

**Investors Life Insurance Company**  
*of Indiana*



February 26, 1998

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

822680

**RE: (i) Redomestication of InterContinental Life Insurance Company**  
**(ii) Name Change from InterContinental Life Insurance Company to**  
**Investors Life Insurance Company of Indiana**

Dear Sir or Madam:

In order to document the above referenced transactions, I am enclosing the following:

1. completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. a certified copy of the Amended and Restated Articles of Incorporation as approved by the Indiana Department of Insurance;
3. a certified copy of the letter issued by New Jersey approving the redomestication from New Jersey to Indiana; and
4. a check in the amount of 43.75 to cover the filing fees and a Certificate of Status.

The Company's mailing address is: Investors Life Insurance Company of Indiana  
Attention: Legal Department  
701 Brazos Street, 14th Floor  
Austin, Texas 78701

Thank you for your assistance in this matter. If you should have any questions or require additional information, please feel free to contact me at 1-800-925-6000 (x5044).

Sincerely,

*Kellye Seekatz*

Kellye Seekatz  
Paralegal

Enclosures

*27 Pages*

*Amend & Name Change of Jurisdiction*

*NT 3-6-98*

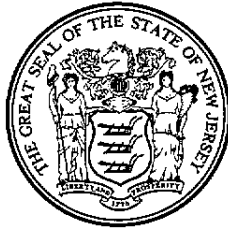
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98 MAR -2 PM 2: 16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002443804-1-2  
-03/02/98-01045-006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75



(105)  
INS 17-70  
(R11-96)

# State of New Jersey



FILED  
98 MAR -2 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## DEPARTMENT OF BANKING AND INSURANCE

I, \*\*\*Elizabeth Randall\*\*\* Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of \*\*\*Letter from the New Jersey Commissioner of Banking and Insurance approving the redomestication of the InterContinental Life Insurance Company from New Jersey to Indiana dated October 20, 1997\*\*\*

as taken from and compared with the original Redomestication Approval dated October 20, 1997 now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal, at Trenton this 17th day February A.D. 19 98

Handwritten signature of Elizabeth Randall in cursive script.

Commissioner of Banking and Insurance



**State of New Jersey**  
DEPARTMENT OF BANKING AND INSURANCE  
PO Box 470  
TRENTON NJ 08625-0470

CHRISTINE TODD WHITMAN  
*Governor*

ELIZABETH E. RANDALL  
*Commissioner*

October 20, 1997

Roy F. Mitte  
Chairman, President, & CEO  
Intercontinental Life Insurance Co.  
P.O. Box 149138  
Austin, TX 78714-9138

**RE: Approval of the Redomestication of Intercontinental Life**


Dear Mr. Mitte:

Our Life & Health Admissions Committee has completed its review of Intercontinental Life Insurance Company's [ILIC] request to redomesticate from the State of New Jersey to the State of Indiana. I am pleased to approve the redomestication based upon the recommendation of the Committee, with which I agree, contingent on the two following conditions:

1. That the redomestication of ILIC be approved by the Indiana Department of Insurance within 60 days of the date of this letter.
2. That ILIC, as agreed to in its April 4, 1997 letter, will complete an operational review focusing on internal controls by June 30, 1998 and will present the review's findings by September 1, 1998 to the New Jersey Department of Banking and Insurance.

The formalities of the issuance of an amended Certificate of Authority, reflecting the State of Indiana as domicile, will be taken care of by my staff upon receipt of approval from the Indiana Department of Insurance.

Very truly yours,



Elizabeth Randall  
Commissioner

1997121184

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom these Presents Come, Greeting:

Whereas, there have been presented to me at this office Articles of Incorporation and Redomestication, in triplicate of

Intercontinental Life Insurance Company

Formerly a New Jersey Insurance Company;

Said Articles have been prepared and signed in accordance with

"An Act concerning Insurance, and declaring an emergency,"  
approved March 8, 1935, being Chapter 162 of the Acts of 1935  
and Acts amendatory thereof and supplemental thereto.

WHEREAS, such Articles have been approved by the Department of Insurance and the Attorney General of the State of Indiana as required by said Act;

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, Sue Anne Gilroy, Secretary of State of the State of Indiana certify that I have this day endorsed my approval upon the copies of Articles so presented and, having received the fees required by law, have filed one copy of the Articles and returned the remaining copies bearing the endorsement of my approval to the corporation.

In Witness Whereof, I have hereunto set my  
hand and affixed the seal of the State of  
Indiana, at the City of Indianapolis, this  
fifteenth day of December, 1997.



1997/2/184

**APPROVED**  
DEPARTMENT OF INSURANCE

**ARTICLES OF AMENDMENT AND RESTATEMENT**

**OF THE ARTICLES OF INCORPORATION**

**OF**

**INTERCONTINENTAL LIFE INSURANCE COMPANY**

DEC 12 1997  
*Sally Mcarty*  
STATE OF INDIANA  
INSURANCE COMMISSIONER

**APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE**

The undersigned officers of InterContinental Life Insurance Company (the "Company") existing pursuant to the provisions of the New Jersey Insurance Laws, Title 17B, Chapter 18, Sections 17B:18-1, et seq., as amended, desiring to give notice of (a) the Company's compliance with (i) the requirements for the formation of an Indiana domestic life insurance company under Indiana Insurance Laws, Title 27, Sections 27-1-6-1, et seq., and (ii) the requirements of the New Jersey Insurance Laws for the transfer of the domicile of the Company from the State of New Jersey to another state, and (b) corporate action effectuating the redomestication of the Company from the State of New Jersey to the State of Indiana by amendment of its Articles of Incorporation in its entirety and the restatement of its Articles of Incorporation, as so amended, under and in compliance with the Indiana Insurance Laws, hereby certify as follows:

RECEIVED  
CORPORATIONS DIV.  
DEC 15 AM 9:56  
JULIE ANNE GILROY

**ARTICLE I**

**REDOMESTICATION, AMENDMENT AND RESTATEMENT**

Section 1: The date of incorporation of the Company under the New Jersey Insurance Law is December 1, 1964.

Section 2: Upon the filing of these Articles of Amendment and Restatement of the Articles of Incorporation of the Company in the Office of the Secretary of State of Indiana, the Company shall be redomesticated from the State of New Jersey to the State of Indiana.

Section 3: The name of the Company following its redomestication and this amendment and restatement of the Company's Articles of Incorporation is:

InterContinental Life Insurance Company

Section 4: The Articles of Incorporation of the Company are hereby amended and restated in their entirety to provide as set forth in the form attached hereto as Exhibit A.

Section 5: The date of adoption of the Amended and Restated Articles of Incorporation of the Company is December 8, 1997.

**ARTICLE II**

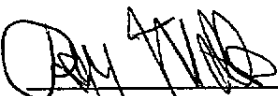
**MANNER OF ADOPTION AND VOTE**


Section 1: Action by Directors: The Board of Directors of the Company duly adopted resolutions to: (a) redomesticate the Company from the State of New Jersey to the State of Indiana, (b) amend the terms and revisions of the Company's Articles of Incorporation in its entirety, and (c) restate the Company's Articles of Incorporation as so amended, by unanimous written consent dated as of September 3, 1997.

Section 2: Action by Sole Shareholder: The sole shareholder of the Company duly adopted resolutions approving the proposed redomestication and the amendment and restatement of the Company's Articles of Incorporation by unanimous written consent dated as of September 8, 1997 and signed by the Company's sole shareholder.

Section 3: Compliance with Legal Requirements. The manner of the Approval of the Articles of Redomestication and the amendment and restatement of the Articles of Incorporation of the Company and the vote by which such were approved and adopted are in full compliance with the provisions of the New Jersey Insurance Laws, the Indiana Insurance Law, the Articles of Incorporation and the By-Laws of the Company, as amended.

**IN WITNESS WHEREOF**, the undersigned authorized officers of the Company have executed these Articles of Amendment and Restatement of the Articles of Incorporation as of the 8th day of December, 1997.

By:   
\_\_\_\_\_  
Roy F. Mitte  
Chairman, President and Chief Executive Officer

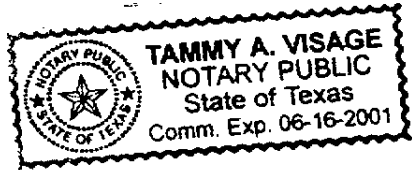
By:   
\_\_\_\_\_  
Eugene E. Payne  
Executive Vice President and Secretary

State of Texas        )  
                                  )  
County of Travis     )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Roy F. Mitte, the President of InterContinental Life Insurance Company and Eugene E. Payne, the Secretary of InterContinental Life Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement of the Articles of Incorporation for and on behalf of InterContinental Life Insurance Company, and attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal, this 8th day of December, 1997.

*Tammy Visage*







Execution By Corporate Officers

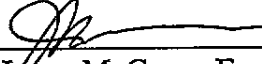
In accordance with the provisions of Indiana Insurance Laws, Title 27, Section 27-1-6-6, the undersigned, being the duly elected corporate officers of InterContinental Life Insurance Company, hereby execute the foregoing Articles of Amendment and Restatement of the Articles of Incorporation for and on behalf of InterContinental Life Insurance Company, on this 8th day of December, 1997.


  
\_\_\_\_\_  
Roy F. Mitte, President and  
Chief Executive Officer; Director

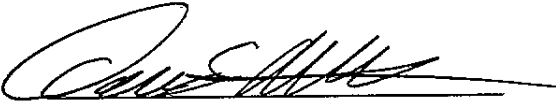
  
\_\_\_\_\_  
Eugene E. Payne  
Executive Vice President and  
Secretary; Director

  
\_\_\_\_\_  
Theodore A. Fleron  
Senior Vice President and  
General Counsel; Director

  
\_\_\_\_\_  
Steven P. Schmitt, Senior Vice  
President; Director

  
\_\_\_\_\_  
James M. Grace, Executive Vice  
President and Treasurer; Director

  
\_\_\_\_\_  
Jeffrey H. Demgen  
Executive Vice President; Director

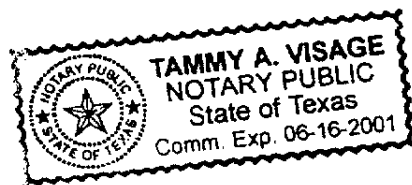
  
\_\_\_\_\_  
Dale E. Mitte  
Senior Vice President; Director

State of Texas        )  
County of Travis    )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that the foregoing officers of InterContinental Life Insurance Company personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement of the Articles of Incorporation for and on behalf of InterContinental Life Insurance Company, and attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal, this 8th day of December, 1997.

  
\_\_\_\_\_



R:\redomest\cert.amd

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

**of**

**INTERCONTINENTAL LIFE INSURANCE COMPANY**

**ARTICLE I**

**Name**

The name of the corporation is:

INTERCONTINENTAL LIFE INSURANCE COMPANY

(the "Company").

**ARTICLE II**

**Principal Office**

The post office address of the Company's principal office is 8705 Flagship Circle, Indianapolis, Indiana 46256.

**ARTICLE III**

**Purpose**

The purpose of this Company is to write any one or more of the kinds of insurance specified in Class 1(a) and Class 1(b) of the Indiana Code, Section 27-1-5-1, and to transact any and all other lawful business which life and accident and health insurance companies may be permitted to transact under the Indiana Insurance Law.

**ARTICLE IV**

**Period of Existence**

The period during which the Company shall continue is perpetual.

**ARTICLE V**

**Authorized Shares**

The total number of shares which the Company shall have authority to issue is Eighty Thousand (80,000), having a par value of \$31.25 per share.

ARTICLE VI  
Paid-in Capital and Surplus

The Company has (i) common capital stock in the amount of \$2,500,000 (consisting of 80,000 shares of common stock having a par value of \$31.25 per share) and (ii) gross paid in and contributed surplus in the amount of not less than \$2,459,944, with which to begin its operations as an Indiana domestic insurance company.

ARTICLE VII  
Plan or Principle

The Company plans to conduct the business of a stock life insurance company engaged in writing the kinds of insurance specified in Class 1(a) and Class 1(b) of Indiana Code, Section 27-1-5-1.

ARTICLE VIII  
Directors

The name and post office address of each of the Directors of the Company are as follows:

<u>Name</u>	<u>Address</u>
Roy F. Mitte	701 Brazos Street, Suite 1400 Austin, Texas 78701
James M. Grace	701 Brazos Street, Suite 1400 Austin, Texas 78701
Eugene E. Payne	701 Brazos Street, Suite 1400 Austin, Texas 78701
Jeffrey H. Demgen	701 Brazos Street, Suite 1400 Austin, Texas 78701
Theodore A. Fleron	701 Brazos Street, Suite 1400 Austin, Texas 78701

<u>Name</u>	<u>Address</u>
Dale E. Mitte	701 Brazos Street, Suite 1400 Austin, Texas 78701
H. Gene Pruner	8705 Flagship Circle Indianapolis, Indiana
Steven P. Schmitt	701 Brazos Street, Suite 1400 Austin, Texas 78701

The term of each of the above-named Directors shall expire at the next annual meeting of the shareholders of the Company.

ARTICLE X  
Officers

The name and post office address \* of each of the initial Officers of the Company are as follows:

<u>Name</u>	<u>Title</u>
Roy F. Mitte	Chairman of the Board, President and Chief Executive Officer
James M. Grace	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary
Eugene E. Payne	Executive Vice President, and Secretary
Jeffrey H. Demgen	Executive Vice President
Dale E. Mitte	Senior Vice President and Chief Underwriter
Theodore A. Fleron	Senior Vice President, General Counsel and Assistant Secretary

Name

Title

Steven P. Schmitt

Senior Vice President and  
Assistant Secretary

\* - The business address of each of the officers of the Company is 701 Brazos Street, Austin, Texas 78701.

Each officer of the Company serves at the will of the Board of Directors, or until their successor is duly elected at the next annual meeting of the Board of Directors of the Company.

#### ARTICLE XI

##### Provisions for Regulations of Business and Conduct of Affairs of the Company

Section 1. Corporate Powers. Subject to any limitations or restrictions imposed by law, the Company shall have the authority to perform any and all acts necessary, convenient or expedient to accomplish the purposes for which it its formed including, without limitation, all of the general rights, privileges and powers set forth in Indiana Code Section 27-1-7-2.

Section 2. Meetings of the Shareholders. All meetings of the shareholders of the Company shall be held at such place within or without the State of Indiana as may be determined by the Board of Directors and specified in the notices or waivers of notice thereof. If no designation is made, the place of the meeting shall be the principal office of the Company.

Section 3. Amendment of By-Laws. The Board of Directors shall have the power, without the assent or vote of the stockholders, to make, alter, amend or repeal the By-Laws of the necessary to effect any alteration, amendment or repeal.

ARTICLE XII

Amendments

These Amended and Restated Articles of Incorporation may be amended in conformity with the provisions of the Law.

ARTICLE XIII

Supersedure

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Company and all amendments thereto.

EXECUTED by the undersigned this 8<sup>th</sup> day of December, 1997.

By: [Signature]  
Roy F. Mitte  
Chairman, President and Chief Executive Officer

By: [Signature]  
Eugene E. Payne  
Executive Vice President and Secretary

State of Texas )

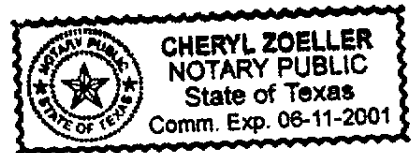
)

County of Travis )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Roy F. Mitte and Eugene E. Payne personally appeared before me, acknowledged execution of the foregoing Amended and Restated Articles of Incorporation of InterContinental Life Insurance Company.

Witness my hand and Notarial Seal this 8<sup>th</sup> day of December, 1997.

R:\Redomest\Articles





STATE OF INDIANA  
**OFFICE OF THE ATTORNEY GENERAL**

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR  
402 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

**JEFFREY A. MODISETT**  
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

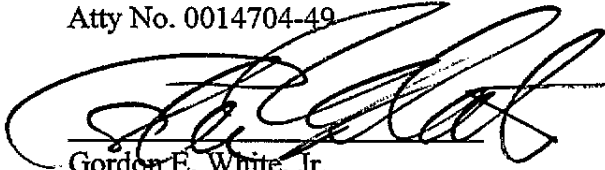
December 12, 1997

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Intercontinental Life Insurance Company and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

JEFFREY A. MODISETT  
Attorney General of Indiana  
Atty No. 0014704-49

  
Gordon E. White, Jr.  
Deputy Attorney General  
Atty No. 0001041-49

160566



JOHNSON\*SMITH  
PENCE  
DENSEBORN  
WRIGHT & HEATH  
ATTORNEYS AT LAW

1997121184

David G. Blachly  
(317) 686-4220  
E-Mail: DBlachly@jsplaw.com

December 16, 1997

VIA HAND DELIVERY

G. Douglas Abrams, Esquire  
Secretary of State - Corporations Division  
302 West Washington Street, Room E018  
Indianapolis, Indiana 46204

Re: Redomestication of InterContinental Life Insurance Company

Dear Doug:

As per our telephone conversation last Wednesday, this letter is intended to confirm that the street address for the registered office of InterContinental Life Insurance Company (the "Corporation"), and the registered agent of the Corporation for service of process is:

David G. Blachly  
One Indiana Square, Suite 1800  
Indianapolis, Indiana 46204.

If you have any questions with respect to this matter, please do not hesitate to call me.

Very truly yours,



David G. Blachly

DGB/cas

Suite 1800  
One Indiana Square  
Indianapolis, Indiana 46204

Telephone: (317) 634-9777  
Facsimile: (317) 636-9061



1997121184

**APPROVED**  
DEPARTMENT OF INSURANCE

**APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE**

**ARTICLES OF MERGER  
OF**

DEC 19 1997  
*Sally M. Cary*  
STATE OF INDIANA  
INSURANCE COMMISSIONER

**INVESTORS LIFE INSURANCE COMPANY OF INDIANA**

**an Indiana Stock Life Insurance Company**

194444-072

**WITH AND INTO**

**INTERCONTINENTAL LIFE INSURANCE COMPANY**

**an Indiana Stock Life Insurance Company**

1997121184

RECEIVED  
CORPORATION  
97 DEC 22 PM 3:34  
SUE ANNE GILBERT

In accordance with the requirements of Indiana Code, 27-1-9, Investors Life Insurance Company of Indiana, a stock life insurance company organized under the laws of the State of Indiana ("Investors-IN") and InterContinental Life Insurance Company, a stock life insurance company organized under the laws of the State of Indiana ("ILIC") do hereby adopt these Articles of Merger and certify that:

**Article I**  
Surviving Corporation

The surviving corporation in the merger is InterContinental Life Insurance Company, and the name of the surviving corporation has been changed to Investors Life Insurance Company of Indiana as a result of the merger. The surviving corporation is an Indiana-domiciled stock life insurance company existing under Title 27 of the Indiana Code.

**Article II**  
Merging Corporation

The name of the corporation merging with and into ILIC is Investors-IN, an Indiana stock life insurance company. The separate corporate existence of Investors-IN shall cease upon the effectiveness of the merger.

**Article III**  
Plan and Agreement of Merger

The Plan and Agreement of Merger providing for the merger of Investors-IN with and into ILIC, which sets forth the information required by Indiana Code, 27-1-9-3, is attached hereto as

Exhibit A and made a part hereof (the "Plan and Agreement of Merger").

#### Article IV

##### Manner of Adoption and Vote of Surviving Corporation

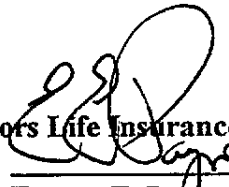
- a. The Board of Directors of ILIC, at a meeting held on September 3, 1997, adopted, by unanimous vote, resolutions approving the Plan and Agreement of Merger;
- b. The sole shareholder of ILIC, Investors Life Insurance Company of North America, adopted resolutions approving the Plan and Agreement of Merger, on September 8, 1997;
- c. The Board of Directors of ILIC, by unanimous written consent, reapproved the Plan and Agreement of Merger, on October 10, 1997.

#### Article V

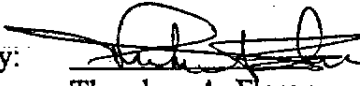
##### Manner of Adoption and Vote of Merging Corporation

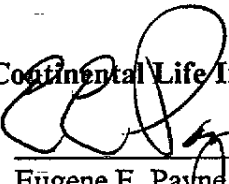
- a. The Board of Directors of Investors-IN, at a meeting held on September 3, 1997, adopted, by unanimous vote, resolutions approving the Plan and Agreement of Merger;
- b. The sole shareholder of Investors-IN, Investors Life Insurance Company of North America, adopted resolutions approving the Plan and Agreement of Merger, on September 8, 1997;
- c. The Board of Directors of Investors-IN, at a meeting held on October 10, 1997, reapproved the Plan and Agreement of Merger.

IN WITNESS WHEREOF, the respective authorized officers of each of the merging corporations have executed this Articles of Merger as of the 16th day of December, 1997.

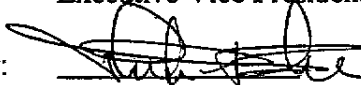
  
**Investors Life Insurance Company of Indiana**  
By: \_\_\_\_\_  
Eugene E. Payne  
Executive Vice President

Seal

  
By: \_\_\_\_\_  
Theodore A. Fleron  
Assistant Secretary

  
**InterContinental Life Insurance Company**  
By: \_\_\_\_\_  
Eugene E. Payne  
Executive Vice President

Seal

  
By: \_\_\_\_\_  
Theodore A. Fleron  
Assistant Secretary

Acknowledgments

State of Texas )  
 )  
County of Travis )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Eugene E. Payne , an Executive Vice President of InterContinental Life Insurance Company, and Theodore A. Fleron , an Assistant Secretary of InterContinental Life Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Merger for and on behalf of InterContinental Life Insurance Company, and attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 16th day of December, 1997.

*Kellye S. Seekatz*  
Notary Public

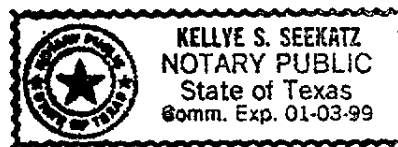


State of Texas )  
 )  
County of Travis )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Eugene E. Payne, an Executive Vice President of Investors Life Insurance Company of Indiana, and Theodore A. Fleron, an Assistant Secretary of Investors Life Insurance Company of Indiana, personally appeared before me, acknowledged execution of the foregoing Certificate and Articles of Merger for and on behalf of Investors Life Insurance Company of Indiana, and attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 16th day of December, 1997.

*Kellye S. Seekatz*  
Notary Public



This instrument was prepared by Theodore A. Fleron, 701 Brazos Street, Austin, Texas 78701.

**PLAN AND AGREEMENT OF MERGER**  
**BETWEEN**  
**INTERCONTINENTAL LIFE INSURANCE COMPANY**  
**AND**  
**INVESTORS LIFE INSURANCE COMPANY OF INDIANA**

This PLAN AND AGREEMENT OF MERGER (the "Agreement") is dated this 16th day of December, 1997, by and between InterContinental Life Insurance Company, an Indiana domiciled life insurance company (hereinafter "ILIC" or the "Surviving Company") and Investors Life Insurance Company of Indiana, an Indiana domiciled life insurance company (hereinafter "Investors-IN" or the "Merging Company"), in accordance with Section 27-1-9-3 of the Indiana Code.

**RECITALS**

- A. Investors-IN is a duly organized and validly existing insurance company under the Indiana Insurance Law and is in good standing under the laws of the State of Indiana. Investors-IN is a direct, wholly-owned subsidiary of Investors Life Insurance Company of North America ("Investors-NA"), a life insurer organized under the laws of the State of Washington and an indirect, wholly-owned subsidiary of InterContinental Life Corporation ("ILCO").
- B. ILIC is a duly organized and validly existing insurance company under the Indiana Insurance Law and is in good standing under the laws of the State of Indiana. ILIC is a wholly-owned subsidiary of Investors-NA and an indirect, wholly-owned subsidiary of ILCO. Effective December 15, 1997, ILIC was redomesticated from the State of New Jersey to the State of Indiana.
- C. The Boards of Directors of Investors-IN and ILIC have each determined that it is desirable and in the best interests of their respective sole shareholders that Investors-IN be merged with and into ILIC (the "Merger") in accordance with the terms and conditions set forth in this Plan and Agreement of Merger and pursuant to the provisions of the laws of the State of Indiana.

- D. This Plan and Agreement of Merger and the Merger have been authorized and approved by the respective sole shareholders of each of Investors-IN and ILIC.
- E. Reapprovals of each of the Merger and the Plan and Agreement of Merger has been granted by the Boards of Directors of Investors-IN and ILIC after the expiration of a period of thirty (30) days following the adoption of the Plan and Agreement of Merger by the sole shareholders of Investors-IN and ILIC, in accordance with the provisions of Section 27-1-9-3(e) of the Indiana Code.
- F. No director, officer, agent or employee of Investors-IN or ILIC has received or will receive any fee, commission, compensation or other valuable consideration for aiding, promoting or assisting the Merger.

NOW, THEREFORE, ILIC and Investors-IN, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger and the mode of carrying it into effect, as follows:

## **ARTICLE I**

### **MERGER AND SURVIVING CORPORATION**

- 1.1 At the Effective Time, as defined in Section 4.1 below, Investors-IN shall be merged into and with ILIC. The Surviving Company shall be ILIC. As of the Effective Time the name of the ILIC shall be changed to Investors Life Insurance Company of Indiana.
- 1.2 The Merger shall occur pursuant to the provisions of Indiana Insurance Laws, Chapter 9, Sections 27-1-9-1 to 27-1-9-15.

## **ARTICLE II**

### **TERMS, CONDITIONS AND MODE OF MERGER**

- 2.1 Except for the change in the name of the Surviving Company from InterContinental Life Insurance Company to Investors Life Insurance Company of Indiana, the Articles of Incorporation and Bylaws of the Surviving Company shall not be amended by this Merger and shall remain in effect unchanged until those Articles of Incorporation or Bylaws may be amended in accordance with the laws of the State of Indiana.

- 2.2. The directors and officers of the Merging Company at the Effective Time shall be the directors and officers of the Surviving Company until their respective successors shall have been elected and qualified as provided by the Bylaws of the Surviving Company and the laws of the State of Indiana.
- 2.3. At the Effective Time, the separate existence of the Merging Company shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, choses in action, and other assets of every kind and description of the Merging Company at the Effective Time shall, to the extent permitted by law, transfer to, vest in and devolve upon the Surviving Company without further act or deed.
- 2.4. All rights of creditors, including but not limited to insurance policyholders, and all liens upon the property of the Surviving Company and the Merging Company shall be preserved unimpaired, notwithstanding the Merger, and from and after the Effective Time all debts, liabilities and duties of the Merging Company shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company.

### **ARTICLE III**

#### **TREATMENT OF SHARES**

- 3.1. At the Effective Time, all of the issued and outstanding shares of the capital stock of Investors-IN, consisting of 303,000 shares of common stock, par value of \$8.50 per share, shall be retired, canceled and extinguished.

### **ARTICLE IV**

#### **EFFECTIVE TIME**

- 4.1. This Merger shall become effective (the "Effective Time") upon the filing of all required documents with the Indiana Secretary of State, provided that such documents shall not be filed until approval of this Merger by the Indiana Department of Insurance.

## **ARTICLE V**

### **POWER OF ATTORNEY**

- 5.1 In accordance with the provisions of Section 27-1-9-12(b) of the Indiana Code, as of the Effective Time, ILIC hereby appoints the Indiana Commissioner of Insurance and his or her successors in office as the attorney-in-fact or agent of ILIC to accept service of process in any proceeding to enforce any obligation of the Surviving Company (including any obligations of Investors-IN), and service on the Indiana Commissioner of Insurance shall be deemed sufficient service on the Surviving Company, This power of attorney shall be irrevocable so long as the Surviving Company has outstanding in the State of Indiana any contracts of insurance or any other obligation whatsoever.

## **ARTICLE VI**

### **TERMINATION**

- 6.1 Subject to applicable law, this Plan and Agreement of Merger may be amended, modified, supplemented or abandoned by mutual consent of the respective Boards of Directors of Investors-IN and ILIC before or after approval hereof by the respective sole shareholder of Investors-IN or ILIC.

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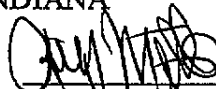
**ARTICLE VII**  
**GOVERNING LAW**

7.1. THIS PLAN AND AGREEMENT OF MERGER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF INDIANA.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers on this 16th day of December, 1997.

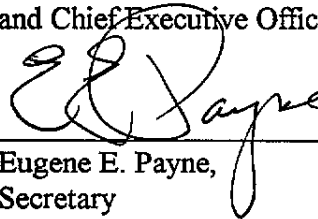
INVESTORS LIFE INSURANCE COMPANY  
OF INDIANA

By:



Roy F. Mitte,  
Chairman of the Board, President  
and Chief Executive Officer

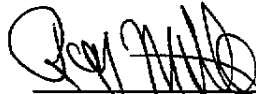
By:



Eugene E. Payne,  
Secretary

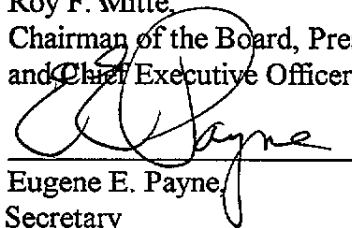
INTERCONTINENTAL LIFE INSURANCE COMPANY

By:



Roy F. Mitte,  
Chairman of the Board, President  
and Chief Executive Officer

By:



Eugene E. Payne,  
Secretary

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF MERGER

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office for filing duplicate copies of Articles of Merger, merging

INVESTORS LIFE INSURANCE COMPANY OF INDIANA  
non-survivor, an Indiana corporation

with and into

INTERCONTINENTAL LIFE INSURANCE COMPANY  
survivor, an Indiana corporation

The name of the corporation following the merger is

INVESTORS LIFE INSURANCE COMPANY OF INDIANA  
an Indiana corporation

Said Articles of Merger, having been prepared and signed in accordance with the Indiana Business Corporation Law.

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, Sue Anne Gilroy, hereby certify that said Articles of Merger have this day been filed in this office. The effective date of the merger is the twenty-second day of December, 1997.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-second day of December, 1997.

  
Deputy



STATE OF INDIANA  
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the  
Twenty-two page document(s)  
as filed in this office.

DATED

2/11/98

Lee Anne Hilkey  
Secretary of State

BY

Patlock

This Certification Stamp replaces our previous Certification System.