

807040

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

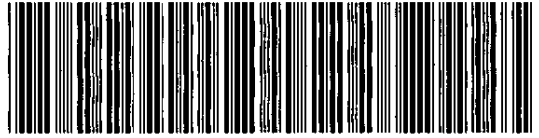
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Taxes
6-25-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Union Central Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 807040

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert G. Lange
Name of Contact Person

Ameritas Life Insurance Corp.
Firm/Company

5900 O Street, P O Box 81889
Address

Lincoln, NE 68501-1889
City/State and Zip Code

blange@ameritas.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert G. Lange at (402) 325-4249
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.)

SECTION I
(1-3 MUST BE COMPLETED)

807040

(Document number of corporation (if known))

1. The Union Central Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Ohio 3. 5/30/1946
(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? _____

5. _____
(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.

Nebraska
(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.

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

Robert G. Lange
(Typed or printed name of person signing)

VP, General Counsel & Asst. Secretary
Ameritas Life Insurance Corp., Parent Company of
The Union Central Life Insurance Company
(Title of person signing)

FILED
JUN 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEBRASKA DEPARTMENT OF INSURANCE

CERTIFICATION

June 1, 2009

I, ANN M. FROHMAN, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of the

ORDER APPROVING REDOMESTICATION

CAUSE NO. C-1755

IN THE MATTER OF THE
REDOMESTICATION
OF

THE UNION CENTRAL LIFE INSURANCE COMPANY
FROM OHIO TO NEBRASKA

FILED APRIL 22, 2009

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



Ann M. Frohman

DIRECTOR OF INSURANCE

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

APR 22 2009

IN THE MATTER OF THE
REDOMESTICATION OF THE UNION
CENTRAL LIFE INSURANCE COMPANY
FROM OHIO TO NEBRASKA

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CAUSE NO.: C-1755
ORDER APPROVING
REDOMESTICATION

FILED

The Union Central Life Insurance Company ("Union Central") is an Ohio domiciled life and health insurance company that has applied to the Director of Insurance of the State of Nebraska ("Director") for approval to change its domicile from Ohio to Nebraska. After reviewing the filings, correspondence and all pertinent information provided to the Nebraska Department of Insurance, ("Department"), the Director hereby approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On or about March 9, 2009, Union Central filed an application and a plan to redomesticate from Ohio to Nebraska pursuant to *Neb.Rev.Stat.* §44-161 through §44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporation Act. Said application and plan was supplemented throughout the Department's review process.
2. Union Central is an Ohio domiciled life and health insurance company. Union Central first received a certificate of authority to transact the business of insurance in the State of Nebraska on January 1, 1870.
3. Union Central desires to change its domicile from Ohio to Nebraska and the Board of Directors of Union Central has determined that it is in the best interest of Union Central, its policyholders and its shareholder for Union Central to become a domestic company in the State of Nebraska. Union Central's sole shareholder, Ameritas Life Insurance Corp., and

UNIFI Mutual Holding Company, its ultimate controlling parent, have approved the redomestication. This was preceded by the Board of Directors of UNIFI Mutual Holding Company and the Board of Directors of Ameritas Holding Company ("AHC") causing AHC to contribute all of the issued and outstanding capital stock of Union Central to Ameritas Life Insurance Corp., resulting in Union Central becoming a wholly-owned subsidiary of Ameritas Life Insurance Corp., which repositioning was approved by the Ohio Department of Insurance by order dated April 15, 2009. In addition, Ameritas Life Insurance Corp. and AHL have financially committed to Union Central.

4. Union Central requested the redomestication be effective before April 30, 2009. The Ohio Department of Insurance approved the redomestication from Ohio to Nebraska by Order dated April 16, 2009.

5. The Board of Directors of Union Central has approved this transaction and this application and has caused Union Central to file Amended and Restated Articles of Incorporation and Bylaws for Union Central to effect the transfer of Union Central's domicile to Nebraska.

6. Union Central has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Restated Articles of Incorporation and Bylaws, and the statutory trust deposit.

CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction pursuant to *Neb. Rev. Stat.* §44-101.01 and §44-161.

2. The approval of this application, Restated Articles of Incorporation and Bylaws will not, in any manner, impair the rights, remedies or security of any existing policyholders of either Union Central or Ameritas Life Insurance Corp.

3. The application, plan, Restated Articles of Incorporation and Bylaws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, Union Central will meet all requirements for holding a Certificate of Authority as a Nebraska domestic life and health insurer.

5. The application complies with all requirements and Nebraska insurance law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of The Union Central Life Insurance Company to transfer its domicile from Ohio to Nebraska is hereby approved.

The Nebraska Department of Insurance will issue The Union Central Life Insurance Company a certificate of authority to do the business of insurance as a domestic life and health insurer in the State of Nebraska.

Dated this 22nd day of April, 2009.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE


ANN M. FROHMAN
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Approving Redomestication was sent to Robert-John H. Sands, Senior Vice President and General Counsel, UNIFI and AHC, and Robert G. Lange, Vice President and General Counsel, Ameritas Life Insurance Corp., 5900 O Street, Lincoln, NE by United States Mail, postage pre-paid on this 22nd day of April, 2009.

