSURANCE

[Handwritten signature]

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into, effective April 2, 2007, by and between The Lincoln National Life Insurance Company, an Indiana domiciled stock life insurance company ("LNL") and Jefferson Pilot-Life Insurance Company, a North Carolina domiciled stock life insurance company ("JPLIC," and together with LNL hereinafter sometimes referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, in connection with a restructuring and streamlining of the business operations of Lincoln National Corporation, an Indiana corporation ("Parent"), the board of directors of the Constituent Companies deem it advisable and for the benefit of each respective Constituent Company that LNL and JPLIC enter into a merger, whereby the separate corporate existence of JPLIC will cease and LNL will continue as the surviving company and as a wholly-owned subsidiary of Parent, as set forth the in this Plan of Merger and in accordance with the applicable laws of the State of Indiana and the State of North Carolina (the "Merger"); and

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the parties, intending to be legally bound agree that JPLIC (hereinafter sometimes referred to as the "Merged Company") be merged with and into LNL, with LNL being the surviving company in such merger (which, in its capacity as surviving company, hereinafter sometimes is referred to as the "Surviving Company"), in accordance with the applicable laws of the State of Indiana and the State of North Carolina and the terms and conditions of the Merger hereby agreed upon and the mode of carrying the same into effect be as follows:

Approval Required

Pursuant to Section 58-19-15 of the North Carolina Insurance Law and Section 27-1-9-3 of the Indiana Insurance Code, the Constituent Companies recognize that this Plan of Merger and the transactions contemplated hereby, are conditioned on the approval of the merger by the Commissioner of Insurance of the State of North Carolina and the State of Indiana Insurance Commissioner.

APPROVED
AND
FILED

[Handwritten signature]

IND. SECRETARY OF STATE

Merger of JPLIC and LNL

I.

Pursuant to Section 27-1-7-10(h) of the Indiana Code, the Board of Directors of LNL approved and adopted this Plan of Merger, and the transactions contemplated hereby, by unanimous written consent dated December 4, 2006. Pursuant to Section 27-1-9-3(i) of the Indiana Code, shareholder approval of this Plan of Merger is not required.

II.

Pursuant to Sections 55-11-03 and 58-1-1 et seq. of the General Statutes of North Carolina, the Board of Directors of JPLIC and the sole shareholder of JPLIC have approved and adopted this Plan of Merger and the transactions contemplated hereby.

III.

The merger of LNL and JPLIC shall become effective on April 2, 2007 (the "Effective Date").

IV.

On the Effective Date, the officers and directors of LNL shall be the officers and directors of the Surviving Company.

V.

The Articles of Incorporation of LNL, attached hereto as Exhibit A, shall, on the Effective Date, be the Articles of Incorporation of the Surviving Company.

VI.

Until altered, amended or repealed, as therein provided, the Bylaws of LNL, as in effect on the Effective Date, shall be the Bylaws of the Surviving Company.

VII.

For the consideration herein stated above, including the assumption of all liabilities of and the performance of all obligations of JPLIC by LNL, the manner of converting or otherwise dealing with the shares of each of the Constituent Companies is as follows:

- (a) Upon the Effective Date:
 - (i) All of the issued and outstanding shares of the common stock of JPLIC and any other security interest of JPLIC shall be automatically canceled, surrendered and terminated.

- (iii) All of the issued and outstanding shares of the common stock of LNL shall continue to represent the same number of outstanding shares of the Surviving Company as represented immediately prior to the merger.
- (b) From and after the Effective Date, each holder of any of the shares to be canceled as above-provided shall surrender the same to the Surviving Company. Irrespective of whether so surrendered, however, each such outstanding certificate shall be deemed to be canceled and shall be of no further force or effect. No dividends payable on common stock of the Merged Company as of any date subsequent to the Effective Date shall be paid to the record holders of such outstanding certificates, but upon the surrender of such outstanding certificate shall be paid to such holder any dividends declared theretofore but not paid with respect to such shares of common stock of LNL.

VIII.

Upon the Effective Date, the separate existence of the Merged Company shall cease, and the Surviving Company shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of the Constituent Companies; all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such companies shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Companies shall not revert or be in any way impaired by reason of this merger; the Surviving Company shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Constituent Companies; any claim existing or action or proceeding, civil or criminal, pending by or against any of such Constituent Companies may be prosecuted as if such merger had not taken place, or the Surviving Company may be substituted in its place, and any judgment rendered against any of such companies may thenceforth be enforced against the Surviving Company; and neither the rights of creditors nor any liens upon the property of the Constituent Companies shall be impaired by such merger.

IX.

If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of the Merged Company, the proper officers and directors of such Merged Company shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Plan of Merger.

X

This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original as against any party whose signature appears thereon, and all of such counterparts shall together constitute one and the same instrument. This Plan of Merger shall become binding when one or more counterparts hereof, individually or taken together, shall bear the signatures of all of the parties reflected hereon as the signatories.

[Signature page to follow]


[Signature page]

IN WITNESS WHEREOF, the Constituent Companies have each caused this Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed hereto, all on the day and year first above written.

**THE LINCOLN NATIONAL LIFE
INSURANCE COMPANY, an Indiana domiciled
stock life insurance company**

By: 
Name: Dennis R. Glass
Title: President

**JEFFERSON-PILOT LIFE INSURANCE
COMPANY, a North Carolina domiciled stock
life insurance company**

By: 
Name: Dennis R. Glass
Title: President