

837318

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

11/10

Office Use Only



800376288178

11/10/21--01021--005 **43.75

N/C

FILED
2021 NOV 10 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 06 2021

D CONNELL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 4, 2021

CASEY O'DONNELL
1763 MARLTON PIKE EAST
SUITE 200
CHERRY HILL, NJ 08003

SUBJECT: CENTURION LIFE INSURANCE COMPANY
Ref. Number: 837318

We have received your document for CENTURION LIFE INSURANCE COMPANY and check(s) totaling \$4375.00. However, your check(s) and document are being returned for the following:

Because of recent changes to Chapters 607, 605, and 620, Florida Statutes, your document does not meet current filing requirements. You may download the correct form and instructions from our website www.sunbiz.org.

PLEASE CORRECT THE DATE IN SECTION #3 OF THE APPLICATION. THE CORRECT DATE IS 11/03/1976. THE CERTIFICATE OF STATUS MUST INCLUDE BOTH THE OLD AND NEW NAME OF THE CORPORATION ALONG WITH THE DATE THE AMENDMENT WAS FILED IN THE STATE OF IOWA.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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

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

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 521A00024069

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Bestow Life Insurance Company

Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Casey O'Donnell

Name of Contact Person

Westmont Associates, Inc.

Firm/Company

1763 Marlton Pike East, Suite 200

Address

Cherry Hill, NJ 08003

City/State and Zip Code

casey@westmontlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Casey O'Donnell

Name of Contact Person

856 216-0220

at (_____) _____
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)
837318

(Document number of corporation (if known))

1. Centurion Life Insurance Company

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

2. Iowa

(Incorporated under laws of)

3. 11/03/1976

(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? 09/02/21

5. Bestow Life Insurance Company

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

Not Applicable

(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.

Not Applicable

(New duration)

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

Not Applicable

(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)

Melbourne O'Banion

(Typed or printed name of person signing)

CEO

(Title of person signing)

FILED
2021 NOV 10 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**IOWA SECRETARY OF STATE
PAUL D. PATE**



CERTIFICATE OF EXISTENCE

Issue Date: 9/28/2021

Name: BESTOW LIFE INSURANCE COMPANY (490 DP - 339418)

Date of Incorporation: 12/27/2006

Duration: PERPETUAL

I, Paul D. Pate, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: CS23098S

To validate certificates visit:

sos.iowa.gov/ValidateCertificate



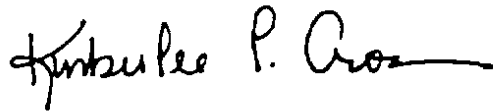
Paul D. Pate, Iowa Secretary of State

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the
ARTICLES OF AMENDMENT OF CENTURION LIFE INSURANCE COMPANY.

DOUG OMMEN

Iowa Insurance Commissioner



KIMBERLEE L. CROSS

Deputy Commissioner of Supervision

Date: 9/02/2021

FILED
IOWA
SECRETARY OF STATE
9-3-2021
9:30am
W01305121

339418

Execution Version

**ARTICLES OF AMENDMENT
OF
CENTURION LIFE INSURANCE COMPANY
AUGUST 31, 2021**

Pursuant to Section 490.902 and 490.1006 of the Iowa Business Corporation Act, Centurion Life Insurance Company, an Iowa corporation (the "Corporation"), hereby submits the following Articles of Amendment to its Amended and Restated Articles of Incorporation (the "Articles of Amendment"): 1078884, AMEN \$50.00 KATHY 2 8/12/21

1. The current name of the Corporation is Centurion Life Insurance Company. As reflected in the amendment set forth in Section 2 of these Articles of Amendment, the Corporation is changing its name to Bestow Life Insurance Company.
2. Article I of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

"ARTICLE I.

NAME

The corporate name of the corporation (hereinafter the "corporation") is Bestow Life Insurance Company."

3. Article II of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

"ARTICLE II.

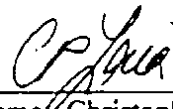
PLACE OF BUSINESS

The address, including street and number of the corporation's principal office in the State of Iowa for the transaction of the corporation's business is c/o Corporation Service Company, 505 5th Ave., Suite 729, Des Moines, Iowa 50309.

4. The foregoing amendments were duly approved by the board of directors and sole shareholder of the Corporation by written consents dated August 31, 2021 in accordance with the Iowa Business Corporation Act and the Amended and Restated Articles of Incorporation.

RECEIVED
SECRETARY OF STATE
IOWA
2021 SEP -3 AM 9:30

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
as of the date first written above.

By: 
Name: Christopher Laia
Title: Chief Legal Officer & Secretary

**WRITTEN CONSENT IN LIEU OF A MEETING
OF
THE BOARD OF DIRECTORS
OF
CENTURION LIFE INSURANCE COMPANY**

AUGUST 31, 2021

The undersigned, being all of the members of the Board of Directors (the "Board") of Centurion Life Insurance Company, an Iowa corporation (the "Company"), adopt the following resolutions:

WHEREAS, the Board deems it advisable and in the best interests of the Company to amend the existing Amended and Restated Articles of Incorporation of the Company, effective as of December 31, 2006 (the "Articles of Incorporation"), and to amend and restate the Second Amended and Restated Bylaws of the Company, effective as of January 19, 2009, to change the name and principal office of the Company.

NOW THEREFORE, BE IT RESOLVED, that the Articles of Amendment to the Articles of Incorporation substantially in the form attached hereto as **Exhibit A** (the "Articles of Amendment") are hereby adopted and approved in all respects, subject to the approval of the Articles of Amendment by the shareholders of the Company; and be it further

RESOLVED, that, upon approval by the shareholders of the Company, the individuals who are the proper officers of the Company (each, an "Authorized Officer") be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Company, to execute, deliver and file the Articles of Amendment with the Iowa Insurance Division and the Iowa Secretary of State and to pay any fees related to such filing and to take such actions as may be necessary, appropriate or advisable to adopt the Articles of Amendment; and be it further

RESOLVED, that the Board hereby recommends that the shareholders of the Company approve and adopt the Articles of Amendment; and be it further

RESOLVED, that the Articles of Amendment be submitted to the shareholders of the Company for their approval and adoption; and be it further

RESOLVED, that the Third Amended and Restated Bylaws of the Company substantially in the form attached hereto as **Exhibit B** (the "Third Amended and Restated Bylaws") are hereby adopted and approved in all respects; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Company, to execute, deliver and file the Third Amended and Restated Bylaws with the Iowa Insurance Division and to pay any fees related to such filing and to take such actions as may be necessary, appropriate or advisable to adopt the Third Amended and Restated Bylaws; and be it further

RESOLVED, that any Authorized Officer is authorized, empowered and directed in the name and on behalf of the Company to take all such further action necessary, advisable or appropriate, including to execute, deliver and file all other agreements, papers, instruments,

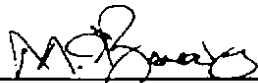
documents and certificates and to pay all charges, fees, taxes and other expenses, from time to time necessary, advisable or appropriate to be done, signed, sealed, executed, acknowledged, filed with any governmental authority or otherwise, recorded, delivered or paid, under any applicable law or otherwise, and to certify as having been adopted by the Board by any form of resolution required by any law, regulation or agency necessary, advisable or appropriate to effectuate the purpose and intent of the foregoing resolutions; and be it further

RESOLVED, that this written consent may be executed in any number of counterparts (including by electronic mail or facsimile), each counterpart to constitute an original and the counterparts together to constitute one and the same instrument; and be it further

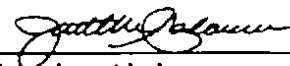
RESOLVED, that this written consent be entered into the books and records of the Company.

[Signature pages follow.]

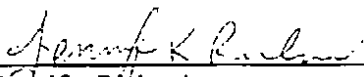
IN WITNESS WHEREOF, the undersigned have executed this written consent effective as of the date first written above.



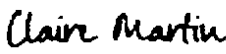
Melbourne O'Banion III



Jonathan Abelman



Jennifer Richards



Claire Martin



Chris Lata

**WRITTEN CONSENT IN LIEU OF A MEETING
OF
THE SOLE SHAREHOLDER
OF
CENTURION LIFE INSURANCE COMPANY**

August 31, 2021

The undersigned, being the sole shareholder ("Shareholder") of the capital stock of Centurion Life Insurance Company, an Iowa corporation (the "Company"), adopts the following resolutions:

WHEREAS, the Board of Directors of the Company (the "Board") has determined that it is advisable and in the best interests of the Company to amend the existing Amended and Restated Articles of Incorporation of the Company, effective as of December 31, 2006 (the "Articles of Incorporation") to change the name and principal office of the Company, has unanimously adopted and approved the Articles of Amendment to the Articles of Incorporation substantially in the form attached hereto as **Exhibit A** (the "Articles of Amendment") and has recommended that the shareholder of the Company approve and adopt the Articles of Amendment.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Amendment be, and hereby are, ratified, approved and adopted in all respects in the form authorized, approved and adopted by the Board and the Company's authorized officers; and be it further

RESOLVED, that the Board is hereby authorized and empowered in the name and on behalf of the Company, to execute, deliver and file (or cause the execution, delivery and filing of) the Articles of Amendment with the Iowa Insurance Division and the Iowa Secretary of State and to pay (or cause the payment of) any fees related to such filing and to take such actions as may be necessary, appropriate or advisable to adopt the Articles of Amendment; and be it further

RESOLVED, that the Board is hereby authorized and empowered in the name and on behalf of the Company to take all such further action as the Board shall deem necessary, advisable or appropriate, including to execute, deliver, or file (or cause to be executed, delivered or filed) all other agreements, papers, instruments, documents and certificates and to pay (or cause to be paid) all charges, fees, taxes and other expenses, from time to time necessary, advisable or appropriate to be done to effectuate the purpose and intent of the

foregoing resolutions, the authority for the doing of any such action and the execution, delivery and filing of such of the foregoing to be conclusively evidenced thereby; and be it further

RESOLVED, that any and all actions of the Company, any member of the Board or officer of the Company, taken in connection with the actions contemplated by the foregoing resolutions be and hereby are ratified, confirmed, approved and adopted in all respects as the acts and deeds of the Company.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned shareholder has executed this written consent effective as of the date first written above.

BESTOW INC.

By: 
Name: Melbourne O'Banion
Title: Chief Executive Officer