

825413

NYEMASTER, GOODE, VOIGTS, WEST,
HANSELL & O'BRIEN

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

L.R. VOIGTS
DREW R. TILLOTSON
JAMES B. WEST
EDGAR F. HANSELL
W. DON BRITTIN, JR.
R. CRAIG SHIVES
DON MUYSKENS
ROGER L. FERRIS
LAWRENCE E. MYERS
KEITH E. LUCHTEL
GERALD J. NEWBROUGH
ROBERT A. VANORSDEL
RICHARD J. SAPP
G.R. NEUMANN
JAMES R. MUMFORD
RUSSELL E. SCHRAGE
THOMAS M. ZUREK
CARLTON T. KING

GREGORY P. PAGE
RANDALL G. HORSTMANN
JAY EATON
BURNS MOSSMAN
PHYLLIS E. PEARSON
BRADFORD L. AUSTIN
SARA J. SERSLAND
HAYWARD L. DRAPER
JAMES E. GRITZNER
MICHAEL W. THRALL
MARK C. DICKINSON
GREGORY B. WILCOX
JOHN F. LORENTZEN
STEVEN J. ROY
FRANK B. HARTY
JAMES C. WINE
BRUCE W. BAKER
THOMAS W. FOLEY

STEVEN H. LYTLE
TERRY C. HANCOCK
ANTHONY A. LONGNECKER
JOHN E. LANDESS
JOSEPH A. QUINN
WADE H. SCHUT
MARK D. ALJETS
G. THOMAS SULLIVAN
JOAN FLETCHER
THOMAS H. WALTON
WILLARD L. BOYD III
LISETTE SELL
HALLIE E. STILL-CARIS
JOHN W. WETHERELL
NORBERT W. KAUT
ANDRE H. MERRETT
DARCI L. FRAHM
JASON P. THEIN

JOHN B. TUFFNELL
JILL M. STEVENSON
ANGEL A. WEST
KATHRYN V. ATKINSON

OF COUNSEL
D.J. GOODE
SAMUEL G. O'BRIEN
JOHN J. McLAUGHLIN
FRANK B. COMFORT
LUTHER L. HILL, JR.

RAY NYEMASTER
(1914-1995)

98 MAY 5 AM 11:20 FILED
700 WALNUT, SUITE 1600
DES MOINES, IOWA 50309-3899
(515) 283-3100
FACSIMILE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(515) 283-3108
WRITER'S DIRECT DIAL NUMBER
(515) 283-8160

May 1, 1998

VIA UPS NEXT DAY AIR

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002510577--9
-05/05/98--01033--006
*****43.75 *****43.75

Re: Continental Western Life Insurance Company
(n/k/a EquiTrust Life Insurance Company)
Reference No.: 825413

Dear Sir or Madam:

Continental Western Life Insurance Company amended its Articles of Incorporation on December 31, 1997 to change its name to EquiTrust Life Insurance Company. Enclosed are the following documents necessary for you to reflect the change on your records:

1. Application By Foreign Profit Corporation to File Amendment to Application For Authorization to Transact Business in Florida.
2. A certified copy of the Amended Articles of Incorporation showing filing with the Iowa Secretary of State.
3. A check in the amount of \$43.75 has previously been sent to your office, therefore I do not enclose an additional one.

N/C

VS MAY 13 1998

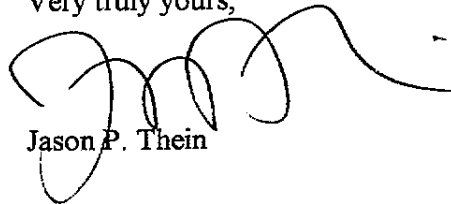
Florida Department of State
May 1, 1998
Page 2

Finally, should you have any comments or questions, you can contact me directly. Otherwise, if you desire to contact the company please contact Ms. Constance F. Steen at:

Farm Bureau Financial Services
5400 University Avenue
West Des Moines, Iowa 50266-5997
(515) 225-5400

Once the name change has been made on your records, please send me a Certificate of Status showing the change. The fee for the Certificate is included in the check listed as item 3 above. Thank you in advance for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jason P. Thein', with a long, sweeping horizontal line extending to the right.

Jason P. Thein

JPT/drg
Enclosures
cc: David McNeill
L:\JPTAEQUITRUS\FL-DPT.WPD

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

98 MAY -5 AM 11:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Continental Western Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa Incorporated under laws of
3. _____ Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/97
5. EquiTrust Life Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Edward M. Wiederstein
Signature

April 30, 1998
Date

Edward M. Wiederstein
Typed or printed name

President
Title

A 14375

AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION
OF
CONTINENTAL WESTERN LIFE INSURANCE COMPANY

RECEIVED
JUN 25 11 2 46
IOWA STATE

Article I
NAME AND ADDRESS OF COMPANY

The name of the Company is Continental Western Life Insurance Company and its principal place of business is 11201 Douglas Avenue, Urbandale, Polk County, Iowa.

Article II
DURATION

The period of its duration is perpetual, unless sooner dissolved. The Corporation commenced business June 3, 1966 and was incorporated under the laws of the State of Iowa on said date.

Article III
PURPOSE

The purpose which it is authorized to pursue is, or includes the transactions of any and all lawful business for which the Corporation may be incorporated and authorized to do business pursuant to Chapters 491, 506, 507, 508, 509, 511 and 515 of the 1975 Code of Iowa.

Article IV
CAPITALIZATION

The aggregate number of shares which the Corporation has authority to issue is 2,000 shares, par value \$750 per share.

Article V
DIRECTORS

The governing body of the Company is the Board of Directors, elected annually by the shareholders. The number of Directors is required to be at least five, the maximum to be fixed by the Bylaws. The Directors need not own shares of the Company. The Board of Directors may make and amend the Bylaws of the Company.

Article VI
PROPORTIONATE REPRESENTATION

The holder or holders, if any, jointly or severally, of not less than one-fifth but less than a majority of the shares of the capital stock of the corporation shall be entitled to nominate and to be elected, directors by whom its affairs are conducted. In the event such nomination shall be made, there shall be elected, to the extent that the total number to be elected is divisible, such proportionate number from the persons so nominated as the shares of stock held by persons making such nominations bear to the whole number of shares issued; provided the holder or holders of the minority shares of stock shall only be entitled to one fifth (disregarding fractions) of the total number of directors to be elected for each one-fifth of the entire capital stock of the corporation so held by them; and provided further, that this article shall not be construed to prevent the holders of a majority of the stock of the corporation from electing the majority of its directors. Vacancies occurring from time to time shall be filled so as to preserve and secure to such minority, if any, and majority stockholders proportionate representation as above prescribed.

Article VII
PRIVATE PROPERTY AND INDEMNITY

The private property of the shareholders is exempt from corporate debts. Any Director, Officer or Employee of the Company who is made a party to any civil or criminal action by reason of his position with the Company will be indemnified by the Company against the reasonable expenses, attorney's fees and amounts paid on judgment or settlement of such suit unless he is adjudged in such suit to be guilty of bad faith, gross negligence or reckless disregard of the duties of his position. A plea of *nolo contendere* or its equivalent will not create the presumption that he is guilty of improper conduct.

Article VIII
AMENDMENT

These Articles may be amended at any meeting of shareholders by the affirmative vote of a majority of the shareholders present, in person or by proxy.

Article IX
FORMER ARTICLES SUPERSEDED
and substituted

These Amended/ Articles of Incorporation:

- (1) set forth the provisions of the Articles of Incorporation of the corporation as heretofore amended;
- (2) have been duly adopted as required by law;
- (3) supersede the original Articles of Incorporation of the corporation and all amendments thereto.

Dated May 24th, 19 76.

Continental Western Life Insurance Company

By Vinton S. Nutt
Its President

and Conroy A. Ashten
Its Secretary

STATE OF Iowa)
COUNTY OF Des Moines) ss.

On this 24th day of May, 19 76, before me, a Notary Public in and for said County, personally appeared Vinton S. Nutt, to me personally known, who being by me duly sworn, did say that he is the President of said Corporation, that no seal has been procured by the said Corporation and that said instrument was signed on behalf of the said Corporation by authority of its Board of Directors, and the said President acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation by it voluntarily executed.



Vinton S. Nutt
PRESIDENT

Pauline L. Fisher
Notary Public in and for the State of
Iowa

Certification

As Assistant Secretary of Continental Western Life Insurance Company, I hereby certify that the foregoing is a true and correct copy of the Amended and Substituted Articles of Incorporation of Continental Western Life Insurance Company adopted at a special stockholder meeting of the Company held in Salt Lake City, Utah on Wednesday, May 19, 1976 and that all of the stock of the Company was represented at the meeting and was voted in favor of adopting the Amended and Substituted Articles of Incorporation.

Date

May 24, 1976

Phyllis H. Stecher
Assistant Secretary

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment to the Articles of Incorporation of Continental Western Life Insurance Company, having been submitted to us for examination, and found to be in accordance with the provisions of the 1973 Code of Iowa as amended, the laws of the United States, and the Constitution and laws of the State of Iowa, are hereby approved this 25. day of May, 1976.

Herbert W. Anderson

Herbert W. Anderson
Deputy Commissioner of
Insurance of the State
of Iowa

Willie D. Hoge

Assistant Attorney
General of the State
of Iowa

OFFICE OF THE SECRETARY OF STATE			
Des Moines, Iowa			
Filed at	nt recorded in Book <u>D-31</u>	Page <u>264</u>	May <u>25</u> , 19 <u>76</u>
Expires	<u>Perpetual</u>	Cert. No. <u>80883</u>	Ac. No.
Filed by	<u>Continental Western Life Insurance Company</u>	<u>Des Moines, Iowa</u>	Secretary of State
Filing Fee	<u>1.00</u>	Recording Fee <u>2.50</u>	<u>90322</u>

A139377

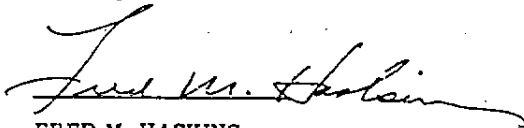
APR 7 1981

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment to the Amended Substituted Articles of Incorporation of Continental Western Life Insurance Company are approved as being in accordance with Title XX of the Iowa Code, the laws of the United States, and the Constitution and laws of the state.

Dated this 26th day of March, 1981.

THOMAS J. MILLER
Attorney General



BY: FRED M. HASKINS
Assistant Attorney General

APPROVED



MARCH 6 1981

DEWEY F. MOORE
DEPUTY ATTORNEY GENERAL
INSURANCE DEPARTMENT OF IOWA

FIRST
ARTICLES OF AMENDMENT
TO THE AMENDED SUBSTITUTED
ARTICLES OF INCORPORATION
OF
CONTINENTAL WESTERN LIFE INSURANCE COMPANY

APR 7 1981
SEC
OF

TO: The Secretary of State of the State of Iowa

Pursuant to the provisions of Title XIX of Chapter 491 of the 1973 Code of Iowa, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation (as filed with your office May 25, 1976).

1. The following Amendment to the amended and substituted Articles of Incorporation were adopted by the shareholders of the corporation on March 18, 1981, in the manner provided by said Chapter 491:

ARTICLE I

NAME AND ADDRESS OF COMPANY

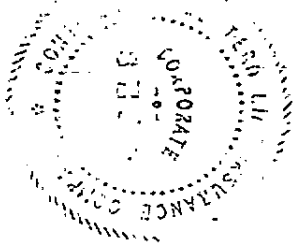
The name of the Company is Continental Western Life Insurance Company and its principal place of business is in the Continental Plaza, North of I-80 and Exit 121, Dallas County, Iowa. P.O. Box 65770 West Des Moines, Ia 50265

2. The number of shares of the corporation outstanding and entitled to vote thereon at the time of adoption was 1,747. None were entitled to vote as a class.

3. The number of shares present at said meeting and constituting a quorum was 1,747, and the number of shares voting for said Amendment was 1,747; the number voting against was NONE.

Dated March 18, 1981.

CONTINENTAL WESTERN LIFE INSURANCE
COMPANY



By Vilston S. Nutt
VILSTON S. NUTT, PRESIDENT

By Valerie Davenport
VALERIE DAVENPORT, ASST. SECRETARY

STATE OF IOWA)
) SS
COUNTY OF Polk)

On this 20 day of March, 1981, before me a Notary Public in and for said County, personally appeared Vinton S. Nutt and Valerie Davenport to me personally known, who, being by me duly sworn, did say that they are the President and Assistant Secretary of the corporation executing the within and foregoing instrument; that these Articles of Amendment were signed on behalf of the corporation by authority of its Board of Directors and stockholders, and they acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.



Linda L. Shell
Notary Public in and for Polk
County, Iowa.

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment to the Articles of Incorporation of Continental Western Life Insurance Company, having been submitted to us for examination, and found to be in accordance with the provisions of the 1973 Code of Iowa as amended, the laws of the United States, and the Constitution and laws of the State of Iowa, are hereby approved this ___ day of _____, 1981.

Commissioner of Insurance of
the State of Iowa

Deputy Commissioner of Insurance

Attorney General of the State
of Iowa

Assistant Attorney General
of the State of Iowa

OFFICE OF THE CLERK OF SUPERIOR COURT
This instrument recorded in B-38 255 April 7 1981
Expires Perpetual 40640 Receipt No.
Filed By Continental Western Life Insurance Co. Polk County Iowa
Filing Fee 1.00 Recording Fee 1.50 Mary Jane O'Neil Secretary of State



ELAINE BAXTER
Secretary of State
State of Iowa

IOWA 1990 ANNUAL REPORT
for an
IOWA CORPORATION

Required by Iowa Code chapter 490

NOTICE

The 1991 annual report will be mailed to the registered agent at the registered office.

1. Corporation Name
4910-D-I-069709
CONTINENTAL WESTERN LIFE INSURANCE COMPANY
CONTINENTAL PLAZA, PO BOX 65770
WEST DES MOINES IA 50265

Change of Registered Agent or Office
The corporation applies to change its registered agent or office:
a. The name of the corporation is stated in item one of this annual report.
b. The name and address of the current registered agent and registered office are as stated in item two of this annual report.

2. Registered Agent and Registered Office in Iowa
CONTINENTAL PLAZA, PO BOX 65770
WEST DES MOINES IA 50265

ELAINE BAXTER
Secretary of State
FILED
Statement of Change
Date: 02-27-1990
Time: 16:30
Rec. # R144282

c. After any change is made, the address of the registered office and the business address of the registered agent will be identical.
d. The new registered agent is:
Valerie Davenport
e. The street address of the new registered office in Iowa is:

3. Address of the Principal Office of the Corporation

Continental Plaza, I-80 & Exit 121
P. O. Box 65770
West Des Moines, Iowa 50265-0770

Continental Plaza, PO Box
(Street Address) 65770
West Des Moines, Iowa
(City, State, Zip Code) 50265-0770
Valerie Davenport
Signature

4. Stock Authorized and Issued

	Shares	Class	Series (if any)
A. AUTHORIZED SHARES (May be found in Articles of Incorporation)	N/A		
B. SHARES ISSUED & OUTSTANDING (May be found in corporate records)	1,747		

Asst. Secretary/Treasurer
Title
(This form may be signed by any person authorized to sign the annual report.)
TO BE COMPLETED IF THE REGISTERED AGENT HAS CHANGED
I hereby consent to be appointed registered agent for the corporation named on this annual report:
Valerie Davenport
Signature of new registered agent

5. Does the corporation own agricultural land in Iowa?
 YES NO

If yes, you must state number of acres here.
23.05

6. Is the corporation a "family farm corporation?"
 YES NO

7. Filing fee is enclosed \$30.00

8. SIGNED: Valerie Davenport Asst. Secretary/Treasurer | 515-224-1818
Signature and Title
Report must be signed by a person authorized by the board of directors to sign the report.

Make checks payable to:
SECRETARY OF STATE
Hoover Building
Des Moines, Iowa 50319
515/281-5204

ALL ITEMS MUST BE COMPLETED — READ INSTRUCTIONS ON REVERSE

Return this report to the Secretary of State postmarked no later than **March 31, 1990.**

0228900756X.W00210047NR SDS 530

AR-1 822-0-03

69709 \$50.00
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONTINENTAL WESTERN LIFE INSURANCE COMPANY

Article I

NAME AND ADDRESS OF COMPANY

The name of the Corporation is Continental Western Life Insurance Company and its principal place of business is Continental Plaza, 1601 - 74th Street, West Des Moines, Iowa 50265.

Article II

DURATION

The period of its duration is perpetual.

Article III

PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity within the purposes for which insurance corporations may be organized under the provisions of Chapters 490 and 508 and any predecessor statutes of the Iowa Code.

Article IV

CAPITALIZATION

The aggregate number of shares which the Corporation has authority to issue is 2,500, par value \$1,500 per share.

Article V

DIRECTORS

The governing body of the Corporation is the Board of Directors, elected annually by the shareholders. The number of Directors is required to be at least five, the maximum to be fixed by the By-laws. The Directors need not own shares of the Corporation. Their terms and the manner of their election shall be as provided in the By-laws. The Board of Directors may make and amend the By-laws of the Corporation.

Article VI

STOCK PLAN

The Corporation shall operate on the Stock Plan.

10039412321.BA 12212MEN S05

Article VII

INDEMNITY

Any Director, Officer or Employee of the Corporation who is made a party to any civil or criminal action by reason of his position with the Corporation may be indemnified by the Corporation to the extent permitted by law.

Article VIII

FISCAL YEAR

The Corporation's fiscal year shall begin on January 1 of each year and end on December 31 of each year.

Article IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is Continental Plaza, 1601 - 74th Street, West Des Moines, Iowa, 50265, and the name of its registered agent at such address is Valerie Davenport.

Article X

AMENDMENT

These Articles may be amended at any meeting of shareholders by the affirmative vote of a majority of the shareholders present, in person or by proxy.

These restated Articles of Incorporation were approved to be effective August 21, 1994 by the shareholders of Continental Western Life Insurance Company on August 21, 1994, and supersede the Corporation's Original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed on behalf of Continental Western Life Insurance Company.

Dated this 21st day of August, 1994.

By: 

Ken H. Evason, President

By: 

Guy R. Montag, Secretary

69709 RECEIVED

ARTICLES OF AMENDMENT
OF
CONTINENTAL WESTERN LIFE INSURANCE COMPANY

DEC 31 1997

SECRETARY OF STATE

SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment to the corporation's Articles of Incorporation.

- 1. The name of the corporation is Continental Western Life Insurance Company.
- 2. The text of the amendment to the Articles of Incorporation affected hereby is as follows:

Article I of the Articles of Incorporation is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

Article I

NAME AND ADDRESS OF COMPANY

The name of the Corporation is EquiTrust Life Insurance Company and its principal place of business is 5400 University Avenue, West Des Moines, Iowa 50266.

Article IX of the Articles of Incorporation is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

Article IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 5400 University Avenue, West Des Moines, Iowa 50266, and the name of its registered agent at such address is Stephen M. Morain, General Counsel.

- 3. The date of adoption of this amendment was December 31, 1997.
- 4. The amendment was approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled

to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting is as follows:

<u>Designation of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled to be Cast</u>	<u>Votes Represented at Meeting</u>
Common Stock	2,000	2,000	2,000

5. The total number of votes cast for and against the amendment was as follows:

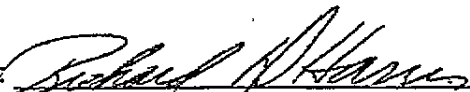
<u>Votes For</u>	<u>Votes Against</u>
2,000	0

6. The number of votes cast for the amendment was sufficient for approval.

7. The effective date and time of this document is the 31st day of December, 1997 at 11:30 a.m.

**CONTINENTAL WESTERN LIFE
INSURANCE COMPANY**

Dated: December 31, 1997

By: 
Richard D. Harris, Senior Vice President
and Secretary-Treasurer

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

RECEIVED

DEC 31 1997

SECRETARY OF STATE

Pursuant to provisions of the Iowa Code, the undersigned approves the Articles of Amendment (adopted December 31, 1997) to the Articles of Incorporation for Continental Western Life Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

-THOMAS J. MILLER
Attorney General of Iowa

12-31-97

Date

By:

Scott M. Galenbeck

SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Articles of Amendment (adopted December 31, 1997) to the Articles of Incorporation for Continental Western Life Insurance Company.

STATE OF IOWA DEPARTMENT OF REVENUE	THHERESE M. VAUGHAN Commissioner of Insurance
12-31-97	<i>Robert L. Howe</i>
Date	By: ROBERT L. HOWE Deputy Commissioner of Insurance
FILED IOWA SECRETARY OF STATE	

12-31-1997

2:39 PM

W168252



0310



STATE OF IOWA
Secretary of State Office

5580

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 25th day of May 1976 to and including the date below.

DATED 7 January 1998

[Signature]
Secretary of State

BY: [Signature]
14 Pages