

025413

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

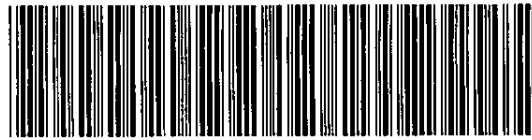
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100257132301

RECEIVED
DEPARTMENT OF STATE
14 APR 24 PM 4:26

RECEIVED
DEPARTMENT OF STATE
FILING OFFICE
14 APR 24 AM 10:11

FILED

Amend.
04/29/14
DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 28, 2014

CSC
ATTN: SUSIE KNIGHT

SUBJECT: EQUITRUST LIFE INSURANCE COMPANY
Ref. Number: 825413

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE PROVIDE A CERTIFICATE FROM THE STATE OF ILLINOIS EVIDENCING THAT THE STATE OF ILLINOIS DOES HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF AN IOWA CORPORATION TO AN ILLINOIS CORPORATION WAS FILED FOR EQUITRUST LIFE INSURANCE COMPANY AND THEN THE DATE IT WAS FILED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 914A00008995



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 106018 7652832

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 35.00

ORDER DATE : April 24, 2014

ORDER TIME : 3:32 PM

ORDER NO. : 106018-005

CUSTOMER NO: 7652832

FOREIGN FILINGS

NAME: EQUITRUST LIFE INSURANCE
COMPANY

- CORPORATE
- LIMITED PARTNERSHIP
- LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT#

EXAMINER: _____

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)

825413

(Document number of corporation (if known))

1. EquiTrust Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Iowa (Incorporated under laws of) 3. November 24, 1970
(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? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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:

Illinois
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated?

FILED
14 APR 24 AM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary
James L. Foorman
(Typed or printed name of person signing)

Secretary
(Title of person signing)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: APR 28 2014

Andrew Boron

Director of Insurance

**ARTICLES OF REORGANIZATION
OF
EQUITRUST LIFE INSURANCE COMPANY**

ARTICLE I

NAME AND ADDRESS OF COMPANY

The name of the Corporation is EquiTrust Life Insurance Company and its principal place of business is Chicago, Illinois, 60606

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 purpose for which insurance corporations may be organized under the provision of Article 2, § 215 ILCS 5/4, Sec. 4, Class 1. (a) Life, and any predecessor statutes of the Illinois Insurance 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, and at least 2,000 shall be issued.

ARTICLE V

DIRECTORS

The governing body of the Corporation is the Board of Directors, elected annually by the shareholders, and shall be composed of not less than 3 nor more than 21 natural persons who are shareholders, except where the Company is a wholly owned subsidiary, and who are at least 18 years of age and at least 3 of whom are residents and citizens of this State. The exact number of directors within the minimum and maximum required by Illinois Law shall be fixed by the By-laws. Their terms and the manner of their election shall be as provide in the By-laws. The Board of Directors may make and amend the By-laws of the Corporation.

ARTICLE VI

INDEMNITY

The Corporation shall indemnify a director or officer for liability to the fullest extent permitted by the Illinois Insurance Code, 215 ILCS 5/10 (7) (a) through (h), for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of financial benefit by a director or officer to which the director officer is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Illinois Insurance Code is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholder of the Corporation shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE VII

FISCAL YEAR

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

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation shall be the same as its principal place of business in Chicago, Illinois, 60606.

ARTICLE IX

AMENDMENT

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

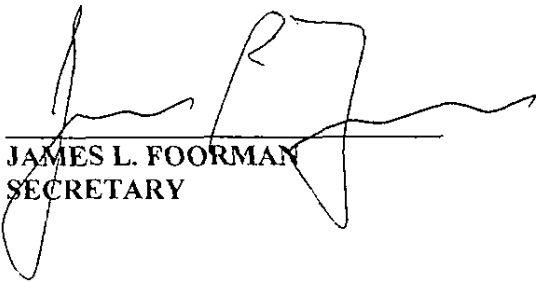
These Articles of Reorganization were duly approved to be effective upon approval in accordance with 215 ILCS 5/181, by the sole shareholder of EquiTrust Life Insurance Company on August 19, 2013 and supersede all prior Articles of Incorporation. These Articles of

Reorganization consolidate and supersede all prior amendments to the original Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Reorganization are executed on behalf of EquiTrust Life Insurance Company.

Dated this 20th day of August, 2013.

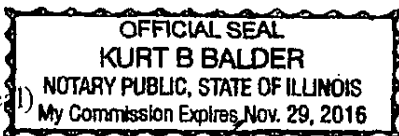
By: 
Name: **DAVID L. KORMAN**
Title: **PRESIDENT**


By: 
Name: **JAMES L. FOORMAN**
Title: **SECRETARY**

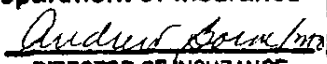
State of Illinois

County of COOK

This instrument was acknowledged before me on August20, 2013, by David L. Korman and James L. Foorman, the President and Secretary of EquiTrust Life Insurance Company.

(seal) 


signature of notary public

Approved 8/29/13
State of Illinois
Department of Insurance
By 
DIRECTOR OF INSURANCE

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF EQUITRUST LIFE INSURANCE COMPANY
EQUITRUST HOLDINGS, LLC
DATED AUGUST 19, 2013**

Pursuant to the Iowa Code and the By-laws of this corporation, it is deemed desirable and in the best interests of EQUITRUST LIFE INSURANCE COMPANY (the "Corporation") that the following actions be taken by the sole shareholder of this Corporation pursuant to written consent:

Whereas the Corporation is presently incorporated in Iowa pursuant to the provisions of Chapters 490 and 508 of the Iowa Code.

Whereas the President and Officers believe that it is in the best interests of the Corporation to redomesticate its corporate domicile from Iowa to Illinois.

Whereas a proposal was brought to the sole shareholder, which would enable the Corporation to redomesticate its corporate domicile from Iowa to Illinois.

Whereas the sole shareholder has carefully considered the proposal and recommendation of its President and Officers and agree that the redomestication would be in the best interests of the Corporation.

Now, **THEREFORE**, be it resolved that the undersigned sole shareholder of this corporation hereby consents to approve and adopt the following:

RESOLVED, that the redomestication of EQUITRUST LIFE INSURANCE COMPANY from Iowa to Illinois to be in the best interests of the Corporation; and be it further

RESOLVED, that the sole shareholder of the Corporation has reviewed the attached Articles of Reorganization and Amended and Restated By Laws to be filed in Illinois and has approved of the content and authorizes such Articles and By Laws to be filed; and be it further

RESOLVED, that the Corporation shall be bound by all of the relevant terms and provisions of the Illinois Business Corporation Act and Illinois Insurance Code once such reorganization and redomestication is approved; and be it further

RESOLVED, that the President and Secretary of the Corporation hereby are authorized and directed to prepare, execute and deliver, to the extent necessary, any documents that may be required to be filed by the Corporation with any appropriate regulatory agency or governmental body, and to execute and deliver any amendments, additions, deletions and modifications to such documents and consents as the President may deem necessary to carry out the necessary purposes of the resolutions.

RESOLVED FURTHER, that any actions taken by such Officers prior to the date of the foregoing resolutions adopted herein that are within the authority of the Resolutions shall be ratified, confirmed and approved as the acts and deeds of this Corporation.


This written consent shall be filed in the Minute Book of the Corporation and become a part of the records of this Corporation.

FOR EQUITRUST HOLDINGS, LLC

By: 
Jeffrey S. Lange, Chief Executive Officer

8-27-2013
Date

The Secretary of the Corporation certifies that the above is a true and correct copy of the Consent that was duly adopted by the sole shareholder on the date listed above.


Daniel J. Towriss, Corporate Secretary

8/26/13
Date