

855552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

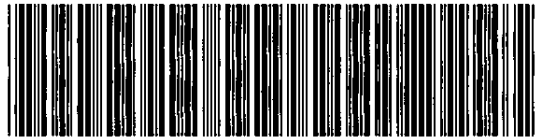
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
09 DEC 14 PM 3:29

Name chg/cc
@ 12/15/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Renaissance Life and Health Insurance Company

DOCUMENT NUMBER: 855552

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karen A. Benson

Name of Contact Person

Jorden Burt LLP

Firm/ Company

777 Brickell Avenue, Suite 500

Address

Miami, FL 33131

City/ State and Zip Code

kea@jordenusa.com

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

For further information concerning this matter, please call:

Karen A. Benson

Name of Contact Person

at (305)

347-6871
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

855552

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 14 PM 3:29

1. Renaissance Life and Health Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Indiana
(Incorporated under laws of)

3. 02/16/1983
(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? 11/10/2009

5. Members Health 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)

(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.

N/A
(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.

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

Flavius A. Barker
(Typed or printed name of person signing)

President
(Title of person signing)



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
302 W. WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770
www.AttorneyGeneral.IN.gov

TELEPHONE: 317.232.6201
FAX: 317.232.7979

GREG ZOELLER
INDIANA ATTORNEY GENERAL

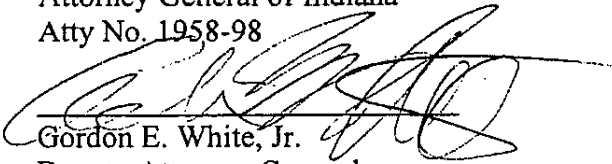
November 5, 2009

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Third Amended and Restated Articles of Incorporation of Renaissance Life and Health Insurance Company which is changing its name to Members Health 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,

GREGORY ZOELLER
Attorney General of Indiana
Atty No. 1958-98


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

674572

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

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

of

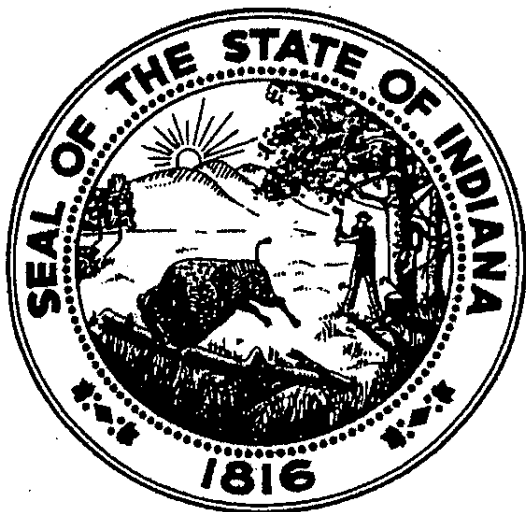
RENAISSANCE LIFE & HEALTH INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Amended and Restated Articles 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.

The name following said transaction will be:

MEMBERS HEALTH INSURANCE COMPANY

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, November 10, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 10, 2009.

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

TODD ROKITA,
SECRETARY OF STATE

94587

**Certificate of Similarity
11-9-33**

**INSURANCE DEPARTMENT
STATE OF INDIANA
Office of
COMMISSIONER OF INSURANCE**

Indianapolis, Indiana November 25th, 2009

I, Carol Cutter, 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 for Members Health Insurance Company of Indianapolis, Indiana** dated November 10th, 2009 with the original 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.

Insurance Commissioner

RECEIVED
CORPORATIONS DIV.
NOV 10 AM 9:39

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RENAISSANCE LIFE AND HEALTH INSURANCE COMPANY
an Indiana Stock Insurance Company

APPROVED

Amu lid
NOV 02 2009
Chief Deputy
STATE OF INDIANA
DEPT. OF INSURANCE

Renaissance Life & Health Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating a fourth 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 Corporation was incorporated on May 20, 1982.

Section 2. The name of the Corporation following this amendment and restatement will be Members Health Insurance Company.

Section 3. 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 II
Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Corporation, on August 7, 2009, at a duly called meeting of the Directors, 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 August 7, 2009 in lieu of the special meeting called by the Board of 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.

APPROVED
AND
FILED
Carol Roberts
SECRETARY OF STATE

IN WITNESS WHERE OF, the undersigned officer of the Corporation executed these Articles of Amendment and Restatement of the Articles of Incorporation of Renaissance Life & Health Insurance Company and certifies to the truth of the facts herein stated, this ___ day of September 2009.

RENAISSANCE LIFE & HEALTH
INSURANCE COMPANY

Flavius A. Barker
Flavius A. Barker, President

Lonnie E. Roberts
Lonnie E. Roberts, CEO and Treasurer

Terri R. Pinkston
Terri R. Pinkston, Secretary

STATE OF TENNESSEE)
)
COUNTY OF MAURY)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Flavius A. Barker, Lonnie E. Roberts and Terri R. Pinkston, respectively the President, CEO and Treasurer, and Secretary of Renaissance Life & Health Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement to the Third Amended and Restated Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 19 day of Sept, 2009.

Andrea Lea Mabry
Notary Public

Andrea Lea Mabry
Print

My County of Residence:

Maury
My Commission Expires:

10-19-09



**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEMBERS HEALTH INSURANCE COMPANY**

Members Health Insurance Company (the "Corporation"), incorporated May 20, 1982, duly existing under the Indiana Insurance Law and desiring to amend and restate its Articles of Incorporation, submits the following Fourth Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Members Health 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 effectiveness of these Fourth Amended and Restated Articles of Incorporation is:

147 Bear Creek Pike
Columbia, Tennessee 38401

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

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

**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, a stock 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, as amended, and to do all things necessary, convenient, or expedient for carrying on the business of such an insurance company or any other business related thereto.

Section 3.02. Powers. The Corporation shall have and may exercise all of the rights, privileges, and powers set forth in Section 27-1-7-2 of the Indiana Insurance Law, as amended, and as otherwise authorized by the Indiana Insurance Law, and shall have the power to do all acts and things necessary, convenient, or expedient to carry out the purposes for which it was formed, including specifically and without limitation the power to apply for a license and provide health insurance and other services to individuals, including but not limited to, members of state Farm Bureaus and their families.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Corporation is to be or may be conducted in Indiana and in other jurisdictions is as follows:

- (a) To transact business as a stock life insurance company engaged in writing the kinds of insurance and reinsurance as are comprised under Class 1 of Section 27-1-5-1 of the Indiana Code, as amended; and
- (b) To provide health insurance and other services to individuals, including but not limited to, members of state Farm Bureaus and their families.

ARTICLE IV PERIOD OF EXISTENCE

Section 4.01. Period. The period during which the Corporation will continue as a corporation shall be perpetual.

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 Three Thousand and 00/100 Dollars (\$3,000.00) 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, 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 Fourth 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. In addition, a majority of the Directors must, during their entire terms of service be citizens of the United States or Canada, and at least one Director must reside in Indiana. The

Corporation shall have five (5) Directors at the effective time of these Fourth 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 death, resignation, disqualification, increase in the number of Directors, or otherwise may be, at the discretion of the Board, filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the 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 interest 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 requirement 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 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 an 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.
- (b) Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the

Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 10.04. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Indiana, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Corporation would have the power to indemnify him or her against such a Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

ARTICLE XI **AMENDMENT OF ARTICLES**

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Fourth Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision of these Fourth Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana. All rights conferred upon shareholders in these Fourth Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**AFFIDAVIT RELATED TO THE
ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RENAISSANCE LIFE AND HEALTH INSURANCE COMPANY**

ON THIS DATE, BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared **KAREN A. BENSON** ("Affiant"), who after being duly sworn upon oath, deposes and says that:

1. On behalf of Renaissance Life and Health Insurance Company (the "Company"), the Affiant filed on October 20, 2009 with the Indiana Department of Insurance three originally signed and notarized copies of the Articles of Amendment and Restatement of the Third Amended and Restated Articles of Incorporation of the Company (the "Articles").

2. The date on the certification page specifying when the undersigned officers of the Company executed the Articles was left blank.

3. The Notary Public who signed the Articles certified that the undersigned officers of the Company executed the Articles on October 19, 2009.

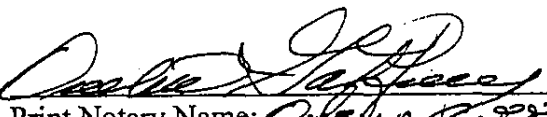
4. On October 27, 2009, the Affiant confirmed through communication with the Legal Counsel and Privacy Officer of the Company that the undersigned officers of the Company executed the Articles on October 19, 2009.


KAREN A. BENSON

STATE OF FLORIDA :

COUNTY OF MIAMI-DADE:

SWORN TO and subscribed before me this 27th day of October, 2009, by KAREN A. BENSON, who is personally known to me or has produced as identification.


Print Notary Name: ONELLA GAFFNEY
Notary Public, State of Florida
Serial No., if any: _____

My Commission Expires:

