

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # 815180 (5)
 1. Corporation Name
ROYAL MACCABEES LIFE INSURANCE COMPANY



| | |
|---|---|
| Principal Place of Business 25800 NORTHWESTERN HIGHWAY PO BOX 2165 SOUTHFIELD MI 48037-2165 US | Mailing Address 25800 NORTHWESTERN HIGHWAY PO BOX 2165 SOUTHFIELD MI 48037-2165 US |
|---|---|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|----|---------------------|----|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 04/03/1961 | |
| 21 Suite, Apt. #, etc | 26 | 27 | 28 | 4. FEI Number 38-0779740 | Applied For Not Applicable |
| 22 City & State | 27 | 28 | 29 | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 Zip | 25 | 29 | 30 | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 Country | | 29 Country | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | | | | | |
|--|--|--|--|--|--|
| 9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER THE CAPITOL BUILDING TALLAHASSEE FL 32304 | | | | 10. Name and Address of New Registered Agent | |
| B1 Name | | | | B5 Zip Code | |
| B2 Street Address (P.O. Box Number is Not Acceptable) | | | | FL | |
| B3 | | | | B4 City | |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|--|---------------------------------|---|--|
| TITLE V | <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME KELLAR, STEPHEN H | | 1.2 NAME | |
| STREET ADDRESS 541 MORGAN CIR | | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP NORTHVILLE MI | | 1.4 CITY-ST-ZIP | 48167 |
| TITLE VSD | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME MCGRATH, MICHAEL A | | 2.2 NAME | |
| STREET ADDRESS 7270 KINGSWOOD | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP BLOOMFIELD HILLS MI | | 2.4 CITY-ST-ZIP | 48301 |
| TITLE SVP | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME DELIZIA, MICHAEL A. | | 3.2 NAME | |
| STREET ADDRESS 4410 HARDWOODS DRIVE | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP WEST BLOOMFIELD MI | | 3.4 CITY-ST-ZIP | 48323 |
| TITLE VP | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME JUIP, LEO N. | | 4.2 NAME | |
| STREET ADDRESS 4391 RAVINEWOOD | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP COMMERCE TWP MI | | 4.4 CITY-ST-ZIP | 48382 |
| TITLE DP | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME LEE, JAMES T. | | 5.2 NAME | |
| STREET ADDRESS 875 POND ISLAND COURT | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP NORTHVILLE MI | | 5.4 CITY-ST-ZIP | 48167 |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Michael A. McGrath* **4/30/98 (248) 357-4800**

CR2E034 (10/97)

ROYAL MACCABEES LIFE INSURANCE COMPANY
LIST OF DIRECTORS AND OFFICERS
AS OF 12/31/97

01/30/98

| DIRECTORS/OFFICERS | TITLE | APPOINTED ELECTED |
|---|--|-----------------------|
| Laurie Baxter Baker 4178 Glen Eagles Lane Harrisburg, NC 28075 SS: 242-19-6346 DOB: 02/11/62 | Assistant - Secretary | 3/96 |
| Rex Laird Critzer 30026 Oakleaf Lane Franklin, MI 48025 SS: 512-48-2158 DOB: 9/10/47 | Director Senior Vice President - Administration | 11/94 |
| Michael Anthony Delizia 4410 Hardwoods Drive West Bloomfield, MI 48323 SS: 028-32-3085 DOB: 9/16/42 | Second Vice President Disability Underwriting | 2/86 |
| Leo Norman Juip 4391 Ravinewood Commerce Twp, MI 48382 SS: 366-48-3817 DOB: 11/4/47 | Vice President Management Information Services Director & Senior Vice President - Techonology | 7/85 7/84 11/94 |
| Stephen Howard Kellar 541 Morgan Circle Northville, MI 48167 SS: 485-60-6275 DOB: 9/1/55 | Vice President - Group Actuary Vice President - Product Managment | 7/83 12/94 |
| Jeffrey Paul Lammers 3062 Beach Lake Drive East Milford, MI 48380 SS: 386-52-1797 DOB: 7/10/49 | Senior Vice President - Chief Marketing Officer | 9/97 |

| | | |
|--|--|--|
| <p>James Tyler Lee 875 Pond Island Court Northville, MI 48167 SS: 224-68-7734 DOB: 7/2/51</p> | <p>Senior Vice President Chief Financial Officer Director President & CEO</p> | <p>11/89 7/91</p> |
| <p>Sean Henry Maloney 69 Willow Tree Place Grosse Pointe Shores, MI 48236 SS: 375-58-8482 DOB: 7/29/57</p> | <p>Vice President - Financial Performance</p> | <p>3/95</p> |
| <p>Thomas John Marr 889 Lakepointe Grosse Pointe Park, MI 48230 SS: 149-36-3763 DOB: 8/29/46</p> | <p>Second Vice President - New Business and Administration Vice President - Administration</p> | <p>12/93 7/94</p> |
| <p>Michael Anthony McGrath 7270 Kingswood Bloomfield Hills, MI 48301 SS: 377-44-9023 DOB: 10/9/44</p> | <p>Vice President - Corporate Counsel and Secretary Director Senior Vice President Secretary & General Counsel</p> | <p>7/86 7/84 4/93 11/94</p> |
| <p>Gerald Herman Moser 28819 W. Kalono, Circle Southfield, MI 48034 SS: 291-34-7060 DOB: 9/24/40</p> | <p>Second Vice President Group Administration Vice President - Claims</p> | <p>7/84 12/94</p> |
| <p>James Francis Noonan 4301 Shepherdleas Lane Charlotte, NC 28277 SS: 118-26-9158 DOB: 3/2/36</p> | <p>Senior Vice President Chief Investment Officer Director</p> | <p>11/89 7/91</p> |
| <p>Thomas Joseph Ores 9038 Hillcrest Livonia, MI 48150 SS: 360-26-5522 DOB: 6/1/35</p> | <p>Second Vice President - Life Underwriting Second Vice President - Life Risk Management Second Vice President - Individual Underwriting</p> | <p>2/86 12/92 12/94</p> |

Paul James Rodeheffer
4424 Elderberry Drive
Brighton, MI 48116
SS: 304-60-7087
DOB: 9/22/52

Second Vice President - Internal Auditor

7/91

Christopher Gerard Ronayne
12177 Wildwing
Plymouth, MI 48170
SS: 386-72-6752
DOB: 10/31/57

Vice President & Controller

11/94

Daniel William Russie
573 Langley
Clawson, MI 48017
SS: 534-36-1312
DOB: 9/1/40

Second Vice President - Annuity Operations
Second Vice President - Employee Relations

7/91

3/92

Richard Jay Slavens
38 Ginger Terrace
Clifton Park, NY 12065
SS: 102-40-8581
DOB: 5/18/49

Assistant Treasurer

9/95

James Ronald Sopha
22042 Picadilly Circle
Novi, MI 48375
SS: 373-78-6088
DOB: 1/24/62

Director & Senior Vice President & CFO

11/94

Robert Allan Ward
1772 Earlmont
Berkley, MI 48072
SS: 375-54-1072
DOB: 3/8/50

Appointed Actuary
Vice President
Corporate Actuary

4/93

11/94

John Edward Winterbauer
6686 Westridge Drive
Washington, MI 48094
SS: 143-28-8850
DOB: 9/3/38

Vice President - Human Resources

2/89

John Adam Zelinske
5571 Abington
West Bloomfield, MI 48322
SS: 386-58-7017
DOB: 7/21/62

Vice President & Treasurer

11/94

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