

# 834489

Qualmed  
Requestor's Name

225 N. main St.  
Address

Pueblo, CO 81003  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 500002561645--4  
-06/16/98-01012-028  
\*\*\*\*\*96.25 \*\*\*\*\*96.25
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 JUN 12 PM 4: 12

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NIC Amend  
 6/17/98

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 15, 1998

QUALMED HEALTH & LIFE INSURANCE COMPANY  
P.O. BOX 115  
PUEBLO, CO 81002

SUBJECT: QUALMED HEALTH & LIFE INSURANCE COMPANY  
Ref. Number: 834489

Please be advised, we have received your document for the above corporation; however, the document **has not been filed** and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

The registered agent must have a street address in Florida.

**TO AVOID THE \$400.00 LATE FEE, PLEASE RETURN THE CORRECTED REPORT TO THIS OFFICE WITHIN 30 DAYS OF THE DATE OF THIS LETTER.**

After the corrections have been made, please return the report to: Division of Corporations, Annual Report Section, P.O. Box 6327, Tallahassee, Florida 32314 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORT SECTION

Letter number: 598A00027349

/gw

**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)**

FILED IN STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN 12 PM 4:12

1. QualMed Health & Life Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Oklahoma 3. 6/9/75  
Incorporated under laws of Date authorized to conduct affairs 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? 3/20/98
5. Foundation Health Systems Life & Health Insurance Company  
Name of corporation after the amendment, adding suffix "corporation" 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 and the date the change was effected.
- No Change \_\_\_\_\_  
New Duration Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- Colorado \_\_\_\_\_  
New Jurisdiction Date June 6, 1994
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.
- No Change

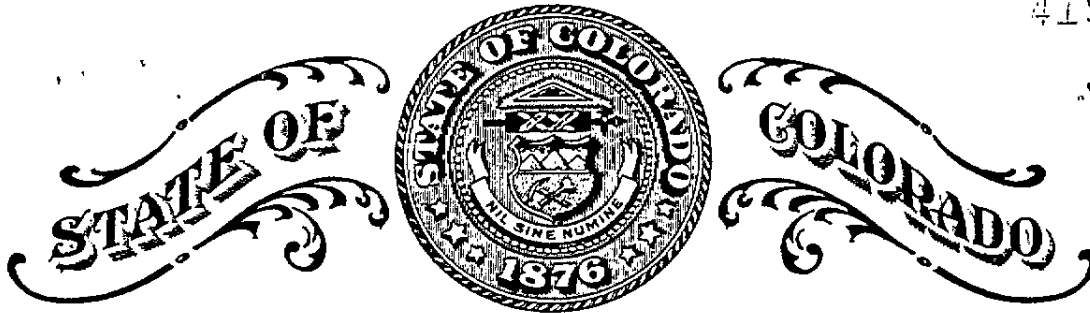
The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Michael B. Tulloss  
Signature

6/9/98  
Date

Michael B. Tulloss  
Typed or printed name

Assistant Secretary  
Title

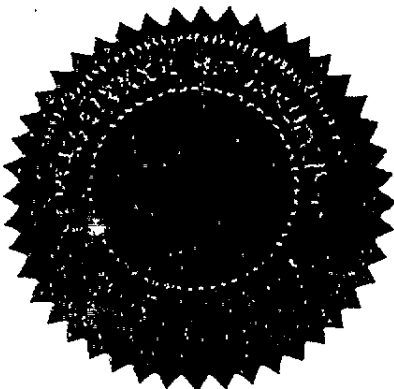


**Division of Insurance**  
 DEPARTMENT OF REGULATORY AGENCIES  
 CERTIFICATE OF AUTHORITY

*This is to Certify that the* Foundation Health Systems Life & Health Insurance  
 Company, organized under the laws of Colorado  
 subject to its Articles of Incorporation or other fundamental  
 organizational documents and in consideration of its compliance  
 with the laws of Colorado, is hereby licensed to transact  
 business as a Life  
 insurance company, for the lines of business designated by the  
 following numerals: (SEE REVERSE SIDE FOR LEGEND)

1 and 4

*as provided by the Insurance Laws of Colorado, as amended,  
 so long as the insurer continues to conform to the authority  
 granted by its Certificate and its corporate articles, or its  
 Certificate is otherwise revoked, cancelled or suspended.*



*In Witness Whereof, I have hereunto  
 set my hand and caused the official  
 seal of my office to be affixed at the  
 City and County of Denver, this 20th  
 day of March, 1998*

*Jack Thayer*  
 \_\_\_\_\_  
 COMMISSIONER OF INSURANCE

LIFE

- 1 General Life
- Specifically Including:
- 4 Accident & Health
- 5 Annuities
- 6 Credit
- 11 Variable Contracts

TITLE

- 17 General Title

CASUALTY

- 27 General Casualty
- Specifically Including:
- 19 Accident & Health
- 24 Fidelity and Surety
- 25 Motor Vehicle
- 26 Workers' Compensation
- 29 Mortgage Guaranty
- 30 Credit
- 33 Professional Malpractice

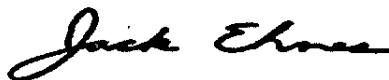
PROPERTY

- 41 General Property
- Specifically Including:
- 43 Crop
- 45 Motor Vehicle

CERTIFICATE OF COPY

I, Jack Ehnes, Commissioner of Insurance of the State of Colorado, do hereby certify that the above is a true and correct copy of the duplicate original Certificate of Authority now on file as a record of this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of office at the City and County of Denver this 10<sup>th</sup> day of April, 1998.



JACK EHNES  
Commissioner of Insurance

APPROVED TOM HILWA  
DIVISION

6/6/94

*Jack Th...*

ARTICLES OF REDOMESTICATION  
OF  
QUALMED HEALTH & LIFE INSURANCE COMPANY

**APPROVED AS TO FORM**  
BY: Stephen G. Small  
ASSISTANT ATTORNEY GENERAL  
DATE: 5/27/94

BY IC 871060045

Pursuant to the provisions of the Colorado Corporation Code and the Colorado Insurance Code, QualMed Health & Life Insurance Company, a corporation duly organized and legally existing under the laws of the State of Washington (the "Corporation"), has caused these Articles of Redomestication to be executed and filed on its behalf in furtherance of its efforts to redomesticate in Colorado pursuant to Section 10-3-125 of the Colorado Insurance Code.

1. The name of the Corporation is QualMed Health & Life Insurance Company.

941066850 \$50.00  
SOS 06-13-94 11:00

2. The Corporation was originally incorporated in Oklahoma on November 19, 1956 as Minnehoma Life Insurance Company. The Corporation was authorized to do business as an insurance company in Oklahoma on November 30, 1956. In 1987, the Corporation was redomesticated from Oklahoma to Washington.

3. The following Articles of Redomestication were unanimously adopted by the Board of Directors and Sole Shareholder of the Corporation on March 31, 1994:

FIRST: The name of the Corporation shall be QualMed Health & Life Insurance Company.

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The purpose of the Corporation shall be to engage in group and individual life and annuity insurance, health, disability and accidental death insurance, and all businesses and activities directly and indirectly related thereto and, in addition, the Corporation shall also be authorized to engage in all such other activities as are lawful pursuant to the laws of the State of Colorado.

FOURTH: The Corporation is being redomesticated because control of the Corporation was acquired by QualMed, Inc., a Delaware corporation with its headquarters in Pueblo, Colorado, and the Corporation's corporate headquarters will be located in Pueblo, Colorado.

FIFTH: The aggregate number of shares which the Corporation shall have the authority to issue is five (5) shares of stock, divided into one (1) class of common stock. Each share shall have a par value of Five Hundred Thousand Dollars (\$500,000) per share, for a total capitalization of Two Million Five Hundred Thousand Dollars (\$2,500,000).

COMPUTER UPDATE COMPLETE  
~~SM~~

SIXTH: The registered office of the Corporation shall be:

The Corporation Company  
1675 Broadway  
Denver, Colorado 80202

SEVENTH: The Board of Directors may from time to time authorize the issuance of shares of the Corporation, whether now or hereafter authorized, without first offering such shares to the shareholders of the Corporation.

EIGHTH: The shareholders of the Corporation shall not have the preemptive right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares of securities carrying stock purchase warrants or privileges.

NINTH: In all elections of directors, each shareholder shall have the right to vote in person or by proxy the number of shares held by the shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

TENTH: The names and addresses of the persons serving as directors of the Corporation are as follows:

Malik M. Hasan, M.D.	225 N. Main Street Pueblo, CO 81003
Darnell Dent	225 N. Main Street Pueblo, CO 81003
E. Keith Hovland	225 N. Main Street Pueblo, CO 81003
Linda Janda	225 N. Main Street Pueblo, CO 81003
Dale T. Berkbigler, M.D.	225 N. Main Street Pueblo, CO 81003

ELEVENTH: The names and addresses of the person serving as officers of the Corporation are as follows:

Malik M. Hasan, M.D.	Chairman of the Board of Directors
	225 N. Main Street Pueblo, CO 81003

Darnell Dent

President and Chief Executive  
Officer

225 N. Main Street  
Pueblo, CO 81003

E. Keith Hovland

Senior Vice President and  
Treasurer

225 N. Main Street  
Pueblo, CO 81003

Brian Neader

Secretary

225 N. Main Street  
Pueblo, CO 81003

TWELFTH: Upon the redomestication, the Corporation accepts and will be subject to the laws of the State of Colorado.

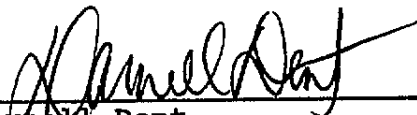
4. The total number of shares outstanding and the total number entitled to vote on the foregoing Articles of Redomestication was Five (5), all of which were voted in favor of the foregoing Articles of Redomestication, and none were voted against.

5. The foregoing Articles of Redomestication do not effect an exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, these Articles of Redomestication are hereby executed on this 20<sup>th</sup> day of April, 1994.



\_\_\_\_\_  
Brian Neader  
Secretary



\_\_\_\_\_  
Darnell Dent  
President



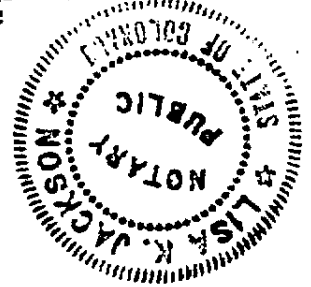
STATE OF COLORADO }  
                                  }  
COUNTY OF PUEBLO }

On this 20<sup>th</sup> day of April, 1994, before me, the undersigned notary public in and for the State of Colorado, personally appeared Darnell Dent and Brian Neader who acknowledged themselves to be the President and Secretary respectively, of QualMed Health & Life Insurance Company, a Washington corporation, being duly authorized to execute the foregoing instrument for the purposes stated therein, and acknowledged the execution of the said foregoing instrument by them subscribed by affixing their hands and seal on the date therein stated.

Lisa K. Jackson  
Notary Public

My Commission Expires:

August 3, 1996



STATE OF WASHINGTON



OFFICE OF  
INSURANCE COMMISSIONER

No. 108649

*I, DEBORAH SENN, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having the custody of original documents.*

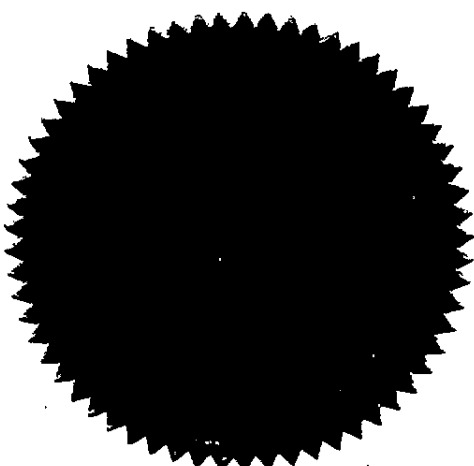
*I FURTHER CERTIFY That QUALMED HEALTH & LIFE INSURANCE COMPANY, Seattle, Washington, was duly organized and incorporated under the laws of the state of Washington and, having complied with all the requirements of said laws, has been authorized since December 13, 1977 to issue policies and transact the business of Life and Disability Insurance as defined in RCW 48.11.020 and 48.11.030 of the Insurance Code of the state of Washington.*

*I FURTHER CERTIFY That as of this date, the Company has \$2,650,000 on deposit in the state of Washington. This deposit is held in trust and safekeeping in the depository bank, U.S. Bank of Washington, Seattle, Washington, under a tripartite agreement by and between the Insurance Commissioner, the Bank, and the Company for the benefit of all policyholders of the Company.*

*AND I FURTHER CERTIFY That the attached are full, true, and accurate copies of the valuation of the outstanding policies of this Company made by their Actuary as of the thirty-first day of December, 1993; the same as the originals filed in the Office of the Insurance Commissioner of the state of Washington.*

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed the official seal of the  
Insurance Commissioner of the State of  
Washington, this 24th day of  
FEBRUARY, 19 94

DEBORAH SENN



By John B. Woodale  
State Insurance Commissioner  
Deputy Commissioner

## EXHIBIT 11 - POLICY AND CONTRACT CLAIMS PART 1 - Liability End of Current Year

	Arbitrary				Group			Accident and Health			
	1 Total	2 Industrial Life	3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts	6 Credit (Life Group and Individuals)	7 Life Insurance	8 Annuities	9 Group	10 Credit (Group and Individuals)	11 Other
<b>1. Not and Receipts:</b>											
a. Direct	551,187								551,187		
b. Reinsurance assumed											
c. Reinsurance ceded											
d. Net	551,187								551,187		
<b>2. In excess of obligations:</b>											
2.1 Reinsured:											
a. Direct											
b. Reinsurance assumed											
c. Reinsurance ceded											
d. Net											
2.2 Other:											
a. Direct											
b. Reinsurance assumed											
c. Reinsurance ceded											
d. Net											
<b>3. Incurred but unreported:</b>											
a. Direct	644,077								644,077		
b. Reinsurance assumed											
c. Reinsurance ceded											
d. Net	644,077								644,077		
<b>4. NETS:</b>											
a. Direct	1,195,264								1,195,264		
b. Reinsurance assumed											
c. Reinsurance ceded											
d. Net	1,195,264								1,195,264		


a. Including unpaid amounts (Net net guaranteed annual pure premiums) unpaid amounts to \$ ..... 0 in Column 3, 3 ..... 0 in Column 7.  
 b. Includes only portion of liability and health claim liabilities applicable to assumed "earned" benefits. Includes (including reinsurance assumed and net of reinsurance credit) for unearned benefits for ordinary life insurance \$ ..... 0, Individual Annuities \$ .....  
 c. Credit Life (Group and Individuals) \$ ..... 0, net from Life \$ ..... 0, net from Life \$ ..... 0, Credit (Group and Individuals) Accident and Health \$ ..... 0, and  
 other Accident and Health \$ ..... 0, net included in Page 1, Line 2 (See Exhibit 4, Class Return).  
 d. Includes net receiving 120 month duration.



C E R T I F I C A T I O N

I, the undersigned, Secretary of QualMed Health & Life Insurance Company, a corporation created and organized under the laws of the State of Washington, do hereby certify that the annexed is a true and complete and correct copy of the resolutions adopted by the corporation's Sole Shareholder by unanimous written consent on March 31, 1994.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said corporation this 13 day of May, 1992.



Brian Neader, Secretary -

{SEAL}

WRITTEN CONSENT IN LIEU OF  
SPECIAL MEETING OF THE SOLE SHAREHOLDER  
OF QUALMED HEALTH & LIFE INSURANCE COMPANY

The undersigned, being the sole shareholder of the above corporation, a corporation duly organized and legally existing under the laws of the State of Washington (the "Corporation"), does hereby give its written consent (a) to the waiver of all notices and other formalities in connection with the calling and holding of a special meeting of the shareholders of the Corporation, and (b) to the taking of the following actions, which actions could have been taken by him had said meeting been held:

WHEREAS, the shareholder has determined that the redomestication of the Corporation from the State of Washington to the State of Colorado will result in administrative advantages and a significant savings of expenses to the Corporation and consequently that such redomestication is in the best interests of the Corporation; and

WHEREAS, the shareholder has been advised that the redomestication will be effected substantially in accordance with the following Plan of Redomestication:

- 1) The Corporation has prepared and will submit Articles of Redomestication to the Colorado Insurance Department and the Colorado Attorney General, and correspondingly will amend its By-Laws to reflect the redomestication.
- 2) The Corporation shall submit all other documents and take all other actions required by the Colorado Insurance Department and the Colorado Secretary of State in order to redomesticate in Colorado.
- 3) Upon receiving a Certificate of Redomestication from the Colorado Secretary of State, the Corporation will surrender its Corporate Charter in Washington, thereby terminating the Corporation's status as a Washington domestic corporation.


RESOLVED, that the shareholder hereby approves the Articles of Redomestication.

FURTHER RESOLVED, that the shareholder hereby approves and authorizes the redomestication of the Corporation from the State of Washington to the State of Colorado to be effected substantially in accordance with the terms of the Plan of Redomestication as set forth above.

The original of this Consent, after execution by the undersigned shareholder, shall be filed in the appropriate order in the minute book of the Corporation.

Dated the 31st day of March, 1994.

QUALMED, INC.

By:   
Malik M. Hasan, M.D.  
Chairman of the Board of Directors,  
President and Chief Executive  
Officer

STATE OF WASHINGTON

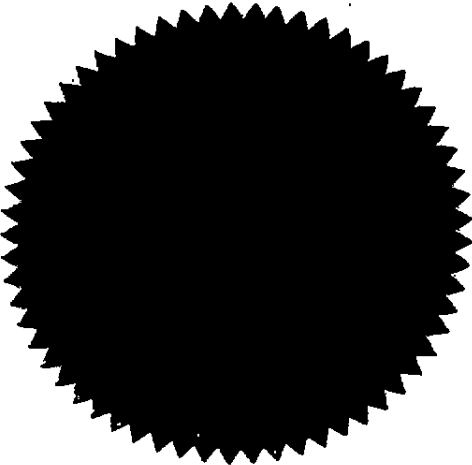


OFFICE OF  
INSURANCE COMMISSIONER

No. 108727

I, DEBORAH SENN, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having the custody of original documents.

I FURTHER CERTIFY that the attached is a full, true, and accurate copy of the Articles of Incorporation of **QUALMED HEALTH & LIFE INSURANCE COMPANY**, Seattle, Washington; the same as the original filed in the Office of the Insurance Commissioner for the state of Washington.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 7<sup>th</sup> day of MARCH, 19 94

DEBORAH SENN

By John B. Woodale State Insurance Commissioner  
Deputy Commissioner



FILED  
STATE OF WASHINGTON  
JUL 1 1992

FILED  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

RALPH MUNRO  
SECRETARY OF STATE

JUN 30 1992

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
GNA LIFE INSURANCE COMPANY

RICHARD G. MARQUARD  
INSURANCE COMMISSIONER

Relating to Change in Name and Scope of Authorized Insurance

Pursuant to the provisions of RCW 23B.10 *et seq.* and RCW 48.07.070, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST: The name of the Corporation adopting the amendment is GNA Life Insurance Company.

SECOND: The first amendment so adopted is as follows:

Article I of the Articles of Incorporation is hereby amended so as to hereafter read:

ARTICLE I

The name of the Corporation is QualMed Health & Life Insurance Company.

THIRD: The second amendment so adopted is as follows:

Article III of the Articles of Incorporation is hereby amended so as to hereafter read:

ARTICLE III

The object and purpose for which the Corporation is organized as a domestic stock insurer, in accordance with Chapter 48.06 of the Revised Code of Washington, is to engage in group and individual life and annuity insuring, health, disability, and accidental death insuring, and all businesses and activities directly and indirectly related thereto and, in addition the Corporation shall also be authorized to engage in all such other activities as are lawful pursuant to the laws of the state of Washington; and the kinds of insurance the Corporation will issue are life insurance, including annuities, health and disability insurance and such forms of life insurance and health and disability insurance as the Board of Directors of the Corporation from time to time may authorize.

FOURTH: The third amendment so adopted is as follows:

Article V of the Articles of Incorporation is hereby amended to replace in its entirety the previous designation of registered agent and office and to hereafter read:

ARTICLE V.

The address of the Corporation's principal place of business in the state of Washington is 2331 130th Avenue, N.E., Suite 200, Bellevue 98005. The Corporation's registered agent is CT Corporation, whose address is 520 Pike Street, Seattle, WA 98101.

FIFTH: The date the amendment was adopted by the sole shareholder was June 29, 1992.

SIXTH: The number of shares of the Corporation outstanding at the time of such adoption was five (5), and the number of shares entitled to vote thereon was five (5). There is only one class of shares.

SEVENTH: The number of shares that voted for the amendment was five (5); and the number of shares that voted against the amendment was zero (0).

The undersigned certify that they are officers of the above named Corporation and are authorized to execute these articles on behalf of the Corporation.

DATED this 30 day of June, 1992.

Victor C. Moses  
Victor C. Moses, Senior Vice President, Chief Financial Officer

Julie M. Bodmer  
Julie M. Bodmer, Assistant Secretary

SUBSCRIBED and sworn to before me this 30 day of June, 1992.

Kari J. Heerington  
Notary Public in and for the  
State of Washington, residing at:

Seattle, Washington

My commission expires: June 27, 1993

FILED  
STATE OF WASHINGTON

JUN 30 1992

RALPH MUNRO  
SECRETARY OF STATE

FILED  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

JUN 30 1992

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
GNA LIFE INSURANCE COMPANY

RICHARD G. MARQUARDT  
INSURANCE COMMISSIONER

Relating to Increase in Capital

Pursuant to the provisions of RCW 23B.10 *et seq.* and RCW 48.07.070, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST: The name of the Corporation adopting the amendment is GNA Life Insurance Company.

SECOND: The amendment so adopted is as follows:

Article IV of the Articles of Incorporation is hereby amended so as to hereinafter read:

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is five (5) shares of stock, divided into one (1) class of common stock. Each share shall have a par value of Five Hundred Thousand Dollars (\$500,000) per share, for a total capitalization of Two Million Five Hundred Thousand Dollars (\$2,500,000).

THIRD: The date these amendments were adopted by the sole shareholder was

June 29, 1992.

FOURTH: The number of shares of the Corporation outstanding at the time of such adoption was five (5), and the number of shares entitled to vote thereon was five (5). There is only one class of shares.

**FIFTH:** The number of shares that voted for the amendment was five (5); and the number of shares that voted against the amendment was zero (0).

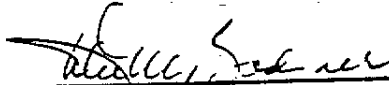
**SIXTH:** The amendment does not provide for any reclassification or cancellation of issued shares. After the additional capital authorized by the amendment has been paid in, certificates representing shares of issued stock will be exchanged for certificates stating the new par value of the shares represented. This amendment results in an increase in the Corporation's paid-in capital stock to Two Million Five Hundred Thousand Dollars (\$2,500,000).

The undersigned certify that they are officers of the above named Corporation and are authorized to execute these articles on behalf of the Corporation.

DATED this 29th day of June, 1992.

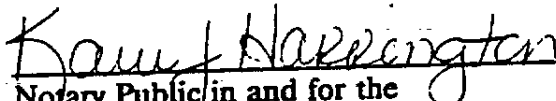


Victor C. Moses, Senior Vice President, Chief Financial Officer



Julie M. Bodmer, Assistant Secretary

SUBSCRIBED and sworn to before me this 29th day of June, 1992.



Notary Public in and for the  
State of Washington, residing at:

Seattle, Washington

My commission expires: June 27, 1993

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
GNA LIFE INSURANCE COMPANY

**FILED**  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

MAR 27 1987

**RICHARD G. MAROLIARDT**  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

Pursuant to the provisions of RCW 23A.16 of the Washington Insurance Code, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST: The name of the corporation adopting the amendment is GNA Life Insurance Company.

MAR 27 1987

SECOND: The amendment so adopted is as follows:

SECRETARY OF STATE  
STATE OF WASHINGTON

Article IV of the Articles of Incorporation of GNA Life Insurance Company is hereby amended so as to hereafter read as follows:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is five (5) shares of stock, divided into one (1) class of common stock. Each share shall have a par value of Four Hundred Thousand (\$400,000) Dollars per share, for a total capitalization of Two Million (\$2,000,000) Dollars.

THIRD: The date of adoption of the amendment by the sole shareholder was March 25, 1987.

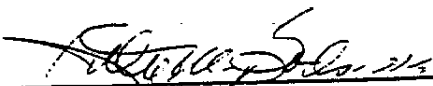
FOURTH: The number of shares of the corporation outstanding at the time of such adoption was five (5), and the number of shares entitled to vote thereon was five (5). There is only one class of shares.

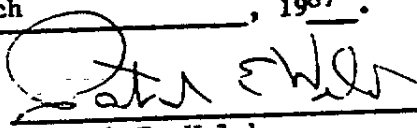
FIFTH: The number of shares that voted for the amendment was five (5); and the number of shares that voted against the amendment was zero (0).

SIXTH: The amendment does not provide for any reclassification or cancellation of issued shares. Certificates representing shares of issued stock will be exchanged for certificates stating the new par value of the shares represented. This amendment results in an increase in the Corporation's paid-in capital stock to Two Million (\$2,000,000) Dollars.

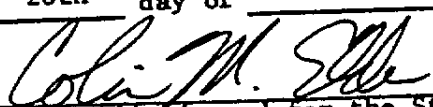
I certify that I am an officer of the above named corporation and am authorized to execute these Articles on behalf of the corporation.

Dated this 26th day of March, 1987.

  
Julie M. Bodmer  
Assistant Secretary

  
Patrick E. Welch  
Senior Vice President and  
Chief Financial Officer

SUBSCRIBED and sworn to before me this 26th day of March,  
19 87.

  
Notary Public in and for the State of  
Washington, residing at Seattle.

MY COMMISSION EXPIRES 2/4/89

**FILED**  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

DEC 16 1986

**FILED**  
DEC 16 1986

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF

**RICHARD G. MARQUARDT**  
INSURANCE COMMISSIONER

GNA LIFE INSURANCE COMPANY OF WASHINGTON

Pursuant to the provisions of RCW 23A.16 of the Washington Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST: The name of the corporation adopting the amendment is GNA Life Insurance Company of Washington.

SECOND: The amendment so adopted is as follows, effective January 1, 1987:

Article I of the Articles of Incorporation of GNA Life Insurance Company of Washington is hereby amended so as to hereafter read as follows:

ARTICLE I

The name of the corporation is GNA Life Insurance Company.

THIRD: The date of adoption of the amendment by the sole shareholder was November 24, 1986.

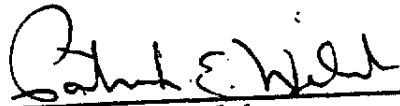
FOURTH: The number of shares of the corporation outstanding at the time of such adoption was five (5), and the number of shares entitled to vote thereon was five (5). There is only one class of shares.

FIFTH: The number of shares that voted for the amendment was five (5); and the number of shares that voted against the amendment was zero (0).

SIXTH: The amendment does not provide for any exchange, reclassification or cancellation of issued shares, nor does it effect a change in stated capital.


I certify that I am an officer of the above named corporation and am authorized to execute these Articles on behalf of the corporation.

Dated this 24th day of November, 1986.



Patrick E. Welch  
Senior Vice President and  
Chief Financial Officer

SUBSCRIBED and sworn to before me this 24th day of November, 1986.

  
Notary Public in and for the State of  
Washington, residing at Seattle.

FILED

Exhibit A1.

NOV 20 1986

ARTICLES OF INCORPORATION

SECRETARY OF STATE

FILED  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

NOV 19 1986

OF

GNA LIFE INSURANCE COMPANY OF WASHINGTON

RICHARD G. MARQUARD  
INSURANCE COMMISSIONER

The undersigned Incorporator of a domestic stock insurer under the Insurance Code of the State of Washington, RCW 48.06 et seq., does hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation is GNA Life Insurance Company of Washington.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The object and purpose for which the corporation is organized as a domestic stock insurer, in accordance with Chapter 48.06 of the Revised Code of Washington, is to engage in group and individual life and annuity insuring, health, disability, and accidental death insuring, and all businesses and activities directly and indirectly related thereto and, in addition, the corporation shall also be authorized to engage in all such other activities as are lawful pursuant to the laws of the State of Washington; and the kinds of insurance the corporation will issue is life insurance, including annuities, and such forms of life insurance as the Board of Directors of the corporation from time to time may authorize.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 20,000 shares of stock, divided into one (1) class of common stock. Each share shall have a par value of One Hundred (\$100.00) Dollars per share, for a total capitalization of Two Million (\$2,000,000) Dollars.

ARTICLE V

The address of the initial registered office and principal office of the corporation is Suite 3300, One Union Square, Seattle, Washington 98101, and the name of its registered agent at that office is Judith Gilyeart.

ARTICLE VI

The Board of Directors may from time to time authorize the issuance of shares of the corporation, whether now or hereafter authorized, without first offering such shares to the shareholders of the corporation.

ARTICLE VII

In all elections of directors, each shareholder shall have the right to vote in person or by proxy the number of shares held by the shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VIII

The name and address of the incorporator is:  
Great Northern Insured Annuity Corporation  
Suite 3300, One Union Square, Seattle, WA 98101

ARTICLE IX

The names and addresses of the initial directors who shall constitute the Board of Directors of the corporation for six months after filing of these Articles are as follows:

<u>Name</u>	<u>Address</u>
Vincent F. Coviello, Jr.	Suite 3300, One Union Square Seattle, Washington 98101
John W. Creighton, Jr.	Weyerhaeuser Corporate Headquarters Tacoma, Washington 98477
G. Barclay Perry	333 S. Grand Avenue, Suite 2300 Los Angeles, California 90071
Robert L. Schuyler	Weyerhaeuser Corporate Headquarters Tacoma, Washington 98477
William C. Stivers	Weyerhaeuser Corporate Headquarters Tacoma, Washington 98477
George H. Weyerhaeuser	Weyerhaeuser Corporate Headquarters Tacoma, Washington 98477

The names and addresses of the corporation's initial principal officers who shall constitute the officers of the corporation for six months after filing of these Articles are:

<u>Name</u>	<u>Address</u>
Vincent F. Coviello, Jr. President and Chief Executive Officer	Suite 3300, One Union Square Seattle, Washington 98101
Patrick E. Welch Senior Vice President and Chief Financial Officer	Suite 3300, One Union Square Seattle, Washington 98101



<u>Name</u>	<u>Address</u>
Michael K. Ryan Vice President	Suite 3300, One Union Square Seattle, Washington 98101
Gerald G. Cunningham Vice President and General Counsel and Assistant Secretary	Suite 3300, One Union Square Seattle, Washington 98101
Kenneth F. Starr Vice President	Suite 3300, One Union Square Seattle, Washington 98101
Victor C. Moses Vice President and Actuary	Suite 3300, One Union Square Seattle, Washington 98101
August John Miller, II Vice President and Controller	Suite 3300, One Union Square Seattle, Washington 98101
Laurence M. Richmond Vice President	Suite 3300, One Union Square Seattle, Washington 98101
Hans L. Carstensen, III Vice President	Suite 3300, One Union Square Seattle, Washington 98101
Stephen C. Coleman Vice President	Suite 3300, One Union Square Seattle, Washington 98101
David M. Sanderford Regional Vice President	Suite 400, First Federal Plaza Austin, Texas 78701
K. C. Cunningham Regional Vice President	Suite 3300, One Union Square Seattle, Washington 98101
J. Michael Singleton Regional Vice President	Suite 1010, 444 N. Michigan Avenue Chicago, Illinois 60611
Robert P. Condon Regional Vice President	Suite 120, 320 Golden Shore Avenue Long Beach, California 90802
William C. Stivers Treasurer	Weyerhaeuser Company Tacoma, WA 98477
Alan P. Vandeventer Secretary	Weyerhaeuser Company Tacoma, WA 98477

Dated this 6th day of November, 1986.

Great Northern Insured  
Annuity Corporation

By:


Patrick E. Welch  
Patrick E. Welch

Senior Vice President and  
Chief Financial Officer

STATE OF WASHINGTON )  
 ) SS  
COUNTY OF KING )

On this 6th day of November, 1986, before me personally appeared Patrick E. Welch, to me know to be the Senior Vice President & CFO of Great Northern Insured Annuity Corporation, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

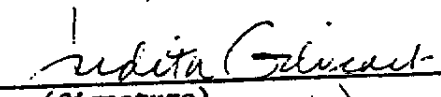
IN WITNESS WHEREOF I have hereunto set my hand and official seal this day and year first above written.

  
Notary Public in and for the State  
of Washington, residing at Seattle  
MY COMMISSION EXPIRES 3-24-87

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Judith Gilyeart, hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

Nov. 6, 1986  
(Date)

  
(Signature)

BYLAWS  
OF  
GNA LIFE INSURANCE COMPANY OF WASHINGTON

FILED  
IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

NOV 19 1986

ARTICLE I

SHAREHOLDERS' MEETINGS

RICHARD G. MARQUARDT  
INSURANCE COMMISSIONER

1. The annual meeting of shareholders at which the Directors are elected shall be held at 11:00 a.m. on the fourth Wednesday in April at the principal office of the corporation, or at such other time or place within or without the State of Washington as may be designated by the Board of Directors.
2. Special meetings of shareholders shall be held at such time and place as shall be stated in the notice of the special meeting for such purpose or purposes as may be stated in the notice of said meeting.
3. The record date for the determination of shareholders entitled to notice of and to vote at each annual or special meeting of shareholders shall be the close of business on the third Friday preceding each such meeting, provided, however, that the Board of Directors may by resolution fix a different record date for any particular meeting of shareholders.
4. Every shareholder shall furnish in writing to the Secretary of the corporation at the post office address at which notice of shareholders' meetings and any other notices or communications pertaining to the corporation's affairs or business may be served upon or mailed to him; and every shareholder shall forthwith advise the Secretary in writing of any change of address.

ARTICLE II

DIRECTORS

1. The business and affairs of the corporation shall be managed under the direction of a Board of six (6) Directors, each of whom shall be elected at the annual meeting of shareholders or, in the case of a vacancy, at a meeting of the Board of Directors, and shall hold office until the next annual shareholders' meeting, or until a successor shall have been elected.
2. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of shareholders, at the principal office of the corporation or at such other place as may have been designated for the holding of the annual meeting of shareholders pursuant to Article I hereof. The Board of Directors may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings.
3. Special meetings of the Board of Directors may be held at such times and places, within or without the State of Washington, upon the written or telegraphic call of either the President, the Chairman of the Board, or three or more Directors.
4. Each Director shall be given not less than two (2) days' notice of any Directors' meeting, except that no notice shall be required of (i) a meeting held at a time and

place fixed by the bylaws or by resolution of the Board, or (ii) a meeting at which the entire Board is present, or (iii) the reconvention of a meeting pursuant to adjournment.

### ARTICLE III

#### COMMITTEES OF THE BOARD OF DIRECTORS

1. The Board of Directors may, by one or more resolutions passed by a majority of the whole Board, designate from among its members one or more committees, each of which, to the extent provided in such resolutions and not prohibited by law, shall have and may exercise, between meetings of the Board of Directors, all of the authority of the Board of Directors; provided that the Board of Directors shall not have authority to establish an executive committee without the written consent of all shareholders.

2. Meetings of any Committee designated by the Board of Directors may be had at any time and at any place upon call of the President, the Chairman of the Board or the chairman of the committee. Notice, which need not state the purpose of the meeting, shall be given orally, in writing or by telegraph not less than twenty-four hours prior to the time of the holding of said meeting, except that if a meeting is held at a time and place fixed in a resolution of a committee or the Board of Directors, no notice shall be required.

3. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of the members of a committee present at a committee meeting shall be the act of the committee.

### ARTICLE IV

#### OFFICERS

1. The officers of the corporation shall include those elected by the Board of Directors and those appointed by the President. The officers of the corporation to be elected by the Board of Directors shall be: a Chairman of the Board of Directors; a President; a Senior Vice President; one or more Vice Presidents; a Secretary; and a Treasurer. The officers of the corporation which may from time to time be appointed by the President shall be such additional officers and assistant officers of this corporation as the President may determine.

2. At its annual meeting the Board of Directors shall elect such of the officers of this corporation as are to be elected by it and each such officer shall hold office until the next such annual meeting or until a successor shall have been duly elected and qualified or until death, resignation, retirement or removal by the Board of Directors. A vacancy in any such office may be filled for the unexpired portion of the term at any meeting of the Board of Directors. Such of the officers of this corporation as are appointed by the President shall serve for such periods of time as the President may determine or until a successor shall have been appointed or until death, resignation, retirement or removal from office.

3. Any Director or officer may resign at any time. Such resignation shall be made in writing and delivered to and filed with the Secretary, except that a resignation of the Secretary shall be delivered to and filed with the President. A resignation so made shall be effective upon its delivery unless some other time be fixed in the resignation, and then from the date so fixed.

4. The Board of Directors may appoint and remove at will such agents and committees as the business of the corporation shall require, each of whom shall exercise such powers and perform such duties as may from time to time be prescribed or assigned by the president, the Board of Directors or by other provision of these bylaws.

## ARTICLE V

### POWERS AND DUTIES OF OFFICERS

1. The Chairman of the Board of Directors shall, when present, preside at all meetings of the Board of Directors, and of the shareholders and shall perform such other duties as may be assigned by the Board of Directors or the President.

2. The President shall be the chief executive officer of the corporation and shall be vested with general authority and control of its affairs, and over the officers, agents and employees of the corporation, subject to the Board of Directors. The President shall, in the absence of the Chairman of the Board, preside at all meetings of the Board and the shareholders, and shall perform all the duties devolving upon him by law as the chief executive officer of the corporation. He shall from time to time report to the Board of Directors any information and recommendations concerning the business or affairs of the corporation which may be proper or needed, and shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties and services, not inconsistent with law or these bylaws, as pertain to this office or as are required by the Board of Directors.

3. (a) The Senior Vice President and the Vice Presidents shall have and exercise such powers and discharge such duties as may from time to time be conferred upon and delegated to them respectively, by the President, or by these bylaws, or by the Board of Directors.

(b) In the absence of the President or in the case of his inability to act, the Senior Vice President, or in the absence of the Senior Vice President or in the case of his inability to act, the Vice Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of said President during his absence or inability to act, or until his successor shall have been elected.

4. (a) The Treasurer shall attend to the collection, receipt and disbursement of all moneys belonging to the corporation; have authority to endorse, on behalf of the corporation, all checks, notes, drafts, warrants and orders; have custody over all securities of the corporation; and have such additional powers and such other duties as he may from time to time be assigned or directed to perform by these bylaws or by the Board of Directors or by the President.

(b) The Assistant Treasurers, in the order of their seniority, shall have all of the powers and shall perform the duties of the Treasurer in case of the absence of the Treasurer or his inability to act, and have such other powers and duties as they may from time to time be assigned or directed to perform.

5. (a) The Secretary shall have the care and custody of the corporate and stock books and the corporate seal of the corporation; attend all meetings of the shareholders and when possible, all meetings of the Board of Directors; record all votes and the minutes of all proceedings in books kept for the purpose; sign such instruments in behalf of the corporation as he may be authorized by the Board of Directors or by law to do; countersign, attest and affix the corporate seal to all certificates and instruments where such countersigning or such sealing and attestation are necessary to the true and proper execution thereof; see that proper notice is given of all

meetings of the shareholders of which notice is required to be given; and have such additional powers and duties as he may from time to time be assigned or directed to perform by these bylaws, by the Board of Directors or the President.

(b) The Assistant Secretaries, in the order of their seniority, shall have all of the powers and shall perform the duties of the Secretary in case of the absence of the Secretary or his inability to act, and have such other powers and duties as they may from time to time be assigned or directed to perform.

## ARTICLE VI

### CERTIFICATES FOR SHARES

1. All certificates for shares of the corporation shall be in such form as shall be determined by the Board of Directors, shall be numbered in the order of their issue, shall be dated, shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, provided, that where any such certificate is manually countersigned by a Registrar, other than the corporation or its employee, the signatures of the President, Senior Vice President, Vice President, Secretary or Assistant Secretary, and the Transfer Agent, upon such certificates may be facsimiles. In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates may nevertheless be issued and delivered by the corporation as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures were used thereon had not ceased to be such officer or officers of the corporation.
2. Transfer of fractional shares shall not be made upon the records or books of the corporation, nor shall certificates for fractional shares be issued by the corporation.
3. The corporation may issue a new certificate in place of any certificate theretofore issued by it, alleged to have been lost or destroyed. The Board of Directors shall require the owner of the lost, destroyed or mutilated certificate, or his legal representative to give the corporation a bond in such sum and with such surety or sureties as it may direct, to indemnify the corporation against any claim that shall be made against it on account of the alleged loss or destruction of such certificate.
4. The Board of Directors may make such additional rules and regulations, not contrary to law or these bylaws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the corporation.

## ARTICLE VII

### CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or by these bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or undertaking, or to pledge its credit or to render it liable for any purpose or on any account.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end at midnight on the last day of December of each year.

ARTICLE IX

CORPORATE SEAL

The corporation seal shall be circular in form and inscribed with the words:

(SEAL)

"GNA LIFE INSURANCE COMPANY OF WASHINGTON

CORPORATE SEAL

STATE OF WASHINGTON"

ARTICLE X

NOTICES AND WAIVERS

1. Whenever notice is required under these bylaws or by statute, and such notice is given by mail, the time of giving such notice shall be deemed to be the time when the same is placed in the United States mail, postage prepaid, and addressed to the party to be notified, at his last known address.

2. Any shareholder, officer or Director may waive at any time any notice required to be given under these bylaws, either by separate writing or directly upon the face of the records.

ARTICLE XI

INDEMNIFICATION

1. Any person may, in accordance with paragraphs 3 and 4, be indemnified by this corporation against any liability and reasonable expense incurred by him in connection with any action in which he may be involved as a party or otherwise by reason of his having been a director, officer, or employee.

2. Definitions

(a) A "person" includes the legal representative or heir of a deceased or incompetent person.

(b) "Liability" includes fines and penalties, and amounts paid or incurred in settlement of any action or in satisfaction of a judgment, except a judgment in favor of this corporation, a wholly owned subsidiary or other enterprise.

(c) Expense shall be deemed "reasonable" to the extent the Board of Directors approves the purpose and the amount thereof.

(d) "Director, officer or employee" includes persons who hold such positions in this corporation or in a wholly owned subsidiary, or hold, at the written request of an officer of this corporation, an equivalent position in another enterprise. The rights granted by this Article shall apply whether or not he continues to be a Director, officer, or employee at the time such liability or expense is incurred.

(e) "Action" includes any claim, suit, proceeding, or appeal whether brought by or in the right of the corporation, a wholly owned subsidiary or the other enterprise or otherwise and of whatever nature, whether civil, criminal, administrative or investigative, and includes threatened action of such a nature.

3. In the case of an action brought by or in the right of this corporation, a wholly owned subsidiary or the other enterprise, as the case may be, to procure a judgment in its favor,

(a) a person who has been successful on the merits shall be indemnified as of right;

(b) no person who has been adjudged to be liable for negligence or misconduct in the performance of his duty to this corporation, a wholly owned subsidiary or the other enterprise, as the case may be, shall be indemnified; and

(c) any other person who was a party to such action other than a person described in 3(a) or 3(b) shall be indemnified, if the Board of Directors, acting by a quorum consisting of Directors not having an interest in the action, determines that such person has not been guilty of negligence or misconduct in the performance of his duty to this corporation, a wholly owned subsidiary or the other enterprise, as the case may be.

4. In the case of an action other than one described in paragraph 3,

(a) a person who has been successful on the merits shall be indemnified as of right; and

(b) any other person who was a party to such action other than a person described in 4(a) shall be indemnified, if the Board of Directors, acting by a quorum consisting of Directors not having an interest in the action, determines

(i) that such person acted in good faith for a purpose which he reasonably believed to be in the best interests of this corporation, a wholly owned subsidiary or the other enterprise, as the case may be, and

(ii) in any criminal action or proceeding, that such person had no reasonable cause to believe that his conduct was unlawful.

The termination of any action by judgment, order, settlement (with or without court approval), conviction or upon plea of guilty or of nolo contendere, or its equivalent, shall not of itself create a presumption that such person did not meet the standards of conduct set forth in this paragraph 4.

5. If the Board of Directors is unable to approve indemnification pursuant to paragraph 3 or 4 hereof because there is not a quorum of Directors who do not have an interest in the action out of which the claim of indemnification arose, the remaining Directors, regardless of number, shall designate independent legal counsel to review



the conduct of persons claiming indemnification. If independent legal counsel determines that a person meets the applicable standards of conduct as set forth in paragraphs 3 and 4, such person shall be indemnified as of right.

6. Expenses incurred with respect to any action of the character described in paragraph 1 may be advanced by this corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Director, officer, or employee to repay such amount unless he shall ultimately be indemnified under this Article.

7. The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any bylaw, agreement, statute, vote of shareholders or otherwise at the time of incurring or becoming subject to such liability and expense.

8. The provisions of the Article shall be applicable to actions made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

THE FOREGOING BYLAWS are hereby adopted by the incorporator this 6<sup>th</sup>  
day of November, 1986

Great Northern Insured Annuity Corporation

By:

Patrick E. Welch  
Patrick E. Welch  
Senior Vice President and  
Chief Financial Officer

STATE OF COLORADO  
DEPARTMENT OF STATE

I hereby certify that this is a true and  
complete copy of the document filed in  
this office and admitted to record in  
File 941066850

DATED 26 June 1997

Victoria Buckley  
Secretary of State

By [Signature]

