

BAKER & DANIELS
EST. 1863

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KERRY E. ZOOK
(317) 237-1183

855552

INDIANAPOLIS
FORT WAYNE
SOUTH BEND
ELKHART
WASHINGTON, D.C.

Sent via Federal Express

December 24, 1997

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002383454--8
-12/26/97--01078--009
*****43.75 *****43.75

Re: Reinstating AmeriFirst Insurance Company and Amending
Its Florida Registration to Reflect a Name Change

Dear Sirs:

I am writing on behalf of AmeriFirst Insurance Company (the "Company") for three purposes: (1) reinstate the Company's authorization to transact business in Florida; (2) amend the Company's Florida registration to reflect the Company's recent name change to Vencor Insurance Company; and (3) obtain a Florida Certificate of Status in the Company's new name.

I. Reinstate the Company.

The Company is an Indiana domiciled life and health insurer that is licensed to write Life, Group Life & Annuities, and Accident & Health insurance in Florida. Apparently, though, the Company's authority to transact business in Florida as a foreign profit corporation was revoked by your office on September 26, 1997 because the Company failed to file an annual statement with your office.

I am writing to request that the Company's authority to transact business in Florida be reinstated. To do this, I have enclosed:

1. A Florida Application for Reinstatement; and

corpnc
Linda
19 pages

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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2. A check for \$750 to the Florida Department of State.

As you will notice, the Application for Reinstatement contains updated information regarding the Company, in particular its new home and mailing addresses and its new officers and directors. However, one item that Application is unable to reveal is the Company's recent name change, which is addressed next in Section II.

II. Amending the Company's Name.

On October 10, 1997, the Company amended and restated its Articles of Incorporation to, among other things, change its name to "Vencor Insurance Company." Pursuant to Indiana law, the Indiana Department of Insurance, the Indiana Attorney General, and the Indiana Secretary of State recently approved the Company's Amended and Restated Articles of Incorporation, and therefore, effective November 7, the Company's legal name became Vencor Insurance Company.

Consequently, the Company's Florida registration (once your office reinstates the Company) needs to be amended to reflect the Company's new name of Vencor Insurance Company. Pursuant to the requirements listed in your office's letter to me, I have enclosed the following items to amend the Company's name on its Florida registration:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. One copy of the Company's Amended and Restated Articles of Incorporation certified by the Indiana Department of Insurance;
3. One copy of the Company's Amended Indiana Certificate of Authority certified by the Indiana Department of Insurance; and
4. A check for \$43.75 to the Florida Department of State.

III. Florida Certificate of Status.

As part of the Company's required filings with the Florida Department of Insurance, we need to obtain a Florida Certificate of Status from your office that reflects the

December 24, 1997

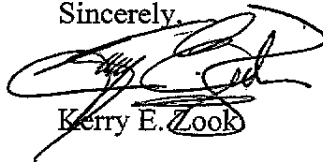
Company's new name. Therefore, once you have reinstated the Company and amended its registration to reflect its new name, please send a Certificate of Status to me at:

Kerry E. Zook
Baker & Daniels
300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204

\$8.75 of the \$43.75 check I have enclosed is intended to cover your office's fee for obtaining the Certificate of Status.

Thank you for your time and attention to these matters. If you have any questions or need additional information, please do not hesitate to call me at (317) 237-1183 or Kevin Griffith at (317) 237-1179.

Sincerely,



Kerry E. Zook

KEZ:jak

Enclosures

cc: Jill L. Force
Robert R. Nunnelley
Kevin P. Griffith

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AmeriFirst Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Indiana 3. February 16, 1983
Incorporated under laws of 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? November 7, 1997
5. Vencor 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

12/17/97
Date

Jill L. Force
Typed or printed name

Senior Vice President, General Counsel,
and Corporate Secretary
Title

INSURANCE DEPARTMENT

STATE OF INDIANA

office of _____


COMMISSIONER OF INSURANCE

Indianapolis, Indiana, November 26, 1997

I, Sally McCarty, Commissioner of Insurance of the State
of Indiana, do hereby certify that I have caused to have compared
the annexed copy of the Certificate of Authority
of the VENCOR INSURANCE COMPANY
(f/k/a Amerifirst Insurance Company
of Indianapolis, Indiana

with the original of on file at this Department and find the same
to be a correct transcript of the whole of said original.

In witness whereof I have hereunto
set my hand and affixed my official
seal the day and year first above
written.


Sally McCarty
Commissioner of Insurance

**Department of Insurance
State of Indiana
OFFICE OF
Insurance Commissioner**

CERTIFICATE OF AUTHORITY

Indianapolis, Indiana November 7, 1997

Whereas, The Vencor Insurance Company
of Indianapolis, Indiana having complied with all
the requirements of the laws regulating Stock Life
Insurance Companies doing business in the State of Indiana.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class I (a)(b)(c)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.



IN TESTIMONY WHEREOF I hereunto
subscribe my name and affix the seal of my
office the date written above.

Sally McCarty

INSURANCE COMMISSIONER

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana, November 26, 1997

I, Sally McCarty, Commissioner of Insurance of the State
of Indiana, do hereby certify that I have caused to have compared
the annexed copy of the Articles of Amendment and Restatement
of the Articles of Incorporation
of Amerifirst Insurance Company (an Indiana Stock Insurance
Company)
n/k/a VENCOR INSURANCE COMPANY

with the original of on file at this Department and find the same
to be a correct transcript of the whole of said original.

In witness whereof I have hereunto
set my hand and affixed my official
seal the day and year first above
written.



Sally McCarty
Commissioner of Insurance

APPROVED
DEPARTMENT OF INSURANCE

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
AMERIFIRST INSURANCE COMPANY
an Indiana Stock Insurance Company**

NOV 06 1997

FILED
IND. SECRETARY OF STATE
STATE OF INDIANA
INSURANCE COMMISSIONER

AmeriFirst Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating an amendment and restatement of its Articles of Incorporation, sets forth the following facts:

**Article I
Amendment and Restatement of the
Articles of Incorporation**

Section 1. The name of the Corporation following this amendment and restatement will be Vencor Insurance Company.

Section 2. Upon the effectiveness of these Articles of Amendment and Restatement the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked "Exhibit A" (the "New Articles").

**Article II
Effective Date**

The effective date of the New Articles shall be the date of filing of these Articles of Amendment and Restatement with the office of the Indiana Secretary of State, or such other date as may be provided by law.

**Article III
Manner of Adoption and Vote**

Section 1. Action by Directors. The Board of Directors of the Corporation, acting by unanimous written consent dated October 10, 1997, in lieu of a board meeting, adopted resolutions (1) approving the New Articles, (2) recommending that the Corporation's sole shareholder approve the New Articles, (3) directing that the New Articles be submitted to the vote of the sole shareholder at a special meeting of the sole shareholder, and (4) calling a special meeting of the sole shareholder to vote on the New Articles.

Section 2. Action by Sole Shareholder. The sole shareholder of the Corporation, holding all 800 issued and outstanding shares of the Corporation's voting stock, acting by unanimous written consent dated October 10, 1997 in lieu of the special meeting called by the Board of

RECEIVED
CORPORATIONS DIV.
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SUSANNE GILROY

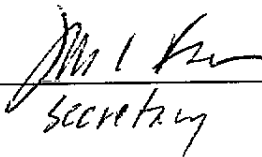
Directors, adopted resolutions (1) approving and adopting the New Articles, and (2) waiving the notice and the holding of the special meeting of the shareholder called by the Board of Directors.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the New Articles and the written consents by which it was adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officers of the Corporation execute these Articles of Amendment and Restatement of the Articles of Incorporation of AmeriFirst Insurance Company and certify to the truth of the facts herein stated, this 10th day of October, 1997.

AMERIFIRST INSURANCE COMPANY

By: 

By: 
Secretary

STATE OF Kentucky) SS:
COUNTY OF Jefferson

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Mr. Earl Reed III and Jill L. Force, the Vice President and the Secretary, respectively, of AmeriFirst Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement to the Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 10th day of October, 1997.

Carroll A. Dunavent
Notary Public

CARROLL A. DUNAVENT
Name Printed

My County of Residence:

Jefferson

My Commission Expires:

9-15-2001

This instrument was prepared by Kevin P. Griffith, Attorney at Law, Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENCOR INSURANCE COMPANY**

Vencor Insurance Company (the "Corporation"), duly existing under the Indiana Insurance Law and desiring to amend and restate its Articles of Incorporation, submits the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Vencor Insurance Company.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal Office. The post office address of the Corporation's principal office at the time of the effectiveness of these Amended and Restated Articles of Incorporation is:

300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204-1782

Section 2.02. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Amended and Restated Articles of Incorporation is:

Kevin P. Griffith, Esq.
Baker & Daniels
300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204-1782

**ARTICLE III
PURPOSES AND POWERS; BUSINESS PLAN OR PRINCIPLES**

Section 3.01. Purposes. This Corporation is formed for the purpose of conducting the business of, and acting as, an insurance company with the power to write such kinds of insurance and reinsurance as are comprised under Class 1 of Section 27-1-5-1 of the Indiana Code, and to

ARTICLE V
STOCK

Section 5.01. Authorized Shares. The aggregate number of authorized shares of capital stock of the Corporation is One Thousand (1,000) shares of Common Stock. The Common Stock shall have a par value of One Thousand Eight Hundred and Seventy-five Dollars (\$1,875.00) per share. The minimum amount of Capital Stock with which the Corporation may continue in business is Eight Hundred (800) shares.

Section 5.02. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties, and restrictions. These shares may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors; provided, however, that no shares may be issued for less than the par value of the shares.

ARTICLE VI
CAPITAL

Section 6.01. Paid-in Capital and Surplus. The amount of paid-in capital with which the Corporation began business was not less than One Million Dollars (\$1,000,000), and the amount of surplus with which the Corporation began business was not less than One Million Dollars (\$1,000,000). Representations with respect to the amounts of the Corporation's initial paid-in capital and surplus were set forth by the original incorporators of the Corporation in the original incorporation documents of the Corporation, which are hereby incorporated by reference. At the time of adoption of these Amended and Restated Articles of Incorporation, the Corporation has paid-in capital of not less than One Million Dollars (\$1,000,000) and a surplus of not less than Two Hundred and Fifty Thousand Dollars (\$250,000).

ARTICLE VII
INCORPORATORS, FIRST OFFICERS, AND FIRST DIRECTORS

The names, occupations, and post office addresses of the Incorporators, first Officers, and first Directors of the Corporation at the time of the original incorporation in 1982 is included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.01. Management. The business of the Corporation shall be managed by a Board of Directors. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Indiana Insurance Law. The number of

Directors of the Corporation shall not be less than five (5) nor more than fifteen (15), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. The Corporation shall have five (5) Directors at the effective time of these Amended and Restated Articles of Incorporation and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Section 8.02. Vacancy. Any vacancy on the Board of Directors caused by resignation, removal, death, or other incapacity or by increase in the number of Directors may be, at the discretion of the Board, filled by a majority vote of the remaining Directors or left unfilled until the next meeting of shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least two-thirds of all Directors. No Director may be removed except as provided in this Section.

Section 8.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE IX **SHAREHOLDER MEETINGS**

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for directors shall not be cumulative.

ARTICLE X INDEMNIFICATION

Section 10.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

Section 10.02. Definitions.

- (a) The term "Claim" as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.
- (b) The term "Eligible Person" as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Corporation or who, while a Director, Officer

or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director, officer, trustee, employee, agent or fiduciary of an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

- (c) The terms "Liability" and "Expense" as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term "Wholly Successful" as used in this Article shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.
- (e) As used in this Article, the term "Corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director, officer or employee of such a constituent entity or is or was serving at the request of such constituent entity as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

Section 10.03. Advancement of Expenses.

- (a) Expenses incurred by an Eligible Person who is a Director of the Corporation in defending any Claim shall be paid by the Corporation in advance of the final disposition of such Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

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

JEFFREY A. MODISETT
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

November 7, 1997

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Amerifirst Insurance Company which is changing its name to Vencor 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,

JEFFREY A. MODISETT
Attorney General of Indiana
Atty No. 0014704-49

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

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