

826748

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(Address)

(Address)

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(Business Entity Name)

(Document Number)

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07 OCT -8 PM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KLC

SG

None  
OK

# DEWEY & LeBOEUF

Dewey & LeBoeuf LLP  
125 West 55th Street  
New York, NY 10019-5389

tel +1 212 424 8000  
fax +1 212 424 8500  
aperri@dl.com

E-MAIL ADDRESS: APERRI@LLGM.COM  
WRITER'S DIRECT DIAL: (212) 424-8121  
WRITER'S DIRECT FAX: (212) 424-8500

October 5, 2007

## VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Amend Application to Transact Business in Florida:  
AmerUs Life Insurance Company

To Whom It May Concern:'

We write on behalf of our client AmerUs Life Insurance Company, an Iowa domiciled life insurer licensed in your state (the "Insurer"). The Insurer was indirectly acquired by Aviva, plc, a company organized under the laws of England and Wales, in November of 2006 in a transaction that was approved by the insurance departments of Iowa, Indiana, Kansas and New York. The Insurer proposes to change its name as of **November 1, 2007** (the "Effective Date") to **Aviva Life and Annuity Company**. The Insurer has filed with and received approval from the Iowa Insurance Division, the Insurer's domiciliary regulator, to change its name to Aviva Life and Annuity Company effective on the Effective Date.


On behalf of the Insurer, we enclose for your review and approval an application to change the name of the Insurer with the Florida Department of State, along with a check in the amount of \$52.50 payable to the Florida Department of State, consisting of the applicable filing fee for the amendment, a Certificate of Status and a certified copy of the Certificate of Status. Also attached hereto for your reference, please find a copy of the certified Certificate of Amendment from the Insurer's state of domicile approving the name change

We have also enclosed with this submission a self-addressed, stamped Federal Express envelope. We would be grateful if you would send the Certificates of Status to us using the enclosed, self-addressed Federal Express envelope.

Amendment Section  
October 5, 2007  
Page 2

We sincerely thank you for your assistance and cooperation in this matter. Should you need any additional information at this time, please do not hesitate to contact me.

Respectfully submitted,



Adam Perri

Enclosures

cc: Brad McManus

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AmerUs Life Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** 826748

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Perri

(Name of Contact Person)

LeBoeuf, Lamb, Greene & MacRae LLP

(Firm/Company)

125 West 55th Street

(Address)

New York, NY 10019

(City/State and Zip Code)

For further information concerning this matter, please call:

Adam Perri

(Name of Contact Person)

at ( 212 ) 424-8121

(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.)

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

826748

(Document number of corporation (if known))

**FILED**  
OCT - 8 PM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. AmerUs Life Insurance Company

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

2. Iowa

(Incorporated under laws of)

3. June 10, 1977

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 1, 2007

5. Aviva Life and Annuity 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.

\_\_\_\_\_  
(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.

Leif Gustafson

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

Leif Gustafson

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

## **AMERUS LIFE INSURANCE COMPANY**

### **State of Domicile Approval**

The Iowa Insurance Commissioner's approval of the Articles of Amendment to the Amended and Restated Articles of Incorporation of AmerUs Life Insurance Company (the "Articles"), form the domiciliary approval of AmerUs Life Insurance Company's name change to Aviva Life and Annuity Company and can be found on the page stamped with identifying number 17362 on the final page of the Articles.

69546

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN MUTUAL LIFE INSURANCE COMPANY

JUN 19 1996

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

Pursuant to Section 1007 of the Iowa Business Corporation Act, Chapter 490, Code of Iowa (1995), the undersigned corporation adopts the following amended and restated articles of incorporation.

1. The name of the corporation is AMERICAN MUTUAL LIFE INSURANCE COMPANY. These amended and restated articles of incorporation amend the Amended and Substituted Articles of Incorporation of the Corporation changing its name to AMERUS LIFE INSURANCE COMPANY.

2. The text of the amended and restated articles of incorporation is:

ARTICLE I

The name of the corporation is AmerUs Life Insurance Company.

ARTICLE II

The location of the principal executive office of the corporation is:

611 Fifth Avenue  
Des Moines, Iowa 50309

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The purpose of the corporation is to engage in the business of a legal reserve life insurance company under Chapter 508, Code of Iowa (1995), and to insure all risks and issues all policies, contracts and forms, both participating and non-participating, authorized by Title XIII, Subtitle 1, Code of Iowa (1995), and all acts amendatory thereof or additional thereto, for a life insurance company and to transact and engage in any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act which, directly or indirectly, arises therefrom, is incidental thereto, is associated therewith, is in furtherance thereof, or which facilitates the foregoing.

ARTICLE V

The aggregate number of shares of stock that the corporation is authorized to issue is ten million (10,000,000) shares of common stock, \$1.00 par value.

062079606340.C00012171480001\*SO.S \$31.00

## ARTICLE VI

The street address of the corporation's initial registered office in Iowa and the name of its initial registered agent at that office is:

James A. Smallenberger  
418 Sixth Avenue  
Des Moines, Iowa 50309

## ARTICLE VII

The holder or holders, jointly or severally, of not less than one-fifth, but less than a majority of the shares of the capital stock, shall be entitled to nominate, to be elected or appointed, as the case may be, directors or other persons performing the functions of directors by whom, according to these Articles of Incorporation, its affairs are to be conducted. In the event such nomination shall be made, there shall be elected or appointed to the extent that the total number to be elected or appointed is divisible, such proportionate number from the persons so nominated as the shares of stock held by persons making such nominations bear to the whole number of shares issued; provided the holder or holders of the minority shares of stock shall only be entitled to one-fifth (disregarding fractions) of the total number of directors to be elected for each one-fifth of the entire capital stock of the corporation so held by them; and provided, further, that this shall not be construed to prevent the holders of a majority of the stock of this corporation from electing the majority of its directors. Vacancies occurring from time to time shall be filled so as to preserve and secure to such minority and majority stockholders proportionate representation as herein provided.

## ARTICLE VIII

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for a transaction from which the director derives an improper personal benefit, or (iv) under section 490.833 of the Iowa Business Corporation Act. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the maximum extent permitted by law. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability, or any other right or protection, of a director of the corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

3. The duly adopted restated articles of incorporation supersede the original articles of incorporation, the amended and substituted articles of incorporation, and all amendments thereto.

4. The amended and restated articles of incorporation amend the amended and substituted articles of incorporation. The amended and restated articles of incorporation were approved by the policyowners of the corporation qualified to vote. The designation, number of policyowners of the corporation qualified to vote, number of votes entitled to be cast by each voting group entitled to vote separately on the amended and restated articles of incorporation, and the number of votes of each voting group indisputably represented at the meeting is as follows:

DESIGNATION OF GROUP	NUMBER OF POLICYOWNERS ENTITLED TO VOTE	VOTES ENTITLED TO BE CAST ON RESTATED ARTICLES	VOTES REPRESENTED AT MEETING
----------------------	---	--	------------------------------

Policyowners qualified to vote

335,811

335,811

69,936

4a. The total number of votes cast for and against the restated articles of incorporation by each voting group entitled to vote separately on the restated articles of incorporation is as follows:

VOTING GROUP

VOTES FOR

VOTES AGAINST

Policyowners qualified to vote 65,246

4,690

The number of votes cast for the amended and restated articles of incorporation by each voting group was sufficient for approval by that voting group.

5. The effective date and time of this document is 11:59 p.m., June 30, 1996.

Dated this 13<sup>th</sup> day of June, 1996.

[SEAL]

AMERICAN MUTUAL LIFE INSURANCE COMPANY

Attest:

By

Sam C. Kalainov, Chairman

James A. Smallenberger, Secretary

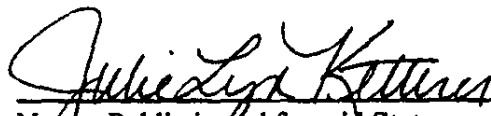
By

Roger K. Brooks, Chief Executive Officer

STATE OF IOWA           )  
                                  ) SS  
COUNTY OF POLK        )

On this 13<sup>th</sup> day of June, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared Sam C. Kalainov and Roger K. Brooks, being by me duly sworn, did say that they are the Chairman and Chief Executive Officer, respectively, of American Mutual Life Insurance Company, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said corporation; that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and the said Chairman and Chief Executive Officer, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



  
\_\_\_\_\_  
Notary Public in and for said State

#### CERTIFICATE OF APPROVAL

The foregoing Amended and Restated Articles of Incorporation of American Mutual Life Insurance Company, having been submitted to us for examination and we, in our respective capacities as Commissioner of Insurance and as Attorney General of the State of Iowa having examined them and having found them to be in accordance with the provisions of Chapters 490, 506 and 508, Code of Iowa (1995) and Section 521A.14, Iowa Code Supplement 1995, do hereby approve them this \_\_\_\_ day of June, 1996.

\_\_\_\_\_  
Commissioner of Insurance  
State of Iowa

\_\_\_\_\_  
Assistant Attorney General  
State of Iowa

**CERTIFICATE OF APPROVAL  
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of American Mutual Life Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER  
Attorney General of Iowa

6-19-96  
Date

By: Scott M. Galenbeck  
SCOTT M. GALENBECK  
Assistant Attorney General

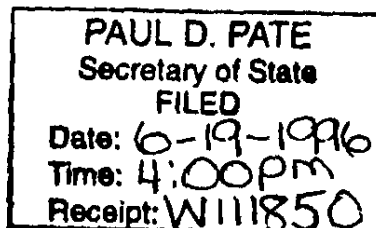
**CERTIFICATE OF APPROVAL  
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of American Mutual Life Insurance Company.

THERESE M. VAUGHAN  
Commissioner of Insurance

6.19.96  
Date

By: Robert L. Howe  
ROBERT L. HOWE  
Deputy Commissioner and  
Chief Examiner



1709

24345-NS  
69546-S

Document prepared by and  
after recording return to:

Diane M. Davidson, Esq.  
AmerUs Properties, Inc.  
4949 Westown Parkway, Suite 245  
West Des Moines, Iowa 50266-1066

RECEIVED

NOV 20 1996

SECRETARY OF STATE

(Space above for Recorder's Office.)

ARTICLES OF MERGER  
OF  
LARTNEC INVESTMENT CO.  
INTO  
AMERUS LIFE INSURANCE COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1105 of the Iowa Business Corporation Act, the undersigned corporations adopt the following articles of merger.

1. That attached hereto and marked Exhibit "A" is the Plan of Merger (the "Plan") whereby Lartnec Investment Co. ("LICO") will be merged with and into AmerUs Life Insurance Company ("ALIC"). The name of the surviving corporation shall be AmerUs Life Insurance Company.
- 2A. At a special meeting of the shareholders of LICO, duly called and held on November 20, 1996, at which meeting all of the shareholders were present and voted unanimously for adoption of the Plan.
- 2B. At a special meeting of the shareholders of ALIC, duly called and held on November 20, 1996, at which meeting all of the shareholders were present and voted unanimously for adoption of the Plan.
3. The effective date and time of this document shall be 11:00 A.M., on November 20, 1996.

(Signatures to follow on Page 2.)

000542

504204 MERG10 \$50.00 SFO 2

IN WITNESS WHEREOF, each of the parties hereto has caused this Articles of Merger to be executed on its behalf by its duly authorized officers.

LARTNEC INVESTMENT CO.

By: *Roger W. Langpaul*  
Roger W. Langpaul, Vice President

AMERUS LIFE INSURANCE COMPANY

By: *D T Doan*  
D T Doan, President

ACKNOWLEDGEMENTS

STATE OF IOWA           )  
                                  ) SS.:  
COUNTY OF POLK       )

On this 20th day of November, 1996, before me, the undersigned, a Notary Public in and for the State, personally appeared **Roger W. Langpaul**, to me personally known, who, being by me duly sworn, did say that he is the Vice President of **Lartnec Investment Co.**, an Iowa corporation; that no seal has been procured by the corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that **Roger W. Langpaul** as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.



*Linda Andreini*  
Linda Andreini, Notary Public in and for  
the State of Iowa.

STATE OF IOWA           )  
                                  ) SS.:  
COUNTY OF POLK       )

On this 20th day of November, 1996, before me, the undersigned, a Notary Public in and for the State, personally appeared **D T Doan**, to me personally known, who, being by me duly sworn, did say that he is the President of **AmerUs Life Insurance Company**, an Iowa corporation; that the seal affixed thereto is the seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that **D T Doan** as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



*Linda Andreini*  
Linda Andreini, Notary Public in and for  
the State of Iowa.

000543

Exhibit "A"

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") dated as of this 20th day of November, 1996, for the merger of LARTNEC INVESTMENT CO., an Iowa corporation, having its principal office at 4949 Westown Parkway, Suite 245, West Des Moines, Iowa 50266 ("LICO") and AMERUS LIFE INSURANCE COMPANY, an Iowa corporation, having its principal office at 611 Fifth Avenue, Des Moines, Iowa 50266-1066 ("ALIC"). LICO and ALIC are hereinafter sometimes collectively called the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the welfare and best interests of said corporations that LICO be merged with and into ALIC on the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby adopt and agree to the following agreements, terms and conditions relating to the merger contemplated hereby (the "Merger") and the mode of carrying the Merger into effect.

1. General.

(a) Merger. At the Effective Time (as defined in subparagraph (f) below), LICO will be merged with and into ALIC, as provided herein, in accordance with the laws of the State of Iowa, ALIC shall be the surviving corporation of the Merger (in its capacity as surviving corporation being sometimes hereinafter referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be "AmerUs Life Insurance Company.". At the Effective Time, the separate existence of LICO shall cease. All the properties, franchises and chooses in action belonging to LICO, by virtue of the Merger and without further act or deed, shall be deemed to be vested in ALIC as the corporation surviving the Merger and ALIC shall thenceforth be responsible for all liabilities of LICO.

The Surviving Corporation shall continue to exist by virtue of and shall be governed by the laws of the State of Iowa and shall have all of the rights, privileges, immunities, powers and franchises and shall be subject to all of the duties and liabilities granted or imposed by Chapter 490 of Title XII of the Code of Iowa (1995), and any regulations thereunder; the surviving corporation shall possess all the rights, privileges, immunities, powers and franchises of a public as well as of a private nature of LICO and all property, real, personal and mixed, and all debts due on whatever account, including all chooses in action and all and every other interest of or belonging to or due to LICO shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or interest therein, vested in LICO shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of LICO; and any claim existing or

action or proceeding pending by or against LICO may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of LICO shall be impaired by the Merger, but such liens shall be limited to the property upon which they were liens immediately prior to the Effective Time.

(b) Articles of Incorporation. From the Effective Time, the Articles of Incorporation of ALIC as in effect immediately prior to the Effective Time shall continue unchanged as the Articles of Incorporation of the Surviving Corporation.

(c) By-Laws. From the Effective Time, the By-Laws of ALIC as in effect immediately prior to the Effective Time shall continue unchanged as the By-Laws of the Surviving Corporation.

(d) Directors. From the Effective Time, the directors of ALIC shall continue unchanged until their respective successors have been duly elected and qualified.

(e) Officers. From the Effective Time, the officers of ALIC shall continue to serve unchanged at the pleasure of the Board of Directors.

(f) Effective Time. The Merger shall become effective as of 11:00 a.m., on November 20, 1996 and Articles of Merger shall be filed pursuant to §490 of the Code of Iowa (1995) with the Secretary of State of the State of Iowa.

2. Further Assurances. From the Effective Time, the officers and directors of ALIC are hereby authorized, in the name of the corporations which were the Constituent Corporations of the Merger, to execute, acknowledge and deliver all instruments and to do all acts and things as may, at any time, be deemed necessary or desirable to vest in ALIC any property or rights of either of the Constituent Corporations to the Merger or to carry out any of the purposes expressed in this Agreement.

3. Headings. The descriptive headings of the several paragraphs of this Plan of Merger are inserted for convenience only and do not constitute a part of this Plan of Merger.

4. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Iowa.

IN WITNESS WHEREOF, each of the Constituent Corporations to this Plan of Merger have caused this instrument to be executed by their respective officers, hereunto duly authorized, as of the date and year first written above.

LARTNEC INVESTMENT CO.

By: \_\_\_\_\_  
Roger W. Langpaul, Vice President

AMERUS LIFE INSURANCE COMPANY

By: \_\_\_\_\_  
D T Doan, President

## PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") dated as of this 20th day of November, 1996, for the merger of LARTNEC INVESTMENT CO., an Iowa corporation, having its principal office at 4949 Westown Parkway, Suite 245, West Des Moines, Iowa 50266 ("LICO") and AMERUS LIFE INSURANCE COMPANY, an Iowa corporation, having its principal office at 611 Fifth Avenue, Des Moines, Iowa 50266-1066 ("ALIC"). LICO and ALIC are hereinafter sometimes collectively called the "Constituent Corporations".

### WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the welfare and best interests of said corporations that LICO be merged with and into ALIC on the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby adopt and agree to the following agreements, terms and conditions relating to the merger contemplated hereby (the "Merger") and the mode of carrying the Merger into effect.

#### 1. General.

(a) Merger. At the Effective Time (as defined in subparagraph (f) below), LICO will be merged with and into ALIC, as provided herein, in accordance with the laws of the State of Iowa, ALIC shall be the surviving corporation of the Merger (in its capacity as surviving corporation being sometimes hereinafter referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be "AmerUs Life Insurance Company." At the Effective Time, the separate existence of LICO shall cease. All the properties, franchises and chooses in action belonging to LICO, by virtue of the Merger and without further act or deed, shall be deemed to be vested in ALIC as the corporation surviving the Merger and ALIC shall thenceforth be responsible for all liabilities of LICO.

The Surviving Corporation shall continue to exist by virtue of and shall be governed by the laws of the State of Iowa and shall have all of the rights, privileges, immunities, powers and franchises and shall be subject to all of the duties and liabilities granted or imposed by Chapter 490 of Title XII of the Code of Iowa (1995), and any regulations thereunder; the surviving corporation shall possess all the rights, privileges, immunities, powers and franchises of a public as well as of a private nature of LICO and all property, real, personal and mixed, and all debts due on whatever account, including all chooses in action and all and every other interest of or belonging to or due to LICO shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or interest therein, vested in LICO shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of LICO; and any claim existing or

action or proceeding pending by or against LICO may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of LICO shall be impaired by the Merger, but such liens shall be limited to the property upon which they were liens immediately prior to the Effective Time.

(b) **Articles of Incorporation.** From the Effective Time, the Articles of Incorporation of ALIC as in effect immediately prior to the Effective Time shall continue unchanged as the Articles of Incorporation of the Surviving Corporation.

(c) **By-Laws.** From the Effective Time, the By-Laws of ALIC as in effect immediately prior to the Effective Time shall continue unchanged as the By-Laws of the Surviving Corporation.

(d) **Directors.** From the Effective Time, the directors of ALIC shall continue unchanged until their respective successors have been duly elected and qualified.

(e) **Officers.** From the Effective Time, the officers of ALIC shall continue to serve unchanged at the pleasure of the Board of Directors.

(f) **Effective Time.** The Merger shall become effective as of 11:00 a.m., on November 20, 1996 and Articles of Merger shall be filed pursuant to §490 of the Code of Iowa (1995) with the Secretary of State of the State of Iowa.

2. **Further Assurances.** From the Effective Time, the officers and directors of ALIC are hereby authorized, in the name of the corporations which were the Constituent Corporations of the Merger, to execute, acknowledge and deliver all instruments and to do all acts and things as may, at any time, be deemed necessary or desirable to vest in ALIC any property or rights of either of the Constituent Corporations to the Merger or to carry out any of the purposes expressed in this Agreement.

3. **Headings.** The descriptive headings of the several paragraphs of this Plan of Merger are inserted for convenience only and do not constitute a part of this Plan of Merger.

4. **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Iowa.

IN WITNESS WHEREOF, each of the Constituent Corporations to this Plan of Merger have caused this instrument to be executed by their respective officers, hereunto duly authorized, as of the date and year first written above.

LARTNEC INVESTMENT CO.

By:

  
Roger W. Langpaul, Vice President

AMERUS LIFE INSURANCE COMPANY

By:

  
D T Doan, President

FILED  
IOWA  
SECRETARY OF STATE  
11-20-96  
10:22AM  
W127356



Document prepared by and  
after recording return to:

James A. Smullenberger, Esq.  
AmerUs Group Co.  
699 Walnut Street, Suite 2000  
Des Moines, Iowa 50309

SECRETARY OF STATE  
IOWA

05 SEP 20 PM 4:13

69546-S  
69717-NS

508356 MERG10 \$50.00 SELF1 2 9/21/05

(Space above for Recorder's Office.)

ARTICLES OF MERGER  
OF  
AMERICAN VANGUARD LIFE INSURANCE COMPANY  
INTO  
AMERUS LIFE INSURANCE COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of Chapter 521, Code of Iowa, 2005, the undersigned corporations, both Iowa stock life insurance companies organized pursuant to the provisions of Chapters 490, and 508, Code of Iowa, adopt and deliver the following Articles of Merger for the purposed of merging American Vanguard Life Insurance Company ("American") with and into AmerUs Life Insurance Company ("AmerUs") (the "Merger").

ARTICLE I.

PLAN OF MERGER

At the Effective Time of the Merger, American will be merged with and into AmerUs, and the separate existence of American will cease, and AmerUs as the surviving company shall continue its corporate existence under Iowa law and shall thereupon and thereafter have and possess all the rights, authorities, privileges, immunities, powers, licenses, permits and franchises, of a public as well as of a private nature, of American, and be subject to all the duties, liabilities and obligations of American, and all the rights, authorities, privileges, immunities, powers, licenses, permits and franchises of American, and all property, real, personal and mixed, and all debts due to American on whatever account, and all other choses in action and every other interest of or belonging to or due to American shall vest in AmerUs; and all property, rights, authorities, privileges, immunities, powers, licenses, permits and franchises and every other interest shall be thereafter the property of AmerUs as they were of American; and the title to any real estate or any interest therein, vested by deed or otherwise, in American shall not

12

revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of American shall be preserved unimpaired; and all debts, duties, liabilities and obligations of American shall thenceforth attach to AmerUs and may be enforced against it to the same extent as if said debts, duties, liabilities and obligations had been incurred or contracted by it.

## ARTICLE II.

### AUTHORITY

Section 2.1 Pursuant to Chapter 521, 2005 Code of Iowa, the Plan of Merger was submitted to the Commissioner of Insurance of Iowa by joint application of American and AmerUs asking that the merger of American with and into AmerUs be authorized and approved by the Commission created by Section 521.5, 2005 Code of Iowa (the "Commission").

Section 2.2 The members of the Commission unanimously authorized and approved the Merger in accordance with the provisions of Chapter 521, 2003 Code of Iowa. Attached hereto is a copy of the Commission's Certificate of Approval.

Section 2.3 At a special meeting of the shareholders of American, duly called and held on September 12, 2005, at which meeting all of the shareholders were present and voted unanimously for adoption of the Plan.

Section 2.4 At a special meeting of the shareholders of AmerUs Life, duly called and held on September 12, 2005, at which meeting all of the shareholders were present and voted unanimously for adoption of the Plan.

Section 2.5 The Plan of Merger was adopted and approved by American and AmerUs as provided by law.

## ARTICLE III.

### EFFECTIVE TIME OF MERGER

Section 3.1 The Effective Time of the Merger shall be as of the time and date these Articles of Merger shall be filed with the Secretary of State of Iowa.

(Signatures to follow on Page 3.)

IN WITNESS WHEREOF, each of the parties hereto has caused this Articles of Merger to be executed on its behalf by its duly authorized officers.

AMERICAN VANGUARD LIFE INSURANCE COMPANY

By: J. A. Smollenberger  
James A. Smollenberger, Secretary

AMERUS LIFE INSURANCE COMPANY

By: Gary R. McPhail  
Gary R. McPhail, President and Chief Executive Officer

ACKNOWLEDGEMENTS

STATE OF IOWA )  
 ) SS.:  
COUNTY OF POLK )

On this 14th day of September, 2005, before me, the undersigned, a Notary Public in and for the State, personally appeared James A. Smollenberger, to me personally known, who, being by me duly sworn, did say that he is the Secretary of American Vanguard Life Insurance Company, an Iowa corporation; that no seal has been procured by the corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that James A. Smollenberger as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Jeananne M. Celander  
Jeananne M. Celander, Notary Public  
in and for the State of Iowa.

STATE OF IOWA )  
 ) SS.:  
COUNTY OF POLK )



On this 14th day of September, 2005, before me, the undersigned, a Notary Public in and for the State, personally appeared Gary R. McPhail, to me personally known, who, being by me duly sworn, did say that he is the President of AmerUs Life Insurance Company, an Iowa corporation; that the seal affixed thereto is the seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that Gary R. McPhail as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Jeananne M. Celander  
Jeananne M. Celander, Notary Public  
in and for the State of Iowa.



## PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") dated as of this 14th day of September, 2005, for the merger of AMERICAN VANGUARD LIFE INSURANCE COMPANY, an Iowa corporation, having its principal office at 611 Fifth Avenue, Des Moines, Iowa 50309 ("AMERICAN") and AMERUS LIFE INSURANCE COMPANY, an Iowa corporation, having its principal office at 611 Fifth Avenue, Des Moines, Iowa 50309 ("AmerUs"). American and AmerUs are hereinafter sometimes collectively called the "Constituent Corporations".

### WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the welfare and best interests of said corporations that American be merged with and into AmerUs on the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby adopt and agree to the following agreements, terms and conditions relating to the merger contemplated hereby (the "Merger") and the mode of carrying the Merger into effect.

#### 1. General.

(a) Merger. At the Effective Time of the Merger (as defined in subparagraph (f) below), American will be merged with and into AmerUs, and the separate existence of American will cease, and AmerUs as the surviving company shall continue its corporate existence under Iowa law and shall thereupon and thereafter have and possess all the rights, authorities, privileges, immunities, powers, licenses, permits and franchises, of a public as well as of a private nature, of American, and be subject to all the duties, liabilities and obligations of American, and all the rights, authorities, privileges, immunities, powers, licenses, permits and franchises of American, and all property, real, personal and mixed, and all debts due to American on whatever account, and all other choses in action and every other interest of or belonging to or due to American shall vest in AmerUs; and all property, rights, authorities, privileges, immunities, powers, licenses, permits and franchises and every other interest shall be thereafter the property of AmerUs as they were of American; and the title to any real estate or any interest therein, vested by deed or otherwise, in American shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of American shall be preserved unimpaired; and all debts, duties, liabilities and obligations of American shall thenceforth attach to AmerUs and may be enforced against it to the same extent as if said debts, duties, liabilities and obligations had been incurred or contracted by it.

(b) Articles of Incorporation. From the Effective Time, the Articles of Incorporation of AmerUs as in effect immediately prior to the Effective Time shall continue unchanged as the Articles of Incorporation of the Surviving Corporation.

(c) By-Laws. From the Effective Time, the By-Laws of AmerUs as in effect immediately prior to the Effective Time shall continue unchanged as the By-Laws of the Surviving Corporation.

(d) Directors. From the Effective Time, the directors of AmerUs shall continue unchanged until their respective successors have been duly elected and qualified.

(e) Officers. From the Effective Time, the officers of AmerUs shall continue to serve unchanged at the pleasure of the Board of Directors.

(f) Effective Time. The Merger shall become effective as of the time and date the Articles of Merger shall be filed with the Secretary of State of the State of Iowa.

2. Further Assurances. From the Effective Time, the officers and directors of AmerUs are hereby authorized, in the name of the corporations which were the Constituent Corporations of the Merger, to execute, acknowledge and deliver all instruments and to do all acts and things as may, at any time, be deemed necessary or desirable to vest in AmerUs any property or rights of either of the Constituent Corporations to the Merger or to carry out any of the purposes expressed in this Agreement.

3. Headings. The descriptive headings of the several paragraphs of this Plan of Merger are inserted for convenience only and do not constitute a part of this Plan of Merger.

4. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Iowa.

IN WITNESS WHEREOF, each of the Constituent Corporations to this Plan of Merger have caused this instrument to be executed by their respective officers, hereunto duly authorized, as of the date and year first written above.

AMERICAN VANGUARD LIFE INSURANCE COMPANY

By: James A. Smallenberger  
James A. Smallenberger, Secretary

AMERUS LIFE INSURANCE COMPANY

By: Gary R. McPhail  
Gary R. McPhail, President and Chief Executive Officer

**SECRETARY'S CERTIFICATE**

I, James A. Smallenberger, hereby certify that I am Secretary of American Vanguard Life Insurance Company (the "Company") and further certify that attached hereto is a true and correct copy of the resolution duly authorized and adopted by the Board of Directors of the Company on September 12, 2005. I further certify that such resolution is in full force and effect on the date set forth below.

IN WITNESS WHEREOF, I have signed my name on this 14<sup>th</sup> day of September 2005.

  
James A. Smallenberger, Secretary

## RESOLUTION

— RESOLVED, that the Board of Directors of American Vanguard Life Insurance Company ("Company"), hereby approves the merger of the Company with and into its parent company, AmerUs Life Insurance Company (the "Merger"), subject to obtaining shareholder and any necessary regulatory approvals; and

— RESOLVED FURTHER, that officers of the Company in the name and on behalf of the Company be, and each of them individually hereby is authorized, empowered and directed to execute and deliver, and where necessary or appropriate, file or cause to be filed with appropriate governmental authorities, any and all instruments and documents, which may be required by such governmental authorities or state law, and to take such other actions as such officers deem necessary or appropriate to effectuate the Merger.

(September 12, 2005)

**SECRETARY'S CERTIFICATE**

I, James A. Smallenberger, hereby certify that I am Secretary of American Vanguard Life Insurance Company (the "Company") and further certify that attached hereto is a true and correct copy of the resolution duly authorized and adopted by the shareholder of the Company on September 12, 2005. I further certify that such resolution is in full force and effect on the date set forth below.

IN WITNESS WHEREOF, I have signed my name on this 14<sup>th</sup> day of September 2005. —

  
James A. Smallenberger, Secretary

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## RESOLUTION

RESOLVED, that the sole shareholder of American Vanguard Life Insurance Company (the "Company") hereby approves the merger of the Company with and into its parent company, AmerUs Life Insurance Company.

(September 12, 2005)

**SECRETARY'S CERTIFICATE**

I, James A. Smallenberger, hereby certify that I am Secretary of AmerUs Life Insurance Company (the "Company") and further certify that attached hereto is a true and correct copy of the resolution duly authorized and adopted by the shareholder of the Company on September 12, 2005. I further certify that such resolution is in full force and effect on the date set forth below.

IN WITNESS WHEREOF, I have signed my name and affixed the Seal of AmerUs Life Insurance Company on this 14<sup>th</sup> day of September 2005.

  
James A. Smallenberger, Secretary

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**RESOLUTION**

RESOLVED, that the sole shareholder of AmerUs Life Insurance Company (the "Company") hereby approves the merger of American Vanguard Life Insurance Company with and into the Company.

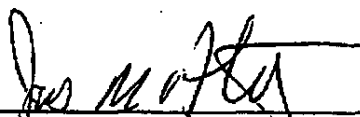
(September 12, 2005)

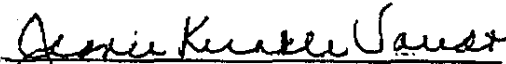
**COMMISSION CERTIFICATE OF APPROVAL**

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Merger of American Vanguard Life Insurance Company with and into AmerUs Life Insurance Company (adopted effective September 20, 2005).

SUSAN E. VOSS  
Iowa Insurance Commissioner

THOMAS J. MILLER  
Iowa Attorney General

  
By JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

  
By JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 9/20/05

Date: 9/20/05

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ARTICLES OF AMENDMENT

TO THE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMERUS LIFE INSURANCE COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to §1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment to the corporation's Amended and Restated Articles of Incorporation.

1. The name of the corporation is AmerUs Life Insurance Company. These Articles of Amendment amend the corporation's Amended and Restated Articles of Incorporation in order to change the name of the corporation to **Aviva Life and Annuity Company**.

2. The amendment to the corporation's Amended and Restated Articles of Incorporation is as follows:

The Amended and Restated Articles of Incorporation of the corporation are amended by deleting Article I in its entirety and substituting the following in lieu thereof:

ARTICLE I

The name of the corporation is **Aviva Life and Annuity Company**.

3. The date of adoption of the amendment set forth above was June 26, 2007.
4. The amendment set forth above was duly approved by the sole shareholder of the corporation in the manner required by the Iowa Business Corporation Act and the corporation's Amended and Restated Articles of Incorporation on June 26, 2007.

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5. The effective date and time of this document is 12:01 a.m., November 1, 2007.

Date: August 3, 2007

**AMERUS LIFE INSURANCE COMPANY**

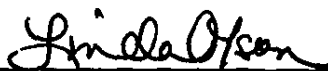
By:   
Christopher J. Littlefield  
Secretary

STATE OF IOWA                    )  
  ) SS  
COUNTY OF POLK                )

On this 3<sup>rd</sup> day of August, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Christopher J. Littlefield, who, being by me duly sworn, did say that he is the Secretary of AmerUs Life Insurance Company, executing the within and foregoing instrument; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and the said Secretary, as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.



Linda Olson  
Iowa Notarial Seal  
Commission number 110744  
My Commission Expires  
09/22/2007

  
Linda Olson, Notary Public in and for the  
State of Iowa

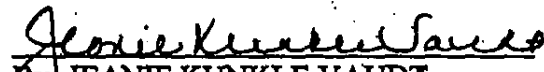
## COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Amendment to the Amended and Restated Articles of Incorporation of AmerUs Life Insurance Company (effective 12:01 a.m., November 1, 2007).

SUSAN E. VOSS  
Iowa Insurance Commissioner

THOMAS J. MILLER  
Iowa Attorney General

  
By: JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

  
By: JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 8/7/07

Date: August 7, 2007

FILED  
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SECRETARY OF STATE  
8-7-07  
3:29 pm  
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STATE OF IOWA  
Secretary of State Office

# C1511

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 19 day of June 1996 to and including the date below.

DATED Aug 8, 2007

Margaret A. Mearns  
Secretary Of State

28/24

BY [Signature]