

837067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Amend

6/6/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Golden Rule Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 837067

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dan Mulvey
(Name of Contact Person)

American Medical Security
(Firm/Company)

3100 AMS Boulevard
(Address)

Green Bay, WI 54313
(City/State and Zip Code)

For further information concerning this matter, please call:

Dan Mulvey at (920) 661-1209
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Golden Rule®
A UnitedHealthcare Company

May 29, 2008

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

RE: Golden Rule Insurance Company

Dear Sir or Madam:

This letter is to inform you that Golden Rule Insurance Company has changed its state of domicile from Illinois to Indiana. In order to update our corporate records, please find enclosed the following information:

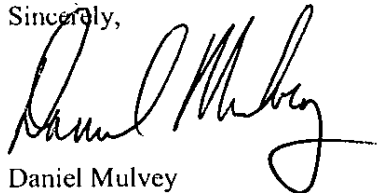
1. Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Cover letter;
3. Certificate of Incorporation of Golden Rule Insurance Company issued by the State of Indiana;
4. Check in the amount of \$35.00.

Should you have any questions in regard to this matter or require additional information, please do not hesitate to contact me at (800) 232-5432 Ext. 11209, via e-mail at Dan.Mulvey@eams.com or send correspondence to:

P.O. Box 19032,
Green Bay, WI 54307-9032

Thank you for your attention to this matter.

Sincerely,



Daniel Mulvey
Licensing Coordinator

Enclosures

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)

837067

(Document number of corporation (if known))

FILED
2008 JUN - 9 PH 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Golden Rule Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Illinois

(Incorporated under laws of)

3. September 23, 1976

(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? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(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.

N/A

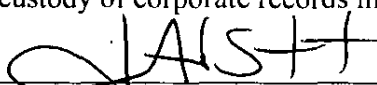
(New duration)

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

Indiana

(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.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Julie A. Van Straten

(Typed or printed name of person signing)

Vice President & General Counsel

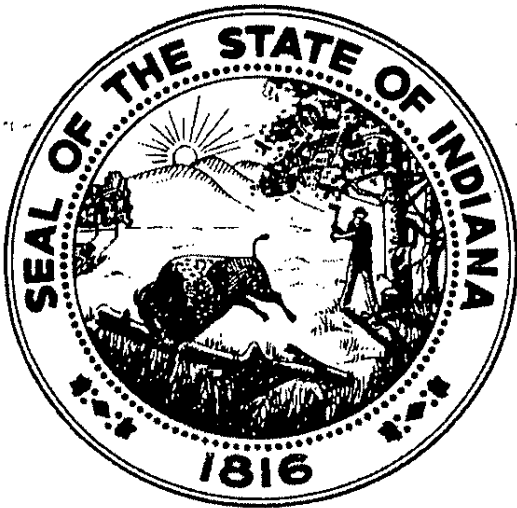
(Title of person signing)

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF INCORPORATION
of
GOLDEN RULE INSURANCE COMPANY**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, October 12, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, October 12, 2006.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

200610120055

APPROVED
AND
FILED

David R. ...
IND SECRETARY OF STATE

APPROVED

ARTICLES OF INCORPORATION
FOR REDOMESTICATION

OF

GOLDEN RULE INSURANCE COMPANY

OCT 03 2006
... ..
STATE OF INDIANA
DEPT. OF INSURANCE
Deputy Commissioner of Insurance

The undersigned, acting on behalf of Golden Rule Insurance Company (hereinafter referred to as the "Corporation"), a corporation for profit under Indiana Insurance Law (Indiana Code Sections 27-1-2 through 27-1-20) and acts amendatory and supplemental thereto (hereinafter referred to as the "Code"), intending to continue the Corporation's existence without interruption as a corporation organized under the laws of the State of Indiana, hereby adopt the following Articles of Incorporation for Redomestication effective October 1, 2006, or such earlier date as evidenced by file-stamped approval hereof:

Article I

Name

The name of the corporation is Golden Rule Insurance Company.

Article II

Principal Office

Section 1. Principal/Registered Office.

The principal office shall be located in Indianapolis, Indiana, at the following post office address:

7440 Woodland Drive
Indianapolis, Indiana 46278-1719

Section 2. Registered Agent.

The Registered Agent in the State of Indiana for the Corporation is the following:

CT Corporation System
251 E. Ohio Street, Suite 1100
Indianapolis, IN 46204

2006 OCT 11 11:03 AM

Article III

Business Purposes

The objects and purposes of the Corporation are as follows:

Section 1. Insurance Business. To engage in the kinds of insurance business specified in Class 1, Clauses (a), (b) and (c) of Section 27-1-5-1 of the Code, which provide as follows:

(a) To insure the lives of persons, including insurance against permanent mental or physical disability resulting from accident or disease, or against accidental death combined with a policy for life insurance, and to grant, purchase or dispose of annuities;

(b) To insure against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto; including contracts between an insurer and policyholder providing for the indemnification of the policyholder (or the other party) obligated to pay benefits resulting from bodily injury, death by accident, or disablement from sickness in accordance with the provisions of a benefit plan; and

(c) Within the meaning of "Insurance Appertaining to Persons Only," generally described in Class 1 of this section, are to be included, among other things:

(1) Contracts providing for immediate or future life insurance and/or annuity benefits, fundable and/or computable as to cost or payment or both; and

(2) Contracts providing for insurance against bodily injury or sickness, a portion of which may be funded; out of or on the basis of assets in a segregated investment account; the assets being those received by the company from or in relation to contributions, premiums or considerations received by it under such contracts. The establishment of such account shall in no way affect the company's absolute ownership of the investment items to which the account from time to time pertains. A company issuing contracts of the nature described may as to them establish one (1) or more segregated accounts, dependent upon the company's plan of operation. A segregated investment account established as contemplated in this paragraph (c) shall not be chargeable with liabilities arising out of any other business the company may conduct and which has no specific relation to or dependence upon such account. Any surplus or deficit which may arise in any such segregated investment account by virtue of any guarantee by the company of the value of the assets allocated to the account, their investment or income, or mortality experience shall be adjusted by withdrawals from or additions to such account so that the assets of such account shall always equal the assets required to satisfy all liabilities arising under contract fundable by such account."

Section 2. Acting as Principal, Underwriter or Reinsurer. To act as principals, underwriters, reinsurers, or to act in any other lawful capacity with respect to any and all kinds of insurance specified in Class 1, Clauses (a), (b) and (c) of Section 27-1-5-1 of the Code.

Section 3. Other Powers, Rights and Privileges. The Corporation is authorized to exercise and enjoy all of the powers, rights and privileges granted to, or confirmed upon corporations of a similar character by the Code and the general laws of the State of Indiana, and by common law, as now or hereafter in force, and enumeration of the foregoing powers is not deemed to exclude any powers, rights or privileges so granted or confirmed.

The Corporation is authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the Code or the general laws of the State of Indiana, as now or hereafter in force, or of any other state, territory, district or possession of the United States, or in any foreign country, where such laws may be applicable.

The Corporation is authorized to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country.

Nothing herein contained shall be deemed or construed as authorizing, permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which the Corporation may not, under the Code, lawfully carry on, exercise, or do.

The foregoing objects and purposes shall, when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation for Redomestication or of any amendment thereto or hereto, and each will be regarded as independent, and construed as powers as well as objects and purposes.

Article IV

Period of Duration

The duration of the Corporation is perpetual.

Article V

Terms of Shares

The amount of the authorized capital of the Corporation is \$4,000,000.00; the aggregate number of shares which the Corporation has authority to issue without further amendment of this Article V, is 1,000,000 common shares, all of one class, \$4.00 par value per share.

Article VI

Capital

The amount of paid-in capital of the Corporation as of March 31, 2006, is Fourteen Million One Hundred Sixty-two Thousand Sixteen Dollars (\$14,162,016). The amount of paid-in surplus of the Corporation as of March 31, 2006, is Four Hundred Six Million Seven Hundred Fifteen Thousand Four Hundred and Ninety-two Dollars (\$406,715,492).

Article VII

Plan or Principle

The plan or principle on which the business of the Corporation is to be conducted is as a stock insurance company.

Article VIII

Directors and Officers

Section 1. Names, Addresses and Terms.

The names and post office addresses of the Directors and principal Officers and their terms of office as of the effective date hereof are as follows:

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
Robert J. Sheehy	5901 Lincoln Drive Edina, MN 55436	One Year
Richard A. Collins	7440 Woodland Drive Indianapolis, IN 46278	One Year
Steven L. Pollack	7440 Woodland Drive Indianapolis, IN 46278	One Year
Patrick F. Carr	7440 Woodland Drive Indianapolis, IN 46278	One Year
Julie A. Van Straten	3100 AMS Boulevard Green Bay, WI 54313	One Year

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
Richard A. Collins Chief Executive Officer	7440 Woodland Drive Indianapolis, IN 46278	One Year
Steven L. Pollack President	7440 Woodland Drive Indianapolis, IN 46278	One Year
Patrick F. Carr Senior Vice President, Chief Financial Officer, Secretary and Treasurer	7440 Woodland Drive Indianapolis, IN 46278	One Year
Julie A. Van Straten Vice President and General Counsel	3100 AMS Boulevard Green Bay, WI 54313	One Year
James H. Becker Vice President and Chief Operating Officer	7440 Woodland Drive Indianapolis, IN 46278	One Year
Michael L. Corne Vice President	7440 Woodland Drive Indianapolis, IN 46278	One Year
Susan A. Fowler Vice President	7440 Woodland Drive Indianapolis, IN 46278	One Year

Section 2. Board of Directors. The management of the Corporation is vested in, the corporate powers shall be exercised by, and the business and affairs of the Corporation shall be under the control of a Board of Directors which shall be composed of a number, not less than five (5) nor more than twenty-one (21) natural persons and who are at least twenty-one (21) years of age and at least one (1) of whom resides in the State of Indiana. The number of directors to be elected from time to time shall be determined in the manner prescribed in the Bylaws of the Corporation.

Article IX

**Provisions for Regulation of Business
And Conduct of Affairs of Corporation**

Amendment of Bylaws. The Board of Directors of the Corporation shall have the power, without the consent or vote of the stockholders of the Corporation, to make, alter, amend, change, add to, or repeal, the Bylaws of the Corporation subject to any Bylaws enacted by, or otherwise expressly subject to, the approval of the stockholders.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, we, the undersigned officers of the Corporation, have signed, in duplicate, these Articles of Incorporation for Redomestication on this ____ day of _____, 2006.

Steven Pollack

Steven Louis Pollack, President

Patrick F. Carr

Patrick Francis Carr, Senior Vice President,
Chief Financial Officer, Secretary and Treasurer

Julie A. Van Straten

Julie A. Van Straten, Vice President and
General Counsel

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Subscribed and sworn to before me a Notary Public in and for said County and State by all above, this 27th day of Sept., 2006

My Commission Expires: December 9, 2007

Connie L. Holik
Notary Public

County of Residence: MARION

Connie L. Holik
Printed Name



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

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

STEVE CARTER
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

October 10, 2006

CERTIFICATION

I have examined the Articles of Incorporation for Redomestication of Golden Rule Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

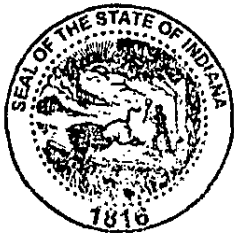
Respectfully submitted,

STEPHEN CARTER
Attorney General of Indiana
Atty No. 4150-64

A handwritten signature in cursive script, appearing to read "Gordon E. White, Jr.", written over a horizontal line.

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

341305



Chris Roberts
Secretary of State

State of Indiana
Office of the Secretary of State
I hereby certify that this is a true
and complete copy of the 09
page document filed in this office.

Dated: 05/20/2008

By: *Melina Mercado*
This stamp replaces our previous
certification stamp.