



PFL Life Insurance Company

4333 Edgewood Road NE • Cedar Rapids, Iowa 52499 • 319/398-8511

837079

FILED
00 DEC 20 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 12, 2000

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

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*****43.75 *****43.75

RE: PFL LIFE INSURANCE COMPANY
NAME CHANGE TO
TRANSAMERICA LIFE INSURANCE COMPANY
EFFECTIVE MARCH 1, 2001

Dear Sir/Madam:

In order to reflect the name change of PFL Life Insurance Company to Transamerica Life Insurance Company which will be effective March 1, 2001, enclosed you will find the following documentation:

1. Application for Amendment
2. Certified copy of the amended Articles of Incorporation
3. Fees in the amount of \$43.75 (Filing fee-\$35.00; Certificate of Status-\$8.75)

This will also serve as our request for a Certificate of Status reflecting the new name.

If you have questions or need anything further, please contact me at 319/398-8582.

NC
1-3-01
MS

Sincerely,

PFL LIFE INSURANCE COMPANY

Lu Ann Roby
Senior Paralegal
Corporate Law Department

69666
00081507



State of Wisconsin
Office of the Commissioner of Insurance
Madison

Certificate of Compliance

This is To Certify That, pursuant to the Insurance Laws of the State of Wisconsin,

H H Investors Life Insurance Company, Inc.
Milwaukee, Wisconsin.

is a corporation, incorporated under the Laws of the State of Wisconsin, is
a corporation in good standing in Wisconsin, and
is authorized to transact the business of

(3) Life (nonparticipating) and (4) Disability Insurance

subject to the following limitations: **None**

in the State of Wisconsin as long as the insurer continues to conform to the authority granted by its
certificate of authority, and is in full compliance with all, and not in violation of any, of the
applicable laws and lawful requirements made under authority of the laws of the State of Wisconsin.

Dated at Madison, Wisconsin, this 30th day of June, 1976

317

Arnold R. Wilde
Commissioner of Insurance

6

QUALIFICATION ARTICLES OF INCORPORATION
PURSUANT TO THE PROVISIONS OF
CHAPTER 508.12 OF THE 1975 CODE OF IOWA
OF
MN INVESTORS LIFE INSURANCE COMPANY, INC.

ARTICLE I

NAME

The name of this corporation is MN Investors Life Insurance Company, Inc. The corporation was incorporated under the laws of the State of Wisconsin on April 19, 1961, but pursuant to Chapter 508.12 of the 1975 Code of Iowa, the corporation will become a corporation organized for pecuniary profit under Chapter 491 of the Iowa Code effective June 30, 1976.

ARTICLE II

PLACE OF BUSINESS

The location of the corporation's principal place of business and resident office is the Life Investors Building, 4333 Edgewood Road NE, Cedar Rapids, Linn County, Iowa.

ARTICLE III

OBJECTS AND POWERS

The objects and powers of this corporation shall be:

1. To insure the lives of individuals on the level premium or level reserve plans; to grant, purchase and dispose of annuities (including variable annuities), receive and execute trusts, including the power to hold in trust the proceeds of any life insurance policy issued by it; to insure either individually, or on the group or franchise plan the health of persons and against personal injuries, disablement, or death, resulting from accident; and to reinsure any part of said risks. To have all the powers conferred by the laws of the State of Iowa upon corporations organized for the purposes of insuring the lives of individuals, and to issue all such forms of insurance contracts as pertain to or may be connected with the business of life insurance as it now is or may be hereafter carried on in the United States.
2. To have the right to buy, hold, sell, and convey personal property and such real estate as may be necessary or convenient for the proper conduct of the affairs of the corporation, or as may be permitted by law.
3. To have all the powers conferred by law on a life insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by authority of Chapters 491, 506, 507, 508, 509, 511 and 515 of the Code of Iowa, 1958.
4. To organize an investment company or companies within the meaning of Section 508.33, Code of Iowa, as now or hereafter amended, and to own stock in such investment company.

ARTICLE IV

CAPITAL STOCK

The authorized capital stock of the Company shall be Five Million Dollars (\$5,000,000.00) divided into Five Hundred Thousand (500,000) shares of Common Stock of a Par Value of Ten Dollars (\$10.00) each. All stock issued by the corporation shall be Common Stock. All stock shall be issued for cash or

property as provided by law and when issued shall be fully paid and non-assessable and shall be issued at such times and in such amounts as the Board of Directors of the corporation may from time to time determine, subject to such approval of the Insurance Commissioner as may be required by law. One Hundred Ten Thousand (110,000) shares of the Common Stock shall be the initial issued and outstanding shares of the Company.

ARTICLE V

CORPORATE PERIOD

The corporate period of this corporation is perpetual, and shall continue to be, unless sooner dissolved by a majority vote of the stockholders at any annual meeting or a special meeting called for that purpose or by unanimous consent as by law provided.

ARTICLE VI

DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a Board of Directors of not less than five (5) nor more than ten (10).

The Directors shall elect a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including an Executive Committee, with authority to act for the Board, as they see fit or as may be provided for by the By-Laws of the corporation. The term of such officers shall be for one (1) year.

The Directors who now constitute the Board and who will continue to serve until the next annual stockholders' meeting are:
Ronald L. Jensen, Donald E. Flynn, Harvey L. Clark, Theron P. Thomsen, Neal A. Farmer, William L. Busler, and Delbert L. Brehmer, all of Cedar Rapids, Iowa and Leo C. Barry and Robert W. Warner of Marion, Iowa.

The number of Directors shall be fixed by the By-Laws. Directors and officers shall serve until their successors have been elected and qualified. The Board of Directors shall have the authority to fill all vacancies for the unexpired portion of a term.

The stock of the Company shall be entitled to one vote per share. In all elections for Directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected or to cumulate said votes, and give one candidate as many votes as the number of Directors multiplied by the number of his cumulative votes shall equal or to distribute them on the same principle among the number of candidates he shall think fit.

ARTICLE VII

ANNUAL AND SPECIAL MEETINGS

The annual meeting of this corporation shall be held on the last Thursday of April of each calendar year at Ten O'Clock (10:00) A.M. The meeting shall be at the office of the corporation unless otherwise specified by the Board of Directors. No notice of said meeting shall be required if held at the corporation's office, but if held elsewhere, or in the event of a special meeting, a notice shall be mailed to each stockholder by regular mail at least ten (10) days prior to the date of such meeting, addressed to the last address of the stockholder as it appears on the stock books of the corporation, on a day to be fixed by the Board of Directors, which shall not be more than thirty (30) days prior to the meeting date. Five percent (5%) of the number of shares of outstanding stock, represented personally or by proxy shall constitute a quorum. In the event a quorum is not present when the meeting is called, the meeting shall be adjourned from day to day, until a quorum is achieved.

ARTICLE VIII

PROXIES

No proxy shall be valid for more than sixty (60) days from the date of its execution, and shall not be valid more than thirty (30) days after the meeting for which it is executed. It may be revoked at any time by the stockholder who executed it.

Corporate shareholders may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which they are to be used or for such additional time as may be provided by the By-Laws.

ARTICLE IX

CORPORATE INSTRUMENTS - SEAL

All instruments executed by the corporation which are required to be acknowledged and which affect an interest in real estate, shall be executed by the President or any Vice President and attested by the Secretary or Assistant Secretary, and all other instruments executed by the corporation, including any releases, mortgages or liens, may be executed by the President or any Vice President, or the Secretary or the Treasurer or any Assistant Secretary or Assistant Treasurer. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any officer or officers, agent or agents or other person or persons specifically designated by resolution of the Board of Directors of this corporation. The corporation shall have a corporate seal which shall bear the words, "MN Investors Life Insurance Company, Inc." around the edge, with the words, "Corporate Seal" in the middle.

ARTICLE X

STOCKHOLDERS' LIABILITY

The private property of the shareholders of this corporation shall be exempt from corporate liabilities, and this Article shall not be amended.

ARTICLE XI

BY-LAWS

The Board of Directors, at any regular or special meeting, is authorized to adopt, alter, amend or repeal By-Laws and to adopt new By-Laws not inconsistent with the law or these Articles of Incorporation, by an affirmative vote of a majority of the membership of the Board as distinguished from a majority of a quorum.

The stockholders of the corporation may at any regular or special meeting called for the purpose, repeal, alter, or amend any existing By-Laws made by the Board of Directors, or adopt such By-Laws as they deem appropriate by a majority vote.

ARTICLE XII

AMENDMENTS

Subject to the approval of the Insurance Commissioner of the State of Iowa, these Articles, except Article X, may be amended at any annual meeting of the shareholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of Common Stock in attendance at said meeting, in person or by proxy, provided, however, that a quorum is present at said meeting. For the purpose of this Article, as well as all other Articles of these Articles of Incorporation, a quorum

is hereby established to be the stockholders in person or by proxy representing five percent (5%) of the issued and outstanding stock of the corporation. At any meeting of the stockholders to consider and act upon any proposed amendment to the Articles of Incorporation, the stockholders may adopt any modification or revision thereof proposed at said meeting.

ARTICLE XIII

LIABILITY OF OFFICERS AND DIRECTORS

Each Director and Officer of this corporation, and his heirs, executors and administrators, shall be and are hereby indemnified by the corporation against personal liability arising out of judgments, decrees, demands and claims of every name, nature and description whatsoever, together with related expenses (including attorneys' fees), including payments in compromise and related expenses (including attorneys' fees), in settling cases, reasonably incurred by him in connection with any claim, action, suit or proceeding made or instituted by or on behalf of any person, firm or corporation, against him by reason of his being or having been a Director or Officers of this corporation, except as to which: 1) he shall have been adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such Director or Officer, or 2) in the event no adjudication shall have been made in any action, suit or proceeding with respect to the presence or absence of such dereliction, he shall be adjudged by the Board of Directors to have been derelict in the performance of his duties as such Director or Officer; provided, however, that in the event the liability and expenses against which indemnification is hereby granted shall be incurred by more than one Director, then, if the Directors who shall have not incurred such liability and expenses shall not constitute a majority of the Directors, such an adjudication may be made by the stockholders of the corporation holding a majority of the voting stock of the corporation outstanding and entitled to vote.

Without limiting or affecting the scope of the foregoing obligation to indemnify said Officers and Directors, each Officer and Director shall be fully indemnified and protected by this corporation in any action or omission to act taken in good faith in accordance with the advice, recommendation or opinion of the attorneys for this corporation or the accountants employed from time to time to supervise or audit the books and accounts of this corporation. The foregoing right of indemnification shall not be exclusive of other rights to which each such person may be entitled by law, and shall be available whether or not the Director or Officer shall be a Director or Officer at the time of incurring such expense and liability.

ARTICLE XIV

PROPORTIONATE REPRESENTATION

The holder or holders, 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 Directors as provided in Section 523.5, Code of Iowa.

The foregoing Qualification Articles of Incorporation (which in effect also serve to amend the existing Articles of Incorporation) were adopted by the shareholders of the corporation on June 28, 1976. There were 33 shares of outstanding capital stock entitled to vote on the adoption or rejection of these Qualification Articles of Incorporation and all 33 shares voted in favor of same.

Simultaneously with the effective date of these Qualification Articles of Incorporation (June 30, 1976) the corporation shall cancel the existing 33 shares of Common Stock, \$50,000 par value, which are currently outstanding and shall immediately issue in lieu thereof 110,000 shares of Common Stock, \$10 par value, which stock, when issued, shall represent the initial outstanding capital stock of the corporation.

Dated this 29th day of June, 1976.

HN INVESTORS LIFE INSURANCE COMPANY, INC.



By Ronald L. Jensen
 Ronald L. Jensen, President

ATTEST:

Harvey L. Clark
 Harvey L. Clark, Secretary

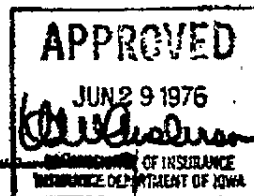
STATE OF IOWA }
 COUNTY OF LINN } ss.

Subscribed and sworn to before me by Ronald L. Jensen and Harvey L. Clark this 29th day of June, 1976.



Judy K. Neve
 Judy K. Neve, Notary Public in and
 for the State of Iowa

My Commission Expires: September 30, 1976



ENTIRE AND TRUE
 H-31 (Rev. 3/17 June 30, 1976)
 Expires Perpetual
 Filing Fee \$1.00
 1507
 HN Investors Life Insurance Company of America

Approved
 Assistant Attorney General
 June 29, 1976

Final

MAILED
JUL 24 1984

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ARTICLES OF AMENDMENT TO THE
QUALIFICATION ARTICLES OF INCORPORATION OF
NN INVESTORS LIFE INSURANCE COMPANY, INC.

(1) The name of the Corporation is NN Investors Life Insurance Company, Inc. The Corporation was originally incorporated under the laws of the State of Wisconsin on April 19, 1961, but pursuant to Chapter 508.12 of the 1975 Code of Iowa, the Corporation became a corporation organized for pecuniary profit under Chapter 491 of the Iowa Code effective June 20, 1976.

(2) The first sentence of Article VI of the Qualification Articles of Incorporation of NN Investors Life Insurance Company, Inc., be and it hereby is amended to read as follows:

"The affairs of this Corporation shall be managed by a Board of Directors of not less than five (5) nor more than twelve (12)".

(3) The foregoing Amendment to said Articles of Incorporation was adopted by the stockholders at a special stockholders' meeting held on January 24, 1984.

(4) There were 100,000 shares of stock outstanding and entitled to vote thereon, and all such shares were voted in favor of the foregoing Amendment to said Articles of Incorporation.

(5) The foregoing Amendment shall become effective on June 20, 1984.

Dated this 18th day of May, 1984.

NN INVESTORS LIFE INSURANCE COMPANY, INC.

By: *Robert D. Ray*
Robert D. Ray, Chairman of the Board
and President

By: *George R. Lambert*
George R. Lambert, Secretary



RECEIVED
SECRETARY OF STATE
JUN 20 10 10 AM '84

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State of Iowa }
County of Linn } SS

On this 18th day of May, 1984, before me, a Notary Public in and for said County and State, personally appeared Robert D. Ray and George R. Lambert, to me personally known, who being duly sworn did say that they are the Chairman of the Board and President and Secretary of MN Investors Life Insurance Company, Inc., respectively, that the seal affixed to said instrument is the seal of said Company by authority of the Board of Directors and the said Robert D. Ray and George R. Lambert acknowledged the execution of said instrument to be the voluntary act and deed of said Company by them voluntarily executed.



LuAnn Roby
LuAnn Roby, Notary Public in and for
said County and State.

My Commission expires September 8, 1985.

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment to the Qualification Articles of Incorporation of NH Investors Life Insurance Company, Inc. 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 13th day of June, 1984.

THOMAS J. MILLER
Attorney General

Fred M. Haskins

BY: FRED M. HASKINS
Assistant Attorney General

APPROVED


JUNI 4 1984
Richard Beckwith
COMMISSIONER OF INSURANCE
INSURANCE DEPARTMENT OF IOWA

FILE NO.	9-43	FILE NO.	647	DATE	June 20
EXPIRES	June 30, 2026	FILE NO.	1700-75	DATE	
FILED BY	NH Investors Life Insurance Company				
FEES	2.50				

610

Richard Beckwith
52482

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COR 147617

 <p>ELAINE BAXTER Secretary of State State of Iowa</p>	<p>IOWA 1980 ANNUAL REPORT for an IOWA CORPORATION</p> <p><small>Required by Iowa Code chapter 490</small></p>	<p>NOTICE The 1980 annual report will be mailed to the registered agent at the corporation's principal office.</p>												
<p>1. Corporation Name 4910-G-1-069666 NM INVESTORS LIFE INSURANCE COMPANY, INC. 4333 EDGEWOOD RD. NE CEDAR RAPIDS IA 52408</p>		<p>The corporation should change its registered agent of record if the registered agent is stated in the annual report.</p>												
<p>2. Registered Agent and Registered Office 4333 EDGEWOOD RD. NE CEDAR RAPIDS IA 52408</p>		<p>ELAINE BAXTER Secretary of State FILED Statement of Change Date: 7/29/80 Time: 10:20 AM P. B. 2</p>												
<p>3. Address of the Principal Office of the Corporation 4333 Edgewood Road NE Cedar Rapids IA 52499</p>		<p>4333 Edgewood Road NE Cedar Rapids, IA 52499</p>												
<p>4. Stock Authorized and Issued</p> <table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Class</th> <th>Par</th> </tr> </thead> <tbody> <tr> <td>A. AUTHORIZED SHARES <small>(May be found in articles of incorporation)</small></td> <td>500,000</td> <td>Common</td> <td>---</td> </tr> <tr> <td>B. SHARES ISSUED & OUTSTANDING <small>(May be found in corporate records)</small></td> <td>266,000</td> <td>Common</td> <td>---</td> </tr> </tbody> </table>			Shares	Class	Par	A. AUTHORIZED SHARES <small>(May be found in articles of incorporation)</small>	500,000	Common	---	B. SHARES ISSUED & OUTSTANDING <small>(May be found in corporate records)</small>	266,000	Common	---	<p>Assistant Secretary Craig P. Varnis</p>
	Shares	Class	Par											
A. AUTHORIZED SHARES <small>(May be found in articles of incorporation)</small>	500,000	Common	---											
B. SHARES ISSUED & OUTSTANDING <small>(May be found in corporate records)</small>	266,000	Common	---											
<p>5. Does the corporation own agricultural land in Iowa? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>		<p>Must be a member of the corporation.</p>												
<p>6. Is the corporation a "family term corporation"? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>		<p>XX</p>												
<p>7. Filing fee is enclosed \$30.00</p>		<p>\$30.00</p>												
<p>8. SIGNED: <i>Craig P. Varnis</i>, Assistant Secretary <small>Report must be signed by a person authorized by the corporation.</small></p>		<p>319/398-8511</p>												
<p>Make checks payable to: SECRETARY OF STATE Hoover Building Des Moines, Iowa 50319 515/281-5204</p>		<p>ALL ITEMS MUST BE COMPLETED ON REVERSE</p>												

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SECRETARY OF STATE
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ARTICLES OF AMENDMENT
TO THE QUALIFICATION ARTICLES OF INCORPORATION
OF
NN INVESTORS LIFE INSURANCE COMPANY, INC.

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 Qualification Articles of Incorporation.

1. The name of the corporation is NN Investors Life Insurance Company, Inc.
2. The first sentence of Article I is amended to read as follows:

"The name of the corporation is PFL Life Insurance Company."

3. The date of adoption of the amendment was April 26, 1990.
4. The amendment was approved by the sole shareholder. 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:

Designation of Group	Shares Outstanding	Votes Entitled To Be Cast On Amendment	Votes Represented At Meeting
Sole Shareholder	266,000	266,000	266,000

4B. The total number of undisputed votes cast for the amendment by each voting group was:

Voting Group	Votes For
Sole Shareholder	266,000

The number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

10360

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The effective date of this document is January 1, 1991
or such later date as the appropriate regulatory authorities
have approved such name change.

NN INVESTORS LIFE
INSURANCE COMPANY, INC.

By: 

Donald J. Shepard
Chairman of the Board and
President

NNamed

0361

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment to the Qualification Articles of Incorporation of NN Investors 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 10th day of May, 1990.

THOMAS J. MILLER
Attorney General

By: Fred M. Haskins
FRED M. HASKINS
Assistant Attorney General

APPROVED

MAY 11 1990

JOHN S. JOHN
Secretary of Insurance
INSURANCE DEPARTMENT OF IOWA

SECRETARY OF STATE
FILED
Date: 11-2-90
Time: 12:23
Receipt: R163709

00362

ARTICLES OF AMENDMENT
TO THE QUALIFICATION ARTICLES OF INCORPORATION
OF
PFL LIFE INSURANCE COMPANY

696666

516461 AMEMO \$50.00 DJC

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

1. The name of the Corporation is PFL Life Insurance Company.
2. The first sentence of Article I is amended to read as follows:
"The name of this Corporation is Transamerica Life Insurance Company"
3. The date of adoption of the amendment was November 13, 2000.
4. The amendment was approved by the sole shareholder.

<u>SHARES OUTSTANDING</u>	<u>VOTES ENTITLED TO BE CAST ON AMENDMENT</u>	<u>VOTES REPRESENTED AT MEETING</u>
266,000	266,000	266,000

The total number of undisputed votes cast for the amendment was:

VOTES
FOR
266,000

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

The effective date of this document is March 1, 2001 or such later date as the appropriate regulatory authorities have approved such name change.

PFL LIFE INSURANCE COMPANY

By: *Craig D. Vermie*
Craig D. Vermie
Vice President, Secretary
and General Counsel

CERTIFICATE OF APPROVAL
ATTORNEY GENERAL

Pursuant to provisions of the Iowa Code, the undersigned approves the "Articles of Amendment to the Qualification Articles of Incorporation" for PFL Life Insurance Company (adopted November 13, 2000, to be effective March 1, 2001) 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

11-30-00
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 to the Qualification Articles of Incorporation" for PFL Life Insurance Company (adopted November 13, 2000, to be effective March 1, 2001).

THERESE M. VAUGHAN
Commissioner of Insurance

11.30.00
Date

By: Robert L. Howe
ROBERT L. HOWE
Deputy Commissioner of Insurance

Cert of Approval - Articles

FILED
IOWA
SECRETARY OF STATE
12-1-00
2:41 PM

W262411





STATE OF IOWA
Secretary of State Office

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I hereby certify that this is a true and complete document(s) to which the seal is annexed as filed in this office beginning 30th day of June 1976 to and including the date below.

DATED December 7 2022

Chetan C. Mishra
Secretary Of State

BY: Diane Beaudette
15 pgs

