

# P03919

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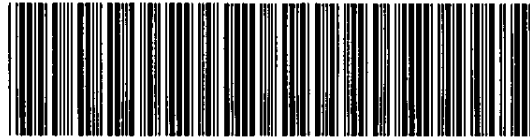
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(Business Entity Name)

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(Document Number)

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C.L.  
4-13-15

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

SUBJECT: **Assured Life Association, Incorporated**  
Name of Corporation

DOCUMENT NUMBER: **P03919**

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Diane Muller**

Name of Contact Person

**Assured Life Association**

Firm/Company

**P.O. Box 3169**

Address

**Englewood, CO 80155**

City/State and Zip Code

**dmuller@assuredlife.org**

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

For further information concerning this matter, please call:

**Diane Muller**

Name of Contact Person

at ( **303** ) **468-3830**

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

**NOT FOR PROFIT CORPORATION  
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I  
(1-3 MUST BE COMPLETED)**

**P03919**

(Document Number of Corporation (If known))

1. WOODMEN OF THE WORLD AND/OR ASSURED LIFE ASSOCIATION, INCORPORATED

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

2. COLORADO

(Incorporated under laws of)

3. 11/02/1984

(Date authorized to conduct affairs in Florida)

**SECTION II  
(4-8 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? 01/01/2015

5. ASSURED LIFE ASSOCIATION, INCORPORATED

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

N/A

(New duration)

N/A

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

N/A

(New jurisdiction)


N/A

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

**DIANE MULLER**

(Typed or printed name of the person signing)

**CORPORATE SECRETARY**

(Title of person signing)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 APR 10 PM 2:51



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Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Colorado Secretary of State  
Date and Time: 02/10/2015 02:14 PM  
ID Number: 19871011559

Document number: 20151098707  
Amount Paid: \$25.00

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## Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871011559

1. Entity name: WOODMEN OF THE WORLD AND/OR ASSURED LIFE ASSOCIATION  
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:  
(if applicable) **ASSURED LIFE ASSOCIATION**

3. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):

- ☐ "bank" or "trust" or any derivative thereof  
☐ "credit union" ☐ "savings and loan"  
☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box: ☐

5. The amended and restated constituent filed document is attached.

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

7. (Optional) Delayed effective date: \_\_\_\_\_  
(mm/dd/yyyy)

**Notice:**

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS OF ASSURED LIFE ASSOCIATION

APPROVED FOR FILING  
INSURANCE DIVISION  
1/30/15  
DATE  
BY *[Signature]*

APPROVED AS TO FORM  
BY: *KARL D. KREMEYER*  
ASSISTANT ATTORNEY GENERAL  
DATE: 1/28/2015

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
AND  
BYLAWS OF  
ASSURED LIFE ASSOCIATION

ADOPTED BY THE  
BENEFIT MEMBERS

January 1, 2015

AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS OF ASSURED LIFE ASSOCIATION

Assured Life Association

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AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS OF ASSURED LIFE ASSOCIATION

Assured Life Association

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASSURED LIFE ASSOCIATION**

- Article I. The name of this Fraternal Benefit Society shall be "Assured Life Association," hereinafter the "Society". The Society may do business under this name, or under such other name selected by the Society's Board of Directors.
- Article II. The principal office of this Fraternal Benefit Society shall be located in the State of Colorado, or at any other place which the Board of Directors may select.
- Article III. The purposes and objectives of Assured Life Association shall be:
- (a) to establish and maintain a Fraternal Benefit Society with a camp/lodge system and operated for the sole benefit of its members and their beneficiaries and not for profit;
  - (b) to unite individuals, and their families, of all races, creeds, sexes, or national origin into a fraternal benefit society in accord with the laws and regulations governing such organizations;
  - (c) to develop fraternal programs that encourage and strengthen the family unit;
  - (d) to encourage and support its membership in voluntary acts of social, educational, charitable, benevolent, fraternal or patriotic purpose in their local camps/lodges or communities;
  - (e) to allow our member groups to maintain their ethnic identity and to encourage and foster the rich ethnic history of our members.
- Article IV. The supreme governing body of this Fraternal Benefit Society shall be the Board of Directors as provided in the Bylaws. The business and fraternal affairs of the Society shall be conducted by a Board of Directors elected by Benefit Members of the Society as provided and defined in the Bylaws and by such committees or officers as may be designated in the Bylaws.
- Article V. These Articles may be amended or repealed by the Benefit Members of the Society in whole or in part in any manner prescribed by these Bylaws or the laws of the State of Colorado.

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automatically become Associate Members upon attaining the age of eighteen and Benefit Members upon transfer of ownership of the certificate of insurance or annuity under which they are insured as such Junior Member and attaining the age of eighteen.

- d) Social Members. A Social Member is a person, age eighteen years or older, who has been admitted into the Society in accordance with rules established by the Board and is current in the payment of all camp/lodge dues. A Social Member may participate in the affairs of a camp/lodge, vote for the election of camp/lodge officers, and be elected or appointed to any camp/lodge office; however, a Social Member shall have no voice in the corporate or business affairs of the Society, shall have no insurance benefits, and shall not serve in any elected or appointed office or position within the Society, except as a camp/lodge officer.
- e) Application of Bylaws and Other Documents to Members. Upon becoming a member of the Society, a person agrees to be subject to the Articles of Incorporation of the Society (herein the "Articles") and these Bylaws, all amendments made to the Articles and Bylaws, the terms of any benefit certificate or certificate of insurance or annuity issued by the Society to the person as well as any amendments thereto, and the statements made and the provisions appearing in any application for insurance or annuity benefits signed by the person.

2) CAMPS/LODGES

- a) Organization of Camps/Lodges. The Society shall be divided into subordinate bodies known as camps/lobges, operating under charters issued by the President and subject to the supreme direction and control of the President and the Board. To protect the rights or interests of any member, camp/lodge or the Society, the President or the Board may suspend or revoke the charter of any camp/lodge for cause, and the President or the Board may remove any camp/lodge officer for cause and appoint a temporary successor.

Each camp/lodge shall elect officers, hold meetings not less frequently than required by law and carry on its business in accord with the fraternal purposes of the Society. All actions of a camp/lodge shall be by a majority vote of the Benefit Members, Social Members and Associate Members unless otherwise provided by these Bylaws or the camp/lodge bylaws. The Board shall establish the minimum amount of camp/lodge dues.

Only Benefit Members, Social Members and Associate Members may serve as camp/lodge officers. The officers of a camp/lodge shall be as set forth in the bylaws of the camp/lodge.



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3) DISTRICTS

Camps/Lodges of the Society may organize together geographically for social, ethnic or business purposes. Districts, like camps/lodges shall be characterized as subordinate bodies of the Society.

4) OFFICERS

- a) Appointment of Officers. The Officers of the Society shall be a President, Secretary, Treasurer, and Vice Presidents. The President shall be appointed by the Board of Directors. The President shall appoint a Secretary and Treasurer. The President may appoint Vice Presidents in an appropriate number to conduct the business and fraternal affairs of the Society.

The Vice Presidents, Secretary and Treasurer shall serve at the pleasure of the President. Any two or more offices may be held by the same person, except the office of President shall not hold the office of Secretary. No person shall be appointed, or shall serve as an Officer who is not a Benefit Member and who is not qualified to fulfill the obligations of the office based upon educational qualifications and business experience.

- b) Powers and Duties of the President. The President shall be the chief executive officer of the Society, shall have all powers necessary to manage the business and fraternal affairs of the Society, and shall have all powers that appertain to the principal executive officer of a corporation.

The President shall have the power to settle and to authorize payment of claims of every nature against the Society and, in circumstances the President determines to be appropriate, shall consult with and obtain advice of legal counsel. The President shall have the sole discretionary power to examine and audit the books, records and accounts of any camp/lodge or camp/lodge officer. The President may transfer members among camps/lodges as provided in Section 1(a).

If the President suffers from a physical or mental disability or is otherwise unable to fulfill the obligations of the office or if a vacancy occurs in such office for any reason, the Board of Directors shall appoint a successor as provided in Section 5(a).

- c) Powers and Duties of the Vice Presidents. These positions, their duties and their responsibilities are as prescribed and assigned by the President, with ratification by the Board, as needed to conduct the business and fraternal affairs of the Society.
- d) Powers and Duties of the Secretary. The Secretary shall be the custodian of the records and of the Seal of the Society, shall be the recording Officer of the Society and shall have all powers that appertain to the office of secretary of a corporation. The Secretary shall keep a record of the proceedings of meetings of the Board, prepare reports as directed by the President or Board, and perform such other duties as assigned by the President.

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In 2010, and every four years thereafter, board position numbers one, two and three shall be elected. In 2012 and every four years thereafter, board position numbers four, five, six and seven shall be elected.

- b) Installation of Directors. Newly elected Directors shall be installed at the first regular meeting of the Board of Directors following their election. They shall be installed by a person designated by the Chair of the Board.
- c) Selection, Powers and Duties of the Chair. The Board shall select from among its members a Chair at its organizational meeting following each election. The Chair shall preside at all meetings of the Board and perform all duties incident to such position or as may be assigned by the Board. The Chair shall have extensive business experience and a strong sense of fiduciary duty. In the absence of the Chair, the Board shall select from among its members an Interim Chair to preside at the meeting.

The Chair shall, after consultation with the President, appoint the membership of any committee of the Board which is necessary to conduct the business of the Society.

- d) Powers and Duties of the Board. The Board shall be the principal governing body of the Society and shall exercise all rights and powers thereof, including those that appertain to the principal governing body or board of a corporation. The Board shall have the authority to merge and consolidate the Society with another society, subject to and in accordance with applicable laws. Any consolidation or merger of the Society with another society must be approved by a two-thirds vote of the Board. The Society shall file with the Commissioner of Insurance a certificate of its officers verifying that the consolidation or merger has been approved by a two-thirds vote of the Board. Where the Society is not the surviving entity, no such certificate may be filed with the Commissioner of Insurance unless the consolidation or merger is approved by a majority of the ballots cast by the Benefit Members and a two-thirds vote of the Board. The Board shall not have the authority to dissolve the Society or distribute assets of the Society (except to the extent necessary to accomplish a merger or consolidation approved in accordance with these Bylaws) nor shall the Board have the authority to repeal or amend any of these Bylaws or the Articles. These rights and privileges shall be retained by the Benefit Members of the Society, a proposal for which shall be presented for a vote by the Benefit Members by referendum. The Board shall establish eligibility rules and dues for membership in the Society. The Board shall have authority to declare dividends at such times, in such amounts, and with respect to such certificates and policies, as it deems appropriate.

The Board shall have authority to furnish an official publication, which shall contain such reports and information to the members as the Board may prescribe. Mailing a copy of such publication with postage prepaid to the address of a member as shown on the records of the Society shall satisfy the notice requirements of these Bylaws for all matters requiring a vote by the Benefit Members of the Society and shall also constitute lawful notice to and knowledge by the members of all matters contained therein.

Assured Life Association

The Chair of the Board shall have the power to appoint the members of all committees after consultation with the President.

No committee established by the Board shall have the authority of the Board to: amend these Bylaws or the Articles; elect, appoint or remove any member of any committee or any director or Officer; adopt a plan of merger, consolidation, or dissolution of the Society; authorize the sale, lease, exchange, mortgage, or disposal of all or substantially all of the property and assets of the Society; adopt a plan for the distribution of the assets of the Society; or amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed. The designation and appointment of any committee and the grant thereto of authority shall not operate to relieve the Board, the Chair, or any individual director of any responsibility imposed by law or these Bylaws.

- g) Compensation of Board Members. The Directors shall receive such compensation as shall be determined by the Committee on Legislation after review of a recommendation from the President. Directors shall be reimbursed as determined by the Board for expenses incurred in connection with official business of the Society.
- h) Removal of Chair or Board Members. The Board may discipline or remove the Chair or a director by a two-thirds vote of the Directors, including the challenged Director, whenever in their collective judgment the best interests of the Society would be served thereby. Board discussion of the issue shall occur prior to the Board's vote. The individual targeted for discipline or removal shall be allowed to discuss the issue prior to the vote.
- i) Code of Ethics and Business Conduct. The Board of Directors shall establish a Code of Ethics and Business Conduct Policy. Any Board member violating such policy may be suspended or removed as the Board shall determine.
- j) Replacement of Board Members. Vacancies occurring for any reason in the membership on the Board shall be filled promptly by an affirmative vote of a majority of the remaining directors even if less than a quorum of the Board remains in office. If the Chair resigns, or suffers from a physical or mental disability that materially impacts his ability to fulfill his responsibilities as Chair, or if the Chair is removed from office or is otherwise unwilling or unable to serve in such capacity, the Board shall select a successor from the remaining members of the Board.

6) INDEMNIFICATION

To the extent permitted or required by the applicable provisions of the Colorado statutes, the Society shall indemnify present or former directors, chairs, officers, employees, members of a committee of the Board and members of other committees created or appointed by the President or Chair of the Board and agents (excluding independent contractors) against liability arising out of conduct in an official capacity as director, chair, officer, employee, such committee member or agent; and, reasonable expenses incurred in defense of such conduct, and shall reimburse or pay on behalf of such persons the

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the position of Director must submit references and resumes of their qualifications and background to the Nominating Committee no later than January 31 of the Board election year. Postmark or electronic submission date shall govern. If the January deadline fails to present a candidate for any one of the Director positions, or if a potential candidate becomes ineligible due to illness, death or otherwise, the Nominating Committee shall take action to recruit a candidate for presentation to the Benefit Members.

The Committee shall check the qualifications and resumes submitted with respect to all candidates and make further inquiries as needed. The Committee may, at their discretion, consult with a third party firm with expertise in board/executive management recruitment. After January 31 of the Board election year, the Nominating Committee shall nominate all qualified candidates for Director for submission to the Benefit Members of the Society; however, the Committee shall not be limited to nominating one candidate for each Director position. Should the number of board nominees recommended by the Nominating Committee equal the number of Board positions open to be filled, the Secretary of the Society shall cast a unanimous ballot on behalf of all Benefit Members and all board nominees declared elected without referendum by Benefit Members.

The Nominating Committee shall prepare a report to the Benefit Members of the Society specifying the names and qualifications of each candidate nominated to stand for election as Director. The Nominating Committee's report shall be published to the Society's Benefit Members in the Society's national publication in the year of the Board election. The written report of the Committee shall be published at the expense of the Society.

9) **INSURANCE AND BENEFITS, LIMITATION OF LIABILITY, NONWAIVER OF AGENTS, AND INTERPLEADER**

- a) **Maintenance of Solvency.** If the Society's reserves for any class of certificates become impaired, the Board may require that Benefit Members pay the Society an equitable amount to eliminate the deficiency. A member shall have no personal liability for such additional payments except as specified herein. If the amount is not paid, it shall be charged as an indebtedness against the member's certificate and shall draw interest at the rate specified in the certificate for certificate loans. A member shall be deemed to have given consent to such loan if such consent is required by law. If the member agrees, an equivalent reduction in benefits can be chosen instead of the payment or indebtedness charged against the certificate.
- b) **Government Levy.** If a governmental authority shall levy a tax or charge upon benefit certificates of insurance or annuities issued by the Society or upon the premiums or payments on such certificates, the Board shall have the authority to increase the amount of any premiums or payments on such certificates by the sum of such levy.
- c) **Payment of Proceeds.** The proceeds of a certificate of insurance or annuity may be paid to any beneficiary named in the certificate or contract as permitted under the laws of the state in which the certificate or contract is issued. If all beneficiaries named in the certificate predecease the insured member, the proceeds of the certificate shall be paid to the personal representative or estate of the deceased member.

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payees, recovering amounts due, and contesting insurance coverage or membership eligibility.

- c) **Procedures.** No lawsuits or any other actions may be brought for any claims or disputes covered by this section. The following are the steps and procedures for presenting and resolving disputes:

**Step 1: Appeal.** Appeal of the dispute to a designated reviewer within the Society as appropriate to the dispute.

**Step 2: Mediation.** If step 1 does not result in mutually satisfactory resolution, either party has the right to have the matter mediated in accord with the applicable mediation rules of the American Arbitration Association (or other neutral organization as agreed upon by the parties).

**Step 3: Arbitration.** If there is still no mutually satisfactory resolution, the matter will be resolved by binding arbitration in accord with rules of the American Arbitration Association (unless another arbitration method is mutually agreed to by the parties). The arbitrator(s) may award any actual damages incurred for which there is liability, but may not award attorney's fees, or exemplary, extra-contractual or punitive damages unless such fees or additional damages are specifically mandated (not merely allowed) by applicable law. The decision of the arbitrator(s) is binding and final. Additional procedural rules may be defined in policies established by the Society and made available upon request. Grievances, claims or disputes, and the arbitration thereof shall be governed by Colorado Law.

- d) **Costs.** Fees and expenses of the mediator and/or arbitrator shall be split evenly between both Parties. This does not include attorneys' fees, experts' fees, or discovery costs, which each party shall bear as its own responsibility.
- e) **Joinder of Disputes.** No claim or disputes may be brought against the Society or its Directors, Officers, agents or employees, in a representative capacity, or on behalf of any "class" of persons or members. Claims of multiple persons may be joined and presented under this section provided all affected members, certificate owners, and beneficiaries consent in writing, or if the Society determines that joinder is appropriate.

11) **AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

**Adoption of an Amendment by Referendum of Benefit Members.** Amendments to these Bylaws or the Articles may be proposed by any Benefit Member, the Board of Directors, the Committee on Legislation or Camp/Lodge of the Society no later than June 30 every four years beginning in 2012. Such proposed amendments must be sent to the Committee on Legislation for its recommendation and report to the Benefit Members of the Society. An amendment shall be adopted when it is approved by at least two-thirds of the ballots cast by the Benefit Members of the Society. All amendments to these Bylaws or the Articles shall be effective immediately after adoption unless otherwise provided by law or in the approved amendment.

AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS OF ASSURED LIFE ASSOCIATION

Assured Life Association

**CERTIFICATION OF THE BYLAWS**

I, Diane L. Muller, Secretary of Assured Life Association, a Fraternal Benefit Society, organized and existing under and pursuant to the laws of the State of Colorado, do hereby certify the above and foregoing publication consisting of 12 pages and 11 sections, to be a true and correct copy of the Amended and Restated Articles of Incorporation and Bylaws of the Society, including all amendments, changes and additions thereto, as adopted by the Benefit Members by referendum on January 1, 2015, to be in full force and effect as therein provided.

IN WITNESS WHEREOF, I have signed below and caused the corporate seal of the Society to be affixed to the published copy of the Amended and Restated Articles of Incorporation and Bylaws and caused my signature and the seal of the Society, by copy, to be printed on all published copies thereof this 13<sup>th</sup> day of January, 2015 at Greenwood Village, Colorado.

  
Secretary, Diane L. Muller