

809871

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

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MAIL

(Business Entity Name)

(Document Number)

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Certificates of Status _____

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12/13/05--01052--023 **43.75

FILED
06 FEB -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Central National Life Insurance Company of Omaha
(Name of Corporation)

DOCUMENT NUMBER: 809871

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sherri A. Erickson, Compliance Rep
(Name of Contact Person)

Renaissance Life & Health Insurance Company of America
(Firm/Company)

PO Box 30381

(Address)

Lansing, MI 48909

(City/State and Zip Code)

For further information concerning this matter, please call:

Sherri Erickson at (517) 347-5247
(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



RENAISSANCE LIFE & HEALTH
INSURANCE COMPANY OF AMERICA
4100 Okemos Road, Okemos, MI 48864
(800) 745-7509

January 31, 2006

Ms. Irene Albritton
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **Acquisition of The Central National Life Insurance Company of Omaha**
Ref. Number: 809871

Dear Ms. Albritton:

Thank you for your December 21, 2005 letter concerning the amendment to our certificate of authority to transact business as a foreign corporation in Florida. A copy of your letter is enclosed for reference.

I am enclosing an original Certificate of Amendment of Restated Articles which was issued by the Delaware Secretary of State's Office on November 2, 2005.

Also enclosed is a copy of the Certified Articles that were filed by the previous owners of the company with the Delaware Secretary of State when the company was redomesticated from Nebraska to Delaware in 1995.

Hopefully, this is all that is needed to complete our amendment with your office. If you have any additional questions, you can reach me at (517) 347-5247 or via email to serickson@ddpmi.com. Thank you for your assistance.

Sincerely,

Sherri A. Erickson
Compliance Representative



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Received

DEC 29 2005

Legal

December 21, 2005

SHERRI A. ERICKSON
RENAISSANCE LIFE & HEALTH INSURANCE
P.O. BOX 30381
LANSING, MI 48909

SUBJECT: THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF
OMAHA
Ref. Number: 809871

We have received your document for THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

We also need evidence that the corporation redomesticated in 1995.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 005A00073006

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)

809871

(Document number of corporation (if known))

FILED
06 FEB -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Central National Life Insurance Company of Omaha

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

2. Delaware

(Incorporated under laws of)

3. 02/23/1965

(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 2, 2005

5. Renaissance Life & Health Insurance Company of America

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

NA

(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.

NA

(New duration)

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

NA

(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)

Patrick T. Cahill

(Typed or printed name of person signing)

Director & Secretary

(Title of person signing)

State of Florida



Department of State

*Delaware
Company
redomesticated
in 1995.*

I certify from the records of this office that THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA, is a corporation organized under the laws of Nebraska, authorized to transact business in the State of Florida, qualified on February 23, 1965.

The document number of this corporation is 809871.

I further certify that said corporation has paid all fees due this office through December 31, 2005, that its most recent annual report/uniform business report was filed on October 10, 2005, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of October, 2005



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State



Renaissance

Life & Health Insurance Company®

November 1, 2005

To: Commissioner of Insurance
Secretary of State

Re: Consent to Use of Name
"Renaissance Life & Health Insurance Company of America"

Dear Commissioner and Secretary of State:

This will confirm for you that the applicant, The Central National Life Insurance Company of Omaha ("CNL"), has permission to use the name "Renaissance Life & Health Insurance Company of America."

CNL is an affiliate of our company and is part of our insurance holding company system.

If you require any additional information, please do not hesitate to contact us.

Sincerely,

Patrick T. Cahill
Director & Secretary

P.O. Box 30381
Lansing, MI 48909-7881

(800)745-7509 TEL

(800)745-7578 FAX

www.rhlc.com

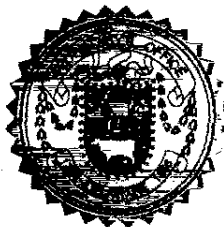
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA", CHANGING ITS NAME FROM "THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA" TO "RENAISSANCE LIFE & HEALTH INSURANCE COMPANY OF AMERICA", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2005, AT 9:37 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2474769 8100

050894324

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4279622

DATE: 11-07-05

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA**

The Corporation, originally named "The Central National Life Insurance Company of Omaha" was formed on January 25, 1995 upon filing a Certificate of Incorporation with the State of Delaware on that date.

The amendments and restatement of the Certificate of Incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.

The effective time of the Restated Certificate of Incorporation and of the amendments herein certified shall be the Filing Date, as defined in General Corporation Law Sections 103(c)(3) and (d) of the State of Delaware.

The Central National Life Insurance Company of Omaha, a Corporation organized and existing under the laws of the State of Delaware as of the effective date of this certificate, hereby certifies as follows:

*State of Delaware
Secretary of State
Division of Corporations
Delivered 09:37 AM 11/02/2005
FILED 09:37 AM 11/02/2005
SRV 050894324 - 2474769 FILE*

ARTICLE I

The name of the Corporation is **RENAISSANCE LIFE & HEALTH INSURANCE COMPANY OF AMERICA**.

ARTICLE II

The principal office of the Corporation shall be in Okemos, Michigan.

ARTICLE III

The street address of the registered office in Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808, and the name of the registered agent is Corporation Service Company at such address.

ARTICLE IV

The general nature of the business of the Corporation shall be to transact the following kinds of insurance business:

- a) **LIFE INSURANCE** - Upon lives of persons, including endowments and annuities, and every insurance pertaining thereto and disability benefits
- b) **SICKNESS AND ACCIDENT INSURANCE** - Against loss or expense resulting from the sickness of the insured, or from bodily injury or death of the insured by accident, or both, and every insurance pertaining thereto, including quarantine. This kind of insurance shall include, but not be limited to, dental and vision coverage.
- c) **ANY OTHER KIND OF INSURANCE** allowed under the Corporation's Certificates of Authority in each respective jurisdiction that is not specifically prohibited by law. Said insurance shall include, but not be limited to, long term care and stop loss.

To enable it to transact the foregoing kinds of insurance, the Corporation shall have the power: To own, buy, sell, mortgage, encumber and convey real estate necessary and incident to such business, and to lease or sublet such real estate; to buy, sell and assign securities and personal property of all kinds necessary and incident to the carrying on of its business; to borrow money and loan its assets, incur indebtedness and execute any and all contracts necessary and incident to the continuance of such insurance business; and through its authorized officers, to do

and perform all and every lawful act expedient and necessary to the execution and performance of all kinds of authorized insurance contracts and policies of the above lines of insurance, and for the maintenance, perpetuity and prosperity of the Corporation.

ARTICLE V

The authorized Capital Stock of said Corporation shall be Three Million Dollars (\$3,000,000.00) divided into One Hundred Twenty Thousand (120,000) shares of the par value of \$25.00 each.

The Corporation will maintain its minimum capital and surplus as required by the Delaware statutes.

No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE VI

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Kevin T. Peck	501 Silverside Road, Suite 3 Wilmington, Delaware 19801

ARTICLE VII

The officers of the Corporation shall be a Chairperson, a President and Chief Executive Officer, one or more Vice Presidents, a Secretary, and a Treasurer, or other officers as may be deemed necessary by the Board of Directors, all of whom shall be elected by the Board of Directors. Any two or more of such offices may be held by the same person. Each of such officers shall perform such duties as may be prescribed by the Board of Directors or by the By-laws of the Corporation.

ARTICLE VIII

The affairs and business of the Corporation shall be conducted by a Board of Directors of not less than three (3) nor more than eighteen (18) members. The Board of Directors shall be elected by stockholders at the Stockholders' Annual Meeting or any Special Meeting of the stockholders called for that purpose. Both meetings shall be determined by the Board of Directors. The Annual Meeting shall be held prior to the 31st of May of each year, as provided by the By-laws of the Corporation; provided the incorporators hereof shall elect the members of the first Board of Directors who shall serve until the first Annual Meeting of the stockholders after organization. Each Director shall hold office until his or her successor is duly elected and qualified. If any vacancy shall occur, the same shall be filled by the remaining members of the Board, and such appointed member shall serve until his or her successor is selected and qualifies at the next Annual Meeting of the stockholders following the appointment.

ARTICLE IX

Election of Directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware as the By-laws may provide.

The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

ARTICLE X

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or as may hereafter be amended.

If the General Corporation Law of the State of Delaware is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent authorized by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XI

The Corporation shall begin the transaction of business under these Articles when the same have been filed, accepted and approved according to law, and the Corporation shall have perpetual existence.

ARTICLE XII

The Corporation shall have a Corporate Seal, which shall contain such words and arrangement of the same as shall be provided by the By-laws of the Corporation and which shall be in accordance with the requirements of the law of the State of Delaware.

ARTICLE XIII

The Directors shall have power and authority to make all By-laws and rules for the proper government and control of the affairs of the Corporation and they may alter and amend the same at their pleasure.

ARTICLE XIV

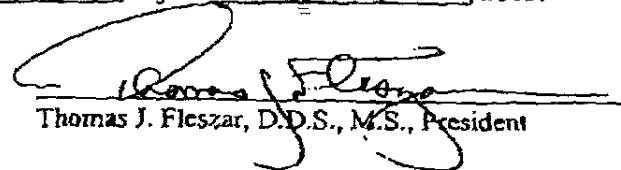
The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XV

These Articles of Incorporation may be amended in conformity with the provisions of the applicable statutes of the State of Delaware.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed under the seal of the Corporation this 31st day of October, 2005.

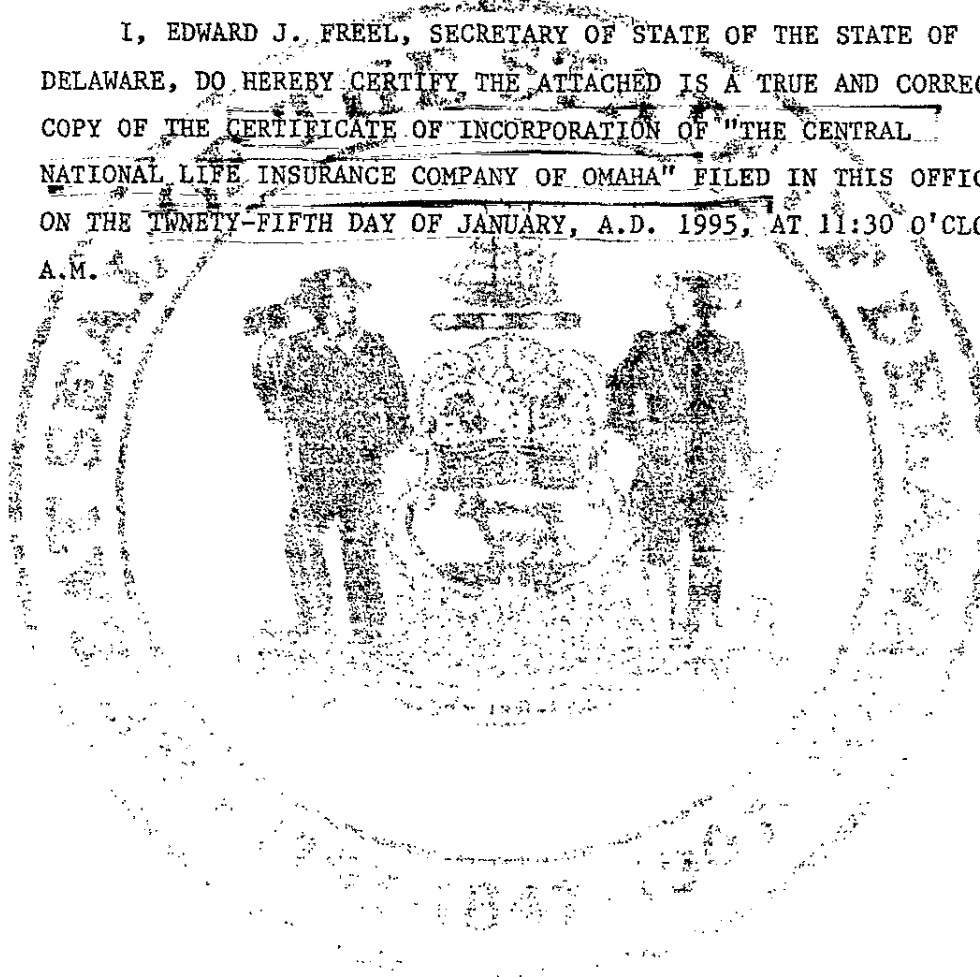

Patrick T. Cahill, Esq., Secretary


Thomas J. Fleszar, D.D.S., M.S., President

[SEAL]

State of Delaware
Office of the Secretary of State

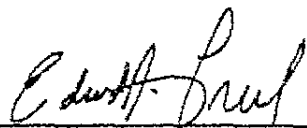
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1995, AT 11:30 O'CLOCK A.M.



2474769 8100

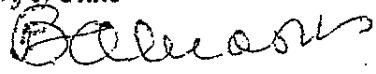
950020648




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:


01/27/1995

CERTIFICATE OF INCORPORATION

THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA

The Central National Life Insurance Company of Omaha was originally incorporated in the State of Nebraska on April 29, 1953, and this Certificate of Incorporation is that original Nebraska Certificate of Incorporation, as amended by all of the various amendments filed in Nebraska prior to the date of this Certificate, which Certificate becomes the corporation's Delaware Certificate of Incorporation upon the effective date in Delaware of the corporation's Certificate of Domestication to which it is an attachment.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be "THE CENTRAL NATIONAL LIFE INSURANCE COMPANY OF OMAHA".

ARTICLE II

The principal office of the Corporation shall be in Lincoln, Nebraska. The street address of the registered office is 206 South 13th Street, Suite 1500, Lincoln, Nebraska 68508, and the name of the registered agent is C T Corporation System at such address. The existence of this Corporation shall be perpetual.

ARTICLE III

The general nature of the business of the corporation shall be to transact the following kinds of insurance business:

- (a) LIFE INSURANCE - Upon lives of persons, including endowments and annuities, and every insurance pertaining thereto and disability benefits.
- (b) SICKNESS AND ACCIDENT INSURANCE - Against loss or expense resulting from the sickness of the insured, or from bodily injury or death of the insured by accident, or both, and every insurance pertaining thereto, including quarantine.

To enable it to transact the foregoing kinds of insurance, the Corporation shall have power: To own, buy, sell, mortgage, encumber and convey real estate necessary and incident to such

business, and to lease or sublet such real estate, to buy, sell and assign securities and personal property of all kinds necessary and incident to the carrying on of its business; to borrow money and loan its assets, incur indebtedness and execute any and all contracts necessary and incident to the continuance of such insurance business and through its authorized officers to do and perform all and every lawful act expedient and necessary to the execution and performance of all kinds of authorized insurance contracts and policies of the above lines of insurance, and for the maintenance, perpetuity and prosperity of the corporation.

ARTICLE IV

The authorized Capital Stock of said Corporation shall be Three Million Dollars (\$3,000,000.00) divided into One Hundred Twenty Thousand (120,000) shares of the par value of \$25.00 each.

The minimum amount of capital and surplus with which said corporation shall commence business is Five Hundred Thousand Dollars (\$500,000.00) consisting of Three Hundred and Fifty Thousand Dollars (\$350,000.00) of paid in Capital Stock and One Hundred Fifty Thousand Dollars (\$150,000.00) of paid in Surplus.

No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

The amount of authorized stock of the corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation at the time entitled to vote.

ARTICLE V

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer and other officers as may be deemed necessary by the Board of Directors, all of whom shall be elected by the Board of Directors, and any two or more of such offices may be held by the same person. Each of such officers shall perform such duties as may be prescribed by the Board of Directors or by the By-laws of the Corporation.

ARTICLE VI

The affairs and business of the Corporation shall be conducted by a Board of Directors of not less than five (5) nor more than twenty-one (21) members. The Board of Directors shall be elected by stockholders at the Stockholders' Annual Meeting or any Special Meeting of the stockholders called for that purpose. Both shall be determined by the Board of Directors. The Annual Meeting shall be held prior to the 31st day of May of each year, as shall be provided by the By-laws of the corporation; provided the incorporators hereof shall elect the members of the first Board of Directors who shall serve until the first Annual Meeting of the stockholders after organization. Each Director shall hold his office until his successor is duly elected and qualifies. If any vacancy shall occur, the same shall be filled by the remaining members of the Board, and such appointed member shall serve until his successor is elected and qualifies at the next Annual Meeting of the stockholders following his appointment.

ARTICLE VII

The first Board of Directors, as selected, shall meet upon the organization of the Corporation and elect the first set of officers.

ARTICLE VIII

The corporation shall begin the transaction of business under these Articles when the same have been filed, accepted and approved according to law, and the corporation shall have perpetual existence.

ARTICLE IX

The Corporation shall have a Corporate Seal, which shall contain such words and arrangement of the same as shall be provided by the By-laws of the corporation and which shall be in accordance with the requirements of the laws of the State of Nebraska.

ARTICLE X

The directors shall have power and authority to make all By-laws and rules for the proper government and control of the affairs of the Corporation and they may alter and amend the same at pleasure.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XII

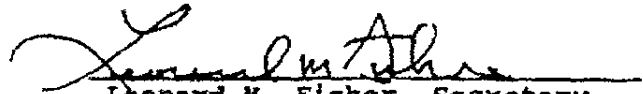
These Articles of Incorporation may be amended in conformity with the provisions of the applicable statutes of the State of Nebraska.

ARTICLE XIII

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The effective date of this Certificate of Incorporation is the 31st day of March, 1995.

IN WITNESS WHEREOF, the undersigned, Secretary of The Central National Life Insurance Company of Omaha, does hereby certify that the directors of said Company adopt the foregoing Amended Articles of Incorporation of The Central National Life Insurance Company of Omaha, and she further certifies that the foregoing Amended Articles of Incorporation are in full force and effect as of January 12, 1995.


Leonard M. Fisher, Secretary