

Lincoln
Memorial
Life
Insurance
Company



838468

1250 Capital of Texas Hwy
Building 3 Suite 100
P.O. Box 160050
Austin, Texas 78716
Office: (512) 328-0786
Toll Free: (800) 283-8840
Fax: (512) 328-0072

June 28, 1999

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

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-07/06/99--01096--004
*****43.75 *****43.75

**RE: Lincoln Memorial Life Insurance Company
Name Change to New Life Insurance Company
Effective March 3, 1999**

**NAIC: 60984
FEIN: 742552026**

To Whom It May Concern:

We hereby submit this request to effect the above captioned name change for Lincoln Memorial Life Insurance Company, Florida company number 92-74-2552026. Effective March 3, 1999 Lincoln Memorial Life Insurance Company changed its name to New Life Insurance Company.

Enclosed are the Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a copy of the Amended Articles of Incorporation reflecting the name change certified by the state of Texas within the last 90 days and the required filing fee of \$43.75.

We trust that these documents will be found to be satisfactory to effect our requested name change. Should you require anything further, please contact me at (512) 329-7182. Your prompt attention to our filing is most appreciated.

Regards,

Keith R. Reece
Compliance Analyst

NC
7-9-99
MHS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
89 JUL -6 AM 10:36

FILED



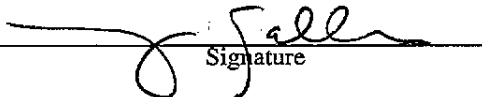
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Lincoln Memorial Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas Incorporated under laws of
3. June 1, 1977
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? March 3, 1999.
5. New 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.
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.
N/A
New Jurisdiction


Signature

June 28, 1999
Date

Mary Salluce
Typed or printed name

Compliance Officer & Corporate Secretary
Title

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99 JUL -6 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

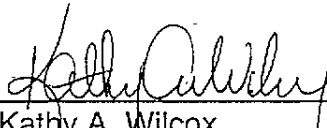
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amendment to the Articles of Incorporation for NEW LIFE INSURANCE COMPANY, Austin, Texas, Commissioners Order No. 99-0336, dated March 3, 1999, consisting of three (3) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 20th day of April, 1999.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: _____


Kathy A. Wilcox
Director
Insurer Services Division
Order No. 96-1276

No. 99-0336

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: MAR 03 1999

Subject Considered:

LINCOLN MEMORIAL LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-05980

AMENDMENT TO THE ARTICLES OF INCORPORATION
DOCKET NO. R-99-0106

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of LINCOLN MEMORIAL LIFE INSURANCE COMPANY, Austin, Texas, for approval of an amendment to the Articles of Incorporation changing its name from LINCOLN MEMORIAL LIFE INSURANCE COMPANY to NEW LIFE INSURANCE COMPANY and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

Action by LINCOLN MEMORIAL LIFE INSURANCE COMPANY as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 3.05, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name NEW LIFE INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public. The name change endorsement for NEW LIFE INSURANCE COMPANY, Austin, Texas, Form No. NLNC-12/98 has been filed with the Life/Health Group Division.

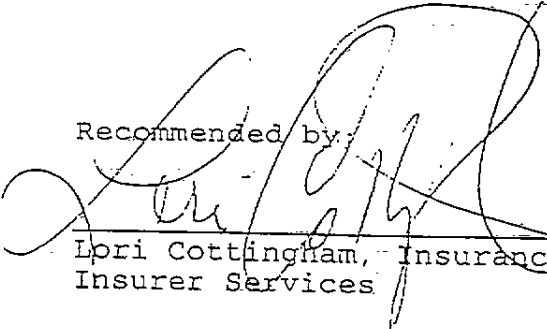
Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to NEW LIFE INSURANCE COMPANY, Austin, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 9819, dated February 27, 1992, be canceled.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: 

Kathy A. Wilcox, Director
Insurer Services
Order 94-0580

Recommended by:


Lori Cottingham, Insurance Specialist
Insurer Services

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LINCOLN MEMORIAL LIFE INSURANCE COMPANY**

Pursuant to the provisions of Part 4 of the Texas Business Corporation Act, and Article 3.05 of the Texas Insurance Code, the undersigned corporation adopts the following articles of amendment to its articles of incorporation and charter.

ARTICLE ONE

The name of the corporation is Lincoln Memorial Life Insurance Company.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on December 15, 1998. The Articles of Incorporation are amended to change the name of the Company to NEW LIFE INSURANCE COMPANY. The amendment changes only Article One of the Restated Articles of Incorporation, as amended by Official Order 97-0151 of the Commissioner of Insurance of the State of Texas, without changing any other article. The full text of that provision as altered is as follows:

ARTICLE ONE

The name of the corporation is NEW LIFE INSURANCE COMPANY.

ARTICLE THREE

The number of shares of the corporation issued and outstanding at the time of the adoption of the amendment was 1,200,000; and the number of shares entitled to vote thereon was 1,200,000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on the amendment have signed a consent in writing adopting said amendment.

In conformity with the above, I, Nicholas M. Powling, President of the Company, have executed this instrument and I do hereby sign and acknowledge the same for and on behalf of the Company this 15th day of December, 1998.

LINCOLN MEMORIAL LIFE
INSURANCE COMPANY

By: Nicholas Powling
Nicholas M. Powling, President