

F-96000002814

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((H10000066813 3)))



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10 MAR 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Please give to:
Kaven Gibson
Thank You!

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____ (See attached)

REC
3/24

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALTA HEALTH & LIFE INSURANCE COMPANY

Certificate of Status	1
Certified Copy	0
Page Count	33
Estimated Charge	\$43.75

Amendment
and
Re-Domestication

AMENDMENT
3/24

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Alta Health & Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: F9600002814

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer A. Shank
Name of Contact Person

CIGNA Corporation
Firm/Company

1601 Chestnut Street
Address

Philadelphia, PA 19192
City/State and Zip Code

jennifer.shank@cigna.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer A. Shank at (215) 761-6244
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 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 TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

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TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F9600002814

(Document number of corporation (if known))

1. Alta Health & Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Indiana 3. June 4, 1996
(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? March 5, 2010
5. CIGNA Health and 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)
- _____
(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.
- _____
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- Connecticut
(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.

Shermona Mapp
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Shermona Mapp
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

MARCH 5, 2010

CT CORPORATION SYSTEM
ONE CORPORATE CENTER
HARTFORD, CT 06103

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

CIGNA HEALTH AND LIFE INSURANCE COMPANY

Work Order Number: 2010058722-001
Business Filing Number: 0004114403
Type of Request: CERTIFICATE OF REDOMESTICATION
File Date/Time: MAR 05 2010 12:30 PM
Effective Date/Time:
Work Order Payment Received: 7925.00
Payment Received: 4900.00
Credit on Account: 5948.38
Customer Id: 000007625
Business Id: 0991480

TONYA ALLEN
Commercial Recording Division
860-509-6060
WWW.CONCORD.SOTS.CT.GOV

CERTIFICATE OF REDOMESTICATION
INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT
 Office of the Secretary of the State

MAILING ADDRESS:
 Commercial Recording Division
 Connecticut Secretary of the State
 P.O. Box 150470
 Hartford, CT 06115-0470
 860-509-6003

DELIVERY ADDRESS:
 Commercial Recording Division
 Connecticut Secretary of the State
 30 Trinity Street
 Hartford, CT 06106
 860-309-6003

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 TALLAHASSEE, FLORIDA

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.
FEE: \$100.00 (plus franchise tax)

Space For Office Use Only	Make Checks Payable To "Secretary of the State"
FILING #0004114403 PG 01 OF 30 VOL B-01379 FILED 03/05/2010 12:30 PM PAGE 02807 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE	
1. NAME OF INSURANCE COMPANY:	
Alta Health & Life Insurance Company	
2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):	
The corporation was originally incorporated on May 2, 1963 as "Orange State Life Insurance Company" under the laws of the State of Florida. On June 15, 1982, the corporation's name was changed to "Home Life Financial Assurance Corporation." On August 1, 1994, the corporation transferred its state of domicile from the State of Florida to the State of Ohio. On March 21, 1996, the corporation changed its corporate name to "Anthem Health & Life Insurance Company" and it transferred its state of domicile from the State of Ohio to the State of Indiana. On July 19, 1999, the corporation's name was changed to "Alta Health & Life Insurance Company."	
3. APPROVALS:	
The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of _____ Indiana (State from which corporation is redomesticating)	
The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.	
(Please reference an 8 1/2 X 11 attachment if additional space is needed)	

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ALTA HEALTH AND LIFE INSURANCE COMPANY

SECTION 1. The new name of the corporation shall be CIGNA Health and Life Insurance Company. ✓

SECTION 2. In accordance with Connecticut General Statutes Section 38a-58a, the corporation shall adopt the State of Connecticut as its corporate domicile and shall be subject to the authority and jurisdiction of the State of Connecticut, with all the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Connecticut Business Corporation Act. The corporation shall be a continuation of the body corporate incorporated in the State of Florida on May 2, 1963. The corporation shall continue to use May 2, 1963 as the date of incorporation.

SECTION 3. The business of the corporation shall be life insurance, endowments, annuities, accident insurance, health insurance and any other business or type of business which any other corporation now or hereafter chartered by Connecticut and empowered to do a health or life insurance business may now or hereafter lawfully do. The corporation is specifically empowered to accept and to cede reinsurance and retrocession of any such risks or hazards. The corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction. Policies or other contracts may be issued stipulated to be with or without participation in profits and with or without a seal.

SECTION 4. The corporation shall be authorized to issue 2,000,000 shares of common stock with a par value of two dollars (\$2) per share. The capital stock of the corporation shall be transferable in accordance with the bylaws and a transfer agent may be employed.

SECTION 5. The annual meeting of the shareholders of the corporation shall be held at such time and place as may be determined from time to time either by or in accordance with the bylaws. If the corporation shall fail to hold its annual meeting at the time specified for the meeting in any year or shall fail to elect directors thereat, the corporation shall not be dissolved nor shall its rights be impaired thereby, but a special meeting of the shareholders shall be called; and at such meeting directors to fill the places of the directors whose terms shall have expired may be elected and any other proper business may be transacted. At all meetings of the shareholders each shareholder shall be entitled to vote in person or by an attorney duly authorized by a written proxy, and each share of stock represented at the meeting shall be entitled to one vote.

SECTION 6. The corporation's principal place of business shall be at 900 Cottage Grove Road, Bloomfield, Connecticut 06152, or at some other place within the State of Connecticut, and the corporation may establish and maintain other offices and agencies in other locations within or without the State. The property and affairs of the corporation shall be managed under the direction of a board of directors. The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the bylaws of the corporation. The number of directors of the corporation shall be as from time to time fixed by, or in the manner provided in, the by-laws of the corporation. Directors will be elected by a plurality of the votes cast at each annual meeting of shareholders of the corporation and each director so elected shall hold office until the next annual meeting of shareholders of the corporation or until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal. If any vacancy occurs in the board of directors, such vacancy may be filled by a majority of the remaining directors, whether or not such directors constitute a quorum, for the unexpired portion of the term, and if the number of directors is increased by vote of the board of directors between meetings of shareholders, the additional directors may be chosen by the board of directors for terms expiring with the next annual meeting thereafter. Unless the bylaws provide for a lesser or greater quorum as may be permitted by law, a majority of the authorized number of directors, as fixed by the board of directors from time to time, shall constitute a quorum.

SECTION 7. Connecticut General Life Insurance Company shall be the corporation's registered agent. The registered agent's address is 900 Cottage Grove Road, Bloomfield, Connecticut 06152.

SECTION 8. The personal liability of a person who is or was a director of the corporation to the corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to the amount of compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time (the "Act"), to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Act. Any lawful repeal or modification of this Section 8 or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a director provided for in this Section 8 shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any such person under, Connecticut law as in effect on the effective date hereof or as thereafter amended.

SECTION 9. The corporation may indemnify or advance expenses to a person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, a partnership, joint venture, trust, an employee benefit plan or other entity, to the extent permitted under Connecticut law as in effect on the effective date hereof or as thereafter amended, including, without limitation, pursuant to Section 33-636(b)(5) of the Act, for liability of any such person for any actions taken, or any failure to take any actions, except for conduct as set out in items (a) through (e) of Section 8, above. The corporation shall indemnify or advance expenses to any such person to the extent required by the bylaws of the corporation, as amended from time to time.



State of Connecticut
Insurance Department

This is to Certify, that

- the redomestication of Alta Health & Life Insurance Company, a Indiana Company, pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the attached Certificate of Redomestication and Amended and Restated Articles of Incorporation effecting and name are change of domicile is approved.

Witness my hand and official seal, at HARTFORD,

this 3rd day of March, 2010

A handwritten signature in black ink, appearing to read "Thomas R. J. [unclear]".

Insurance Commissioner

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

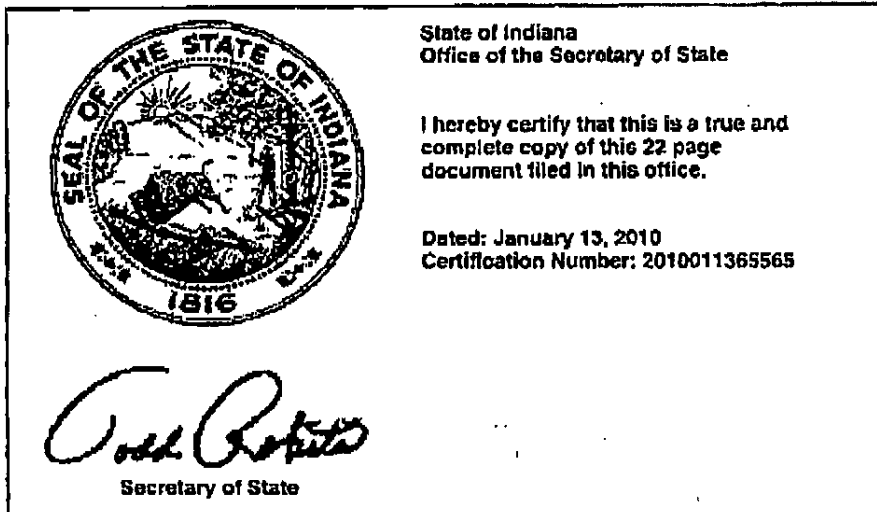
FILING #0004114403 PG 07 OF 30 VOL B-01379
FILED 03/05/2010 12:30 PM PAGE 02813
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

<http://www.sos.in.gov>

January 13, 2010

Company Requested: ALTA HEALTH & LIFE INSURANCE COMPANY
Control Number: 1996031230

Date	Transaction	# Pages
03/21/1996	Articles of Incorporation	6
03/10/1999	Miscellaneous	1
04/19/1999	Notice of Change of Registered Office or Registered Agent	2
07/19/1999	Restatement of Articles of Incorporation	6
02/13/2001	Change of Officer	1
02/13/2001	Change of Principal Address	1
02/08/2002	Administrative Dissolution	1
05/21/2002	Application of Reinstatement	3
05/22/2009	Change of Principal Address	1



The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 1996031230
Filing Date: 03/21/1996
Effective Date: 03/21/1996

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

ANTHEM HEALTH & LIFE INSURANCE COMPANY

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin March 21, 1996.

In Witness Whereof, I have herewith set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-first day of March, 1996.


Deputy

FILED #000411403 PG 08 CP 30 VOL B-01379
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

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Indiana Secretary of State
Packet: 1996031230
Filing Date: 03/21/1996
Effective Date: 03/21/1996

1996031230

APPROVED
DEPARTMENT OF INSURANCE

ARTICLES OF INCORPORATION AND REDOMESTICATION

MAR 19 1996

OF

STATE OF INDIANA
INSURANCE COMMISSIONER

ANTHEM HEALTH & LIFE INSURANCE COMPANY

APPROVED
AND
FILED
IND. SECRETARY OF STATE

PREAMBLE

The undersigned corporation desires to transfer its corporate domicile from the State of Ohio to the State of Indiana pursuant to the approval of the Indiana Commissioner of Insurance and to be recognized as a corporation from its original date of incorporation of May 2, 1963 in the State of Florida.

The undersigned corporation was incorporated on May 2, 1963 under the laws of the State of Florida under the name Orange State Life Insurance Company. On June 15, 1982, the corporation's name was changed to Home Life Financial Assurance Corporation. On August 1, 1994, the corporation transferred its corporate domicile from the State of Florida to the State of Ohio.

These Articles of Incorporation and Redomestication supersede the existing Articles of Incorporation of Home Life Financial Assurance Corporation.

ARTICLE A

NAME OF THE CORPORATION

The name of the corporation is

ANTHEM HEALTH & LIFE INSURANCE COMPANY

ARTICLE B

PRINCIPAL OFFICE

The address of the Corporation's principal office in the State of Indiana is 120 Monument Circle, Indianapolis, Indiana 46204. The name of its registered agent at such address is Sandra Miller.

ARTICLE C

PURPOSES

The Corporation is organized under the Indiana Insurance Law, Chapter 162 of the Acts of 1935, as amended, and the purposes for which it is organized are:

FILING #0084114403 PG 09 OF 30 VOL 8-91379
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

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Indiana Secretary of State
Packet: 1996031230
Filing Date: 03/21/1996
Effective Date: 03/21/1996

To insure the lives of persons and to make every insurance appertaining thereto or connected therewith including insurance against permanent mental or physical disability resulting from accident or disease, or against accidental death combined with a policy for life insurance and to grant, purchase or dispose of annuities.

To insure against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto.

All to the extent permitted and authorized by the Department of Insurance.

ARTICLE D

TERM OF EXISTENCE

The term for which the Corporation shall continue is perpetual.

ARTICLE E

SHARES

The total number of shares which the Corporation has authority to issue is 2,000,000 shares of Common Stock (the "Common Shares") with a par value of \$2.00 each.

ARTICLE F

PAID-IN CAPITAL

The amount of paid-in capital is Two Million, Five Hundred Twenty Thousand Dollars (\$2,520,000).

ARTICLE G

PLAN OF BUSINESS

The business of the Corporation shall be conducted on the legal reserve stock plan.

ARTICLE H

DATA RESPECTING OFFICERS AND DIRECTORS

The names and addresses of the persons elected to serve as Officers and Directors at the time of this reinstatement and until the next Annual Meeting of the Shareholder, or until their

FILING #0004114403 PG. 10 OF 30 VOL. B-01379
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CONNECTICUT SECRETARY OF THE STATE

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Indiana Secretary of State
Packet: 1998031230
Filing Date: 03/21/1998
Effective Date: 03/21/1998

successors are elected and qualify, are:

Dwane R. Houser
9842 Forestglen Drive
Cincinnati, Ohio 45242

Stefen F. Brueckner
4745 Burley Hills Drive
Cincinnati, Ohio 45243

William F. Milnas, Jr.
331 Sunny Acres
Cincinnati, Ohio 45255

Robert C. Heird
113 Lakeview Court
Loveland, Ohio 45140

James A. White
11 Ashland Court
Skillman, N.J. 08558

Wayne R. Hanus
54 Green Meadow
Middletown, NJ 07748

Jeremiah J. Hanrahan
161 Monroe Avenue
Belle Mead, NJ 08502

ARTICLE I

PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

Section I.1. The Corporation shall have the right to engage in all lines of activity allied with or incidental to the purposes for which it is formed, not forbidden by the laws of the State of Indiana, and shall have the capacity to act, the authority and all of the general rights, privileges and powers referred to in Section 80 of Chapter 162 of the Acts of 1935, as amended.

Section I.2. The number of Directors of the Corporation shall not be less than five (5) nor more than twenty-one (21), the exact number of Directors to be determined, from time to time, in such manner as the By-Laws may prescribe.

ARTICLE J

MANNER OF ADOPTION AND VOTE

Section J.1. Action by Directors On ~~February 1, 1998~~, a resolution was adopted by the Board of Directors of the Corporation proposing to the Shareholder of the Corporation entitled to vote in respect of the Amendment that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in these Articles of Incorporation and Redomestication and meeting of such Shareholder was called to be held ~~February 1, 1998~~ to adopt or reject the Articles of Incorporation and Redomestication, unless the same was so approved by written consent.

Section J.2. Action by Shareholder At a duly-called meeting held ~~February 1, 1998~~ the holder of one million two hundred sixty thousand shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendment, adopted the Amendment.

Section J.3. Compliance with Legal Requirements The manner of the adoption of the Amendment, and the vote by which it was adopted, constitute full legal compliance with the

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CONNECTICUT SECRETARY OF THE STATE
SECRETARY OF THE STATE

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FILED 03/05/2010 12:30 PM PAGE 02618
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

provisions of the Indiana Insurance Law, the Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE K

Meetings of stockholders may be held within or without the State of Indiana, as the by-laws may provide. The books of the Corporation may be kept outside the state of Indiana at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

ARTICLE L

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed herein and by the laws of the State of Indiana, and all rights conferred upon stockholders herein are granted subject to this reservation.

James A. White
James A. White
Jeremiah J. Hanrahan
Jeremiah J. Hanrahan
Wayne G. Huns
Wayne G. Huns

Subscribed and sworn to before me this 19th day of February, 1996.

Kim R. Nowak
Notary Public
Notary Public
KIM R. NOWAK
Notary Public of New Jersey
My Commission Expires May 17, 2000
Lic. 2177006

6-01-01-01-01

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Indiana Secretary of State
Packet: 1996031230
Filing Date: 03/21/1996
Effective Date: 03/21/1996



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
403 WEST WASHINGTON STREET - INDIANAPOLIS, IN 46204-3770

PAMELA CARTER
ATTORNEY GENERAL

TELEPHONE (317) 233-6201

March 21, 1996

CERTIFICATION

I have examined the Articles of Incorporation and Redomestication of Anthem
Health and Life 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,

PAMELA CARTER
Attorney General of Indiana
Atty No. 0004242-49

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

84019



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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

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Filing Date: 03/10/1999
Effective Date: 03/10/1999

1996031230

CERTIFICATE - CHANGE IN PRINCIPAL OFFICE

FILING #0004114403 PG 14 OF 30 VOL B-01379
FILED 03/05/2010 12:30 PM PAGE 02826
CONNECTICUT SECRETARY OF THE STATE

To: Indiana Department of Insurance
311 W. Washington Street, Suite 300
Indianapolis, IN 46204

To: Indiana Secretary of State
201 State House
Indianapolis, IN 46204

This will certify that, pursuant to authorization by the Board of Directors, the Principal Office of Anthem Health & Life Insurance Company has changed to 10401 North Meridian Street, Suite 350, Indianapolis, Indiana 46290.

G.R. Derback
G.R. Derback, Vice President and Treasurer

R.G. Schultz
R.G. Schultz, Assistant Secretary

3/10/99 5:11:19 PM
SUE ALLEN STREPT

STATE OF Colorado)
) ss.
COUNTY OF Arapahoe)

On this 1st day of March, 1999, the undersigned personally appeared before me, known to me to be the persons whose names are subscribed above as Glen R. Derback and Richard G. Schultz, and acknowledged that they have executed the same, and that the foregoing statements are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Valerie A. Adair
Notary Public



My Commission Expires: April 9, 2000

The Indiana Secretary of State filing office certifies that this copy is on file in this office.



NOTICE OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT ALL CORPORATIONS
State Form 26276 (R / 1-88)

1996031230

Provided by: EVAN BAYH

Indiana Secretary of State
Room 1101, State House
Indianapolis, IN 46204
(317) 232-4578

Includes Code 26-1-3-4-2 (for profit corporations)
Indiana Code 23-2-4-1-33 (for-profit corporations)
NO FILING FEE

President original and 2 copies

Name of Corporation Anthem Health Life Insurance Company	Date of Incorporation March 21, 1996
Current Registered Office Address 120 Monument Circle, Indianapolis, IN	ZIP Code 46204
New Registered Office Address One North Capitol Avenue, Indianapolis, Indiana 46204	

Current Registered Agent (Type or Print Name) Sandra Miller
New Registered Agent (Type or Print Name) C T Corporation System

STATEMENT BY REGISTERED AGENT OR CORPORATION

This statement is a representation that the new registered agent has consented to the appointment as registered agent, or statement attached signed by registered agent giving consent to act as the new registered agent.

After the change or changes are made, the street address of this corporation's registered agent and the address of its registered office will be identical.

The resident agent filing this statement of change of the registered agent's business street address has notified the represented corporation in writing of the change, and the notification was manually signed or signed in facsimile.

IN WITNESS WHEREOF, the undersigned being the Assistant Secretary of said corporation executes this notice and verifies, subject to penalties of perjury, that the statements contained herein are true, this 7 day of April, 19 99.

Signature <i>[Signature]</i>	Printed Name Richard Schulz
---------------------------------	---------------------------------------

(INDIANA - 847 - 3/3/88)

FILING #0004114403 PG 15 OF 30 VOL B-01379
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 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

RECEIVED
 APR 15 2010
 STATE HOUSE

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

19 96031230

FILING #0004114403 PG 16 OF 30 VOL B-01379
FILED 03/05/2010 12:30 PM PAGE 02822
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATEMENT OF CONSENT TO ACT
AS REGISTERED AGENT

C T Corporation System hereby accepts the appointment to serve as
registered agent in Indiana for Anthem HealthLife Insurance Company
(Name of Corporation)

4-13, 1999

CT-CORPORATION SYSTEM

By Marcia J. Sunahara

Marcia J. Sunahara, Asst. V.P.
(Print Name and Title)

(IND. FORM 855 - 6/21/88)

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

APPROVED
AND
FILED
IND. SECRETARY OF STATE

APPROVED
DEPARTMENT OF INSURANCE

JUN 30 1999
STATE OF INDIANA
INSURANCE COMMISSIONER

RESTATED ARTICLES OF INCORPORATION
OF
ALTA HEALTH & LIFE INSURANCE COMPANY

RECEIVED

JUL 07 1999

ATTORNEY

RECEIVED
CORPORATIONS DIV.
99 JUL 19 PM 3:55
SUE ANNE GILROY

PREAMBLE

The Corporation was originally incorporated on May 2, 1963 under the law of the State of Florida as Orange State Life Insurance Company. On June 15, 1982, the Corporation's name was changed to Home Life Financial Assurance Corporation. On August 1, 1994, the Corporation transferred its corporate domicile from the State of Florida to the State of Ohio. On March 21, 1996, the Corporation's name was changed to Anthem Health & Life Insurance Company and its corporate domicile was transferred from the State of Ohio to the State of Indiana.

These Restated Articles of Incorporation supersede the existing Articles of Incorporation and Redomestication of Anthem Health & Life Insurance Company.

ARTICLE A

NAME OF THE CORPORATION

The name of the Corporation is ALTA HEALTH & LIFE INSURANCE COMPANY.

ARTICLE B

PRINCIPAL OFFICE

The address of the Corporation's principal office in the State of Indiana is 10401 North Meridian Street, Suite 350, Indianapolis, Indiana 46290.

ARTICLE C

PURPOSES

The Corporation is organized under the Indiana Insurance Law, Chapter 162 of the Acts of 1935, as amended, and the purposes for which it is organized are:

To insure the lives of persons and to make every insurance appertaining thereto or connected therewith including insurance against permanent mental or physical disability resulting from accident or disease, or against accidental death combined with a policy for life insurance and to grant, purchase or dispose of annuities.

FILING #8904114403 PG 17 OF 30 VOL. B-01379
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

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To insure against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto.

All to the extent permitted and authorized by the Department of Insurance.

ARTICLE D

TERM OF EXISTENCE

The term for which the Corporation shall continue is perpetual.

ARTICLE E

SHARES

The total number of shares which the Corporation has authority to issue is 2,000,000 shares of common stock with a par value of \$2.00 each, for total authorized capital of \$4,000,000.

ARTICLE F

PAID-IN CAPITAL

The amount of paid-in capital is \$2,520,000.

ARTICLE G

PLAN OF BUSINESS

The business of the Corporation shall be conducted on the legal reserve stock plan.

ARTICLE H

DIRECTORS AND OFFICERS

The following are the names and addresses of the directors of the Corporation who have been elected to serve until the next annual meeting of shareholders, or until their successors are elected and qualified:

<u>Director's Name</u>	<u>Address</u>
Mitchell T.G. Grays	8515 E. Orchard Road Englewood, Colorado 80111
William T. McCallum	8515 E. Orchard Road Englewood, Colorado 80111.

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<u>Director's Name</u>	<u>Address</u>
Steve H. Miller	8505 E. Orchard Road Englewood, Colorado 80111
James D. Motz	8505 E. Orchard Road Englewood, Colorado 80111
Michael R. Quigley	10401 N. Meridian Street, Suite 350 Indianapolis, Indiana 46280
Martin Rosenbaum	8505 E. Orchard Road Englewood, Colorado 80111
James A. White	1 Centennial Avenue Piscataway, New Jersey 08854

The following are the names, positions and addresses of the principal officers of the Corporation who have been elected to serve until the next annual meeting of directors, or until their successors are elected and qualified:

<u>Officer's Name</u>	<u>Position Held</u>	<u>Address</u>
William T. McCallum	Chairman of the Board	8515 E. Orchard Road Englewood, Colorado 80111
James D. Motz	Vice Chairman and Chief Executive Officer	8505 E. Orchard Road Englewood, Colorado 80111
James A. White	President	1 Centennial Avenue Piscataway, New Jersey 08854
Mitchell T.G. Graye	Executive Vice President and Chief Financial Officer	8515 E. Orchard Road Englewood, Colorado 80111
John T. Hughes	Senior Vice President and Chief Investment Officer	8515 E. Orchard Road, Englewood, Colorado 80111
D.Craig Lennox	Senior Vice President, General Counsel and Secretary	8515 E. Orchard Road, Englewood, Colorado 80111
Glen R. Derback	Vice President and Treasurer	8515 E. Orchard Road, Englewood, Colorado 80111
James L. McCallen	Vice President and Actuary	8515 E. Orchard Road, Englewood, Colorado 80111

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

ARTICLE I

**PROVISIONS FOR REGULATION OF BUSINESS AND
CONDUCT OF AFFAIRS OF CORPORATION**

Section I.1. The Corporation shall have the right to engage in all lines of activity allied with or incidental to the purposes for which it is formed, not forbidden by the laws of the State of Indiana, and shall have the capacity to act, the authority and all of the general rights, privileges and powers referred to in Section 80 of Chapter 182 of the Acts of 1935, as amended.

Section I.2. The number of Directors of the Corporation shall not be less than five nor more than twenty-one, the exact number of Directors to be determined; from time to time, in such manner as the By-Laws may prescribe.

ARTICLE J

MANNER OF ADOPTION AND VOTE

Section J.1. Action by Directors On June 15, 1999, a resolution was adopted by the Board of Directors of the Corporation proposing to the sole shareholder of the Corporation that the provisions and terms of its Articles of Incorporation and Redomestication be amended so as to read as set forth in these Restated Articles of Incorporation.

Section J.2. Action by Sole Shareholder On June 15, 1999, a resolution was adopted by the sole shareholder of the Corporation, adopting these Restated Articles of Incorporation.

Section J.3. Compliance with Legal Requirements The manner of the adoption of the Restated Articles of Incorporation, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Insurance Law, the Articles of Incorporation and Redomestication and the By-Laws of the Corporation.

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SECRETARY OF THE STATE
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ARTICLE K

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation in the manner now or hereinafter prescribed herein and by the laws of the State of Indiana, and all rights conferred upon stockholders herein are granted subject to this reservation.



J.D. Mott
Vice Chairman and
Chief Executive Officer



D.C. Lennox
Senior Vice President,
General Counsel and Secretary

Subscribed and sworn before me this 25th day of June, 1999.



Valeria A. Adair
Notary Public

My commission expires April 9, 2000.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.



1996031230

Alta Health & Life Insurance Company
P.O. Box 220
Greenwood, IN 46031-0220
800-571-5374
www.alta.com

FILED #0004114403 PG 23 OF 30 VOL. B-013379
FILED 03/05/2001 12:30 PM PAGE 02829
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

February 8, 2001

Sue Anne Gilroy
Indiana Secretary of State
P.O. Box 5501
Indianapolis, IN 46255

APPROVED
AND
FILED
IND. SECRETARY OF STATE

RE: Alta Health & Life Insurance Company

Dear Mrs. Gilroy:

This letter is sent to inform you of a change in the presidency of Alta Health & Life Insurance Company. Effective January 1, 2001 James White retired from his position as President. J. D. Motz, the current Chairman and Chief Executive Officer was appointed to fill the presidency. His biographical affidavit is currently on file with your office because of his previous positions as Director and Officer of the corporation.

Also, please note that our corporate office has had a change in the city name, due to postal reorganization. The address is: 8505 East Orchard Road, Greenwood Village, CO 80111.

Thank you for adding this information to our business entity file.

Sincerely,

Connie Page

Connie Page
Legal Assistant

The Indiana Secretary of State filing office certifies that this copy is on file in this office.



Indiana Secretary of State
Packet: 1998031230
Filing Date: 02/13/2001
Effective Date: 02/13/2001

1998031230

Alta Health & Life Insurance Company
131 East 2nd
Greenwood, IN 46031-4224
800-571-5124
www.alta.com

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FILED 03/05/2010 12:30 PM PAGE 02830
CONNECTICUT SECRETARY OF THE STATE
SECRETARY OF THE STATE

February 8, 2001

Sue Anne Gilroy
Indiana Secretary of State
P.O. Box 5501
Indianapolis, IN 46255

APPROVED
AND
FILED
IND. SECRETARY OF STATE

RE: Alta Health & Life Insurance Company

Dear Mrs. Gilroy:

This letter is sent to inform you of a change in the presidency of Alta Health & Life Insurance Company. Effective January 1, 2001 James White retired from his position as President. J. D. Motz, the current Chairman and Chief Executive Officer was appointed to fill the presidency. His biographical affidavit is currently on file with your office because of his previous positions as Director and Officer of the corporation.

Also, please note that our corporate office has had a change in the city name, due to postal reorganization. The address is: 8505 East Orchard Road, Greenwood Village, CO 80111.

Thank you for adding this information to our business entity file.

Sincerely,

Connie Page

Connie Page
Legal Assistant

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

INDIANA SECRETARY OF STATE

**SYSTEM GENERATED
ADMINISTRATIVE DISSOLUTION/REVOCAION**

Pursuant to the provisions set forth in Indiana Code Title 23
the entity has been Administratively Dissolved or
the *Certificate of Authority* revoked.

A certified copy of this document authenticates the date of
the Administrative Dissolution/Revocation

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 1996031230
Filing Date: 05/21/2002
Effective Date: 05/21/2002

State of Indiana
Office of the Secretary of State

CERTIFICATE OF REINSTATEMENT

of

ALTA HEALTH & LIFE INSURANCE COMPANY

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Application of Reinstatement of the above For-Profit Domestic 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 Business Corporation Law.

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CONNECTICUT SECRETARY OF THE STATE
FILING #0004114403 PG 26 OF 30 VOL B-01379

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, May 21, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 21, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

1996031230 / 2002052459762

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
 Packet: 1996031230
 Filing Date: 05/21/2002
 Effective Date: 05/21/2002

1996031230



APPLICATION FOR REINSTATEMENT
 State Form 6180 (RS / 3-87) / 111
 Approved by the State Board of Accounts 1096

SUE AMME GILROY
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 310 W. Washington St., Rm. 2016
 Indianapolis, IN 46204
 Telephone: (317) 232-6574

Indiana Code 23-1-46-3 (for profit corporation)
 Indiana Code 23-17-33-3 (not-for-profit corporation)

Application must include:

1. Certificate of Clearance issued by the Indiana Department of Revenue
2. Corporate Reports and Fees; please refer information line to learn what reports are delinquent (317) 232-6576
 - a. If it includes 1991, Annual Reports filed every year.
Annual Report fee \$1,000
 - b. Beginning with 1996, Biennial Reports filed every two years.
Biennial Report fee \$30.00
Corporation incorporated in an even year, file every even year.
Corporation incorporated in an odd year, file every odd year.
 - c. Nonprofit corporations file Annual Reports every year.
Nonprofit Corporate Report fee \$10.00
3. Restatement fee: \$30.00

THIS APPLICATION CANNOT BE ACCEPTED WITHOUT A NOTICE OF CLEARANCE FOR REINSTATEMENT FROM THE INDIANA DEPARTMENT OF REVENUE.

SECTION I - CORPORATE INFORMATION	
Name of corporation Alta Health & Life Insurance Company	Date of incorporation (mo., day, yr.) 5/2/1963
Effective date of administrative dissolution 2/8/2002	

SECTION II - AFFIDAVIT OF CORPORATE OFFICER OR DIRECTOR		
<p>The undersigned, being at least one of the principal officers or a director of the above-named corporation deposes and says:</p> <p>A. that the grounds for dissolution did not exist or have been eliminated, and;</p> <p>B. that the Corporation's name satisfies the requirements of Indiana Code 23-1-23-1, or Indiana Code 23-17-5-1.</p>		
<p>IN WITNESS WHEREOF, the undersigned being the <u>Assistant Secretary</u> of said corporation executes this application and verifies, subject to penalties of perjury, that the statements contained herein are true, this <u>1st</u> day of <u>May</u>, 19<u>2002</u>.</p>		
<table border="0"> <tr> <td>Signature <i>R. Schultz</i></td> <td>Printed name Richard G. Schultz, Assistant Secretary</td> </tr> </table>	Signature <i>R. Schultz</i>	Printed name Richard G. Schultz, Assistant Secretary
Signature <i>R. Schultz</i>	Printed name Richard G. Schultz, Assistant Secretary	

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 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

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Indiana Secretary of State
Packet: 1896031230
Filing Date: 05/21/2002
Effective Date: 05/21/2002

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE



AD-190 (Rev. 1/01)
574

Indiana Department of Revenue
**CERTIFICATE OF CLEARANCE
FOR REINSTATEMENT**

RECEIVED

APR 26 2002

LAW DEPT

Name of Corporation

Alta Health & Life Insurance Company
8515 East Orchard Road
Greenwood Village, CO 80111

Federal ID#
591031071
TID #
0102240450
Date Issued (Valid for 60 days)
04/12/2002

TO: Sue Anne Gilroy
Secretary of State
Corporations Division

The corporation named above has filed with the Department of State Revenue an affidavit, Form AD-19, disclosing that the corporation is applying for a Certificate of Reinstatement from the Secretary of State, and requesting a Certificate of Clearance from this Department stating all taxes and fees owed by the corporation have been paid.

An examination of the corporation's existing accounts for listed taxes and fees required to be administered or collected by the Department has determined that all taxes, fees, interest, and penalties due have been paid or satisfied. Execution of this document does not preclude the Department from future examination and adjustment of the corporation's Indiana tax accounts for any period.

This Certificate of Clearance shall be null and void sixty (60) days after its date of issue.

Kenneth L. Miller, Commissioner
Indiana Department of Revenue

Diane Freeman, Administrator
Compliance Division

BY:

Instructions to the corporation:

This notice is the signed original. You are to include this certification along with the other documents constituting your Application for Reinstatement (SF#4160). Do Not Mail this certificate separately to the Secretary of State unless you are so directed.