

808731

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

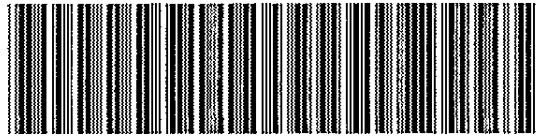
(Business Entity Name)

(Document Number)

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
sf



Megan Howard
Legal Assistant

Business Men's Assurance Company of America

Liberty Life Insurance Company
Legal Department
PO Box 19043
Greenville, SC 29602-9043

Tel: (864) 609-4218
Fax: (864) 609-3176
Email: megan.howard@rbc.com

June 15, 2006

Via DHL Courier

Ms. Susan Payne
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Business Men's Assurance Company of America
Document No.: 808731
Liberty Life Insurance Company
Document No.: 808731

Dear Ms. Payne:

Regarding the above companies, enclosed please find the amendment application for Business Men's Assurance Company of America and the withdrawal application for Liberty Life Insurance Company, along with our company's check in the amount of \$70.00 for the applicable filing fee for both. Please note that the withdrawal application for Liberty Life should not be processed until June 30, 2006, the effective date of the merger and name change of Liberty Life in and to Business Men's Assurance Company.

Should you have any questions, please feel free to call me.

Sincerely,

A handwritten signature in cursive script that reads 'Megan Howard'.

Megan S. Howard

Enc.

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)

808731

(Document number of corporation (if known))

1. Business Men's Assurance Company of America
(Name of corporation as it appears on the records of the Department of State)
2. South Carolina
(Incorporated under laws of)
3. June 1, 1971
(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? June 30, 2006
5. Liberty 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)
- N/A
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)


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

Suzanne M. Haynsworth, Esq.

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
06 JUN 30 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Business Men's Assurance Company of America
(Name of Corporation)

DOCUMENT NUMBER: 808731

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Suzanne M. Haynsworth, Esq.
(Name of Contact Person)

Business Men's Assurance Company of America
(Firm/Company)

2000 Wade Hampton Blvd. 4th Floor
(Address)

Greenville, SC 29615
(City/State and Zip Code)

For further information concerning this matter, please call:

Megan Howard at (864) 609-4218
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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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

APR 19 2006

**STATE OF SOUTH CAROLINA
 SECRETARY OF STATE
 ARTICLES OF MERGER OR SHARE EXCHANGE**

Mark Hammond
 SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Business Men's Assurance Company of America.
2. The Plan of Merger by which Liberty Life Insurance Company merges with and into Business Men's Assurance Company of America is set forth in Exhibit A which is attached hereto and is hereby incorporated herein by reference.
3. Business Men's Assurance Company of America. The Plan of Merger was duly approved by the shareholders of the Corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes entitled to be cast	Number of Votes Represented at Meeting	Number of Undisputed Shares for or Against
Common	5,114,112	5,114,112	5,114,112	5,114,112 (For)

4. Liberty Life Insurance Company. The Plan of Merger was duly approved by the shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at Meeting	Number of Undisputed Shares for or Against
Common	992	922	922	922 (For)

5. These Articles of Merger and the Plan of Merger incorporated herein by reference shall be effective, in accordance with Article II of said Plan of Merger, at 11:59:59 p.m., Eastern Standard Time, on June 30, 2006.



DATE: February 28, 2006

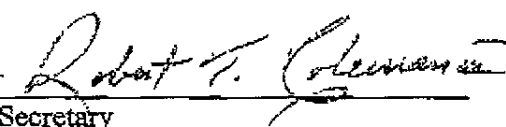
(CORPORATE SEAL)

BUSINESS MEN'S ASSURANCE COMPANY
OF AMERICA

BY: 

President

Attest:


Secretary

Jun. 23. 2006 10:57AM

LIBERTY CORP LEGAL

No. 1796 P. 4/10

EXHIBIT A

**PLAN OF MERGER
BY WHICH LIBERTY LIFE INSURANCE COMPANY
MERGES WITH AND INTO
BUSINESS MEN'S ASSURANCE COMPANY OF AMERICA**

This Plan of Merger, hereinafter referred to as the Plan of Merger, dated as of February 28, 2006, by and between Liberty Life Insurance Company, a corporation organized and existing under the laws of the State of South Carolina, hereinafter referred to as the Merging Corporation, and Business Men's Assurance Company of America, a corporation organized and existing under the laws of the State of South Carolina, hereinafter referred to as the Surviving Corporation, the Merging Corporation and the Surviving Corporation hereinafter collectively referred to as the Constituent Corporations, is as follows:

STATEMENT OF PURPOSE

The Merging Corporation is a life, accident and health insurance company. The Surviving Corporation is a life, accident and health insurance company. The Surviving Corporation is a wholly owned subsidiary of the Merging Corporation. The respective Boards of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interest of each such corporation that the Merging Corporation merge with and into the Surviving Corporation on the terms and conditions set forth herein, and further, that contemporaneously to the merger, the name of the Surviving Corporation be changed to Liberty Life Insurance Company.

PLAN OF MERGER

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties hereto agree that, in accordance with the terms of this Plan of Merger and the applicable statutes of the State of South Carolina, the Constituent Corporations shall make appropriate filings as required by law with the Secretary of State of the State of South Carolina such that the Merging Corporation shall be merged with and into the Surviving Corporation, and the terms and conditions of such merger, hereinafter referred to as the Merger, and the mode of carrying the Merger into effect shall be as follows:

ARTICLE I. CONSTITUENT CORPORATIONS

1.1 Names. The names of the corporations which will be merged pursuant to this Plan of Merger are Liberty Life Insurance Company as the Merging Corporation, and Business Men's Assurance Company of America as the Surviving Corporation.

1.2 Outstanding Shares. As to each of the Constituent Corporations, the designation and number of outstanding shares of each class and series of stock entitled to vote on the Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Liberty Life Insurance Company	992	992
Business Men's Assurance Company of America	5,114,112	5,114,112

None of the aforementioned shares are (i) subject to change prior to the Effective Time of the Merger or (ii) entitled to vote as a class.

1.3 Share Exchange.

(a) The following events shall be deemed to occur simultaneously as of the Effective Time:

(i) the stock certificates representing all issued and outstanding shares of common stock of the Surviving Corporation shall be canceled;

(ii) the Surviving Corporation shall issue a certificate representing 9,920,000 newly issued shares of the common stock of the Surviving Corporation in the name of the shareholder of the Merging Corporation ("New Surviving Corporation Shares"); and

(iii) the shareholder of the Merging Corporation shall surrender the stock certificates representing all issued and outstanding shares of common stock of the Merging Corporation (the "Merging Corporation Certificates") in exchange for the New Surviving Corporation Shares. From the Effective Date and until so surrendered for exchange, the Merging Corporation Certificates shall be deemed for all purposes to represent only a right to receive the New Surviving Corporation Shares and shall represent no ownership or other similar rights in the Merging Corporation or the Surviving Corporation.

(b) As of the Effective Time, the Merging Corporation Certificates shall be canceled and the shareholder of the Merging Corporation shall receive all of the New Surviving Corporation Shares in exchange for the Merging Corporation Certificates.

ARTICLE II. TERMS AND CONDITIONS OF MERGER

2.1 Compliance with Applicable Law. The Merging Corporation shall be merged with and into the Surviving Corporation, and the separate corporation existence

of the Merging Corporation shall thereby cease. The corporation existence of the Surviving Corporation shall continue following the Merger and the Surviving Corporation shall continue to be governed by the laws of the State of South Carolina. The Merger shall be pursuant to the provisions of the South Carolina Business Corporation Act. This Plan of Merger shall be adopted by appropriate resolutions of the Boards of Directors and the Shareholders of the Constituent Corporations, and such resolutions shall appear on the official records of each of such Constituent Corporations.

2.2 Rights of Surviving Corporation. Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of the Constituent Corporations and all property, real, personal and mixed, all debts due on whatever account, all other choices in action and all and every other interest, of or belonging to or due to each of the Constituent Corporations so merged, 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 any interest therein vested in any of the Constituent Corporations shall not revert to or be in any way impaired by reason of such Merger.

2.3 Obligations of Surviving Corporation. From and after the Effective Time, the Surviving Corporation shall thenceforth be responsible and liable for all of the debts, liabilities, obligations, duties and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No liability or obligation due at the Effective Time, or then to become due, nor any claim or demand for any cause then existing against any of the Constituent Corporations, or any shareholder, officer or director thereof, shall be released or impaired by the Merger, and all rights of creditors and all liens upon property of any of the Constituent Corporations shall be preserved unimpaired. Any existing claim or any action or proceeding, civil or criminal, pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place. The Surviving Corporation may be substituted in place of the Merging Corporation, and any judgment rendered against any of the constituent Corporations may be enforced against the Surviving Corporation.

2.4 Effective Time. The Merger provided for in this Plan of Merger shall become effective at 11:59:59 p.m., Eastern Standard Time, June 30, 2006, (or such other time and date as may be agreed to in writing by the Constituent Corporations) for all purposes of the laws of the State of South Carolina, pursuant to Section 33-11-105(b) of the South Carolina Business Corporation Act (such time and date when the Merger becomes effective being referred to herein as the Effective Time).

ARTICLE III. CHARTER AND BYLAWS

3.1 Amendment of Articles of Incorporation of Surviving Corporation. Immediately upon the Effective Time as provided in Article II, the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation, except that paragraph 1 of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

The name of the corporation is Liberty Life Insurance Company.

3.2 Amendment of Bylaws of Surviving Corporation. Immediately upon the Effective Time as provided in Article II, the Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed to:

Liberty Life Insurance Company.

ARTICLE IV. DIRECTORS AND OFFICERS

4.1 Continuation of Directors. The persons who are the directors of the Surviving Corporation immediately prior to the Effective Time shall, after the Merger, continue as the directors of the Surviving Corporation, without change, to serve subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of South Carolina and the Articles of Incorporation and the Bylaws of the Surviving Corporation.

4.2 Continuation of Officers. The persons who are the officers of the Surviving Corporation and the Merging Corporation immediately prior to the Effective Time shall, after the Merger, continue as or become, as appropriate, the officers of the Surviving Corporation, without change, to serve subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of South Carolina and the Articles of Incorporation and the Bylaws of the Surviving Corporation.

ARTICLE V. DISSENTING SHAREHOLDERS AND NOTICES

5.1 Dissenting Shareholders. Inasmuch as it is a condition of the Merger that all Shareholders of the Constituent Corporations approve the Merger, there will not be any Shareholder of either Constituent Corporation who will dissent from the Merger.

ARTICLE VI. TERMINATION OF PLAN OF MERGER

6.1 Termination. Notwithstanding anything herein to the contrary, this Plan of Merger may be terminated by the action of the Board of Directors of either of the Constituent Corporations, if it shall deem such action necessary, desirable and in the best interests of the respective corporation, at any time prior to the time that the Articles of Merger with respect to the Merger contemplated herein shall be filed with the Secretary of State of the State of South Carolina with respect to the Surviving Corporation. In the event of such termination, this Plan shall become void and shall have no effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, Officers or Shareholders in respect of this Plan of Merger.

6.2 Further Actions. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan of Merger or the Merger, the title of any property or rights of the Merging Corporation, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Plan of Merger or the Merger.

6.3 Governing Law. This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with laws of the State of South Carolina.

6.4 Amendment. The respective Boards of Directors of the Constituent Corporations may, prior to the filing of the Articles of Merger with the Secretary of State of the State of South Carolina, agree to and effect amendments to this Agreement to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the President and Secretary of Liberty Life Insurance Company and by the President and Secretary of Business Men's Assurance Company of America, each thereunto duly authorized all as of the day and year first above written.

(CORPORATE SEAL)

LIBERTY LIFE INSURANCE COMPANY

BY: [Signature]

President

Attest:

[Signature]
Secretary

(CORPORATE SEAL)

BUSINESS MEN'S ASSURANCE COMPANY
OF AMERICA

BY: [Signature]

President

Attest:

[Signature]
Secretary