

810697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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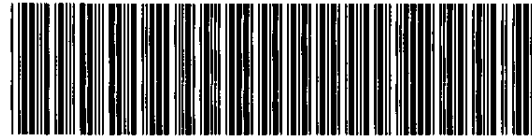
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Change Jurisdiction

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12 AUG 24 AM 10:35
U.S. DISTRICT COURT
DISTRICT OF COLUMBIA

AUG 27 2012
C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Occidental Life Insurance Company of North Carolina
Name of Corporation

DOCUMENT NUMBER: 810697

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darla A. Schaffer
Name of Contact Person

Occidental Life Insurance Company of NC
Firm/Company

P.O. Box 2595
Address

Waco, TX 76702-2595
City/State and Zip Code

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

For further information concerning this matter, please call:

Darla A. Schaffer at (254) 297-2775
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) |
|--|---|--|---|

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)

810697

(Document number of corporation (if known))

1. Occidental Life Insurance Company of North Carolina
(Name of corporation as it appears on the records of the Department of State)
2. Texas 3. December 29, 1955
(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)

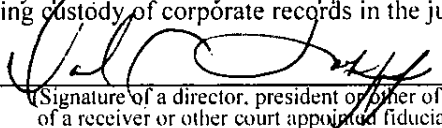
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

Texas
(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.


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

Darla A. Schaffer
(Typed or printed name of person signing)

Exec VP, CFO, Treasurer
(Title of person signing)



PENNCORP FINANCIAL

March 4, 1998

State of Florida Department of Insurance
Robert E. Porter
200 East Gaines Street
Tallahassee, Florida 32399-0327

RE: Redomestication of Occidental Life Insurance Company of North Carolina
NAIC #67148; FEIN#56-0343440

Dear Mr. Porter:

Effective September 30, 1997, Occidental Life Insurance Company of North Carolina was redomesticated from North Carolina to Texas. As a result of the redomestication, we do not expect any changes in management, structure, location, marketing practices, or any additional types of insurance. I have enclosed the following information and documentation that is necessary to effectuate the redomestication with your department:

1. The new statutory home office address is 425 Austin Avenue; Waco, TX 76701. The mailing address remains 2610 Wycliff Road, Raleigh, NC 27607 or P. O. Box 10234; Raleigh, NC 27605-0234;
2. Copy of the Articles of Redomestication (certified copies where submitted with Third Quarter Statement);
3. Copy of Approval Order from Texas (certified copy was previously sent under separate cover);
4. Certified Approval Order from North Carolina;
5. Certified By-laws;
6. Certified Certificate of Authority from Texas;
7. Consent and Agreement in Re Service of Process Form and Resolution Form;
8. Certificate of Good Standing from the Florida Secretary of State; and
9. Filing fee in the amount of \$10.

If you need any further information or documentation, please do not hesitate to contact me at, 800-972-4368, extension 7124.

Sincerely,

Joan Olson

Regulatory Compliance Specialist

717 N. Harwood Street, Dallas, Texas 75201

Writer's Direct Line: (214) 954-7124
Writer's Facsimile: (214) 954-7717
Toll Free Number: (800) 792-4368, extension 7124

**ARTICLES OF REDOMESTICATION
AND
ARTICLES OF INCORPORATION
OF
OCCIDENTAL INSURANCE COMPANY OF NORTH CAROLINA**

Pursuant to Article 1.38 of the Texas Insurance Code, the undersigned individuals, being citizens of the State of Texas and acting as incorporators, do hereby submit these Articles of Redomestication and Articles of Incorporation, and certify the following:

1. The name of the corporation (hereinafter referred to as the "corporation") is OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA.

2. The corporation was incorporated on June 13, 1906.

3. The Amended and Restated Articles of Incorporation set forth herein restates, integrates and amends the Articles of Incorporation of the corporation by entitling same as Amended and Restated Articles of Incorporation, changing the corporation's home office, limiting the liability of the directors of the corporation, reducing the corporation's authorized shares of capital stock, and further conforming such Articles of Incorporation to the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of these Articles of Redomestication and Articles of Incorporation by and under the seal of the Department of Insurance of the State of Texas, the corporation hereby changes its domicile from the State of North Carolina to the State of Texas, and hereby adopts the Amended and Restated Articles of Incorporation set forth herein.

5. Upon the taking of effect of these Articles of Redomestication and Articles of Incorporation, the corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Texas; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure, and all choices in action, shall be and the same hereby are, ratified, approved, confirmed and assured to the corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Texas. Without limitation to the foregoing, the corporation shall be given recognition as a domestic company of the State of Texas pursuant to Article 1.38 of the Texas Insurance Code, from and after June 13, 1906, its original date of incorporation.

6. These Articles of Redomestication and Articles of Incorporation were duly adopted and approved by unanimous written consent of the Board of Directors of the corporation and by the stockholders of the corporation entitled to vote thereon.

7. The text of the Articles of Incorporation of the corporation is amended and restated to read as herein set forth in full.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA**

ARTICLE ONE

The name and residence of each of the incorporators is as follows:

<u>Name</u>	<u>Residence</u>
Michael J. Blanton	1308 Dendron Drive Hewitt, Texas 76643
S. Lanny Peavy	832 Deer Ridge Waco, Texas 76712
Darla A. Schaffer	249 Cross Country Drive Hewitt, Texas 76643

ARTICLE TWO

The name of the corporation (hereinafter referred to as the "corporation") is Occidental Life Insurance Company of North Carolina.

ARTICLE THREE

The location of the home office of the corporation shall be Waco, Texas.

ARTICLE FOUR

The purposes for which the corporation is organized are for the transaction of any and all kinds, classes, types and forms of life, accident and health, credit life, and credit accident and health insurance, annuity contracts of every type and combinations of any two or more of such insurance business as is now or hereafter permitted and authorized under the laws of the State of Texas, the District of Columbia, or any state, nation, country, territory, possession or principality in which the corporation is authorized to do business; to reinsure any such risk or any part thereof ceded to it by other insurance companies; to hold and own one or more insurance subsidiaries; and the transaction of any and all lawful business not inconsistent with the purposes enumerated herein.

The foregoing clause shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in such clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of any other Article of these Articles of Incorporation, but the purposes and powers specified in the foregoing clause of this Article shall be regarded as independent purposes and powers.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

The aggregate number of shares which the corporation shall have authority to issue is five million (5,000,000), all of which are of one class and one dollar (\$1.00) par value.

ARTICLE SEVEN

Shareholders of the corporation shall have no preemptive right to acquire additional, unissued, or treasury shares of the corporation.

ARTICLE EIGHT

No holder of any class of shares of the corporation shall be entitled to cumulate his votes at any election of directors.

ARTICLE NINE

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by the Texas Miscellaneous Corporation Laws Act and/or the Texas Business Corporation Act, as such statutes now exist or may hereafter be amended. Any repeal or modification of this paragraph by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE TEN

The corporation shall indemnify and may provide indemnity insurance for each director, officer or employee of the corporation to the fullest extent permitted by law.

ARTICLE ELEVEN

Any action required by Texas Business Corporation Act to be taken at an annual or special meeting of shareholders, or any action which may be taken at an annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the holder or holders of shares having not less than a minimum number of votes that would be necessary to take such action at a meeting which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TWELVE

The post office address of the initial registered office of the corporation in the State of Texas is Occidental Life Insurance Company of North Carolina, 425 Austin Avenue, Waco, Texas 76701, Attention: Joe Dunlap.

ARTICLE THIRTEEN

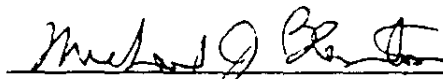
The number of directors constituting the initial Board of Directors of the corporation is five (5) and the name and address of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

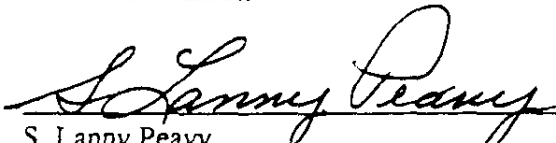
<u>Name</u>	<u>Address</u>
William R. Ealy	2610 Wycliff Road Raleigh, North Carolina 26707
James W. Lillie, Jr.	2610 Wycliff Road Raleigh, North Carolina 27607
Ross A. Marrazzo	3 Bethesda Metro Center, Suite 1600 Bethesda, Maryland 20814
Judy F. Haney	2610 Wycliff Road Raleigh, North Carolina 27607
Scott D. Silverman	3 Bethesda Metro Center, Suite 1600 Bethesda, Maryland 20814


ARTICLE FOURTEEN

From time to time, any of the provisions of these Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands as incorporators this 25th day of August, 1997.


Michael J. Blanton


S. Lanny Peavy


Darla A. Schaffer



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the original charter documents for OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, Waco, Texas, consisting of six (6) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 27th day of October, 1997.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: _____

Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services Division
Order No. 96-1276

No. 97-0976

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: SEP 30 1997

Subject Considered:

OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA
Raleigh, North Carolina
TDI No. 02-62600

REDOMESTICATION
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-97-0835

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, Raleigh, North Carolina, to redomesticate and to amend its Certificate of Authority to change its home office from Raleigh, North Carolina, to Waco, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Raleigh, North Carolina to Waco, Texas. The Department of Insurance of the State of North Carolina has filed a letter of intent to approve the redomestication. A letter of September 26, 1997 from the Texas Department of Insurance to OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA is incorporated herein by reference.

THEREFORE, based upon the representations made by OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of NORTH CAROLINA INSURANCE COMPANY OF NORTH CAROLINA should be, and is hereby approved.

91-0976

COMMISSIONER'S ORDER

OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA

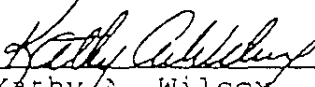
PAGE 2 of 2

Further, it is ORDERED that the Certificate of Authority No. 998, dated July 25, 1960, issued to OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, Raleigh, North Carolina, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, Waco, Texas.

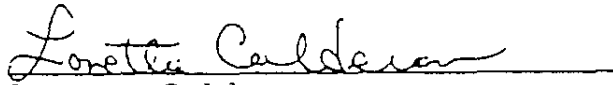
ELTON BOMER

COMMISSIONER OF INSURANCE

BY:


Kathy A. Wilcox
Director
Insurer Services
Order 94-0580

Recommended By:


Loretta Calderon
Insurance Specialists
Insurer Services



DEPARTMENT OF INSURANCE
State of North Carolina

P. O. Box 26387
RALEIGH, N. C. 27611

JIM LONG
COMMISSIONER OF INSURANCE

COMPANY SERVICES GROUP
FINANCIAL EVALUATION DIVISION
(919) 733-5633
FAX: (919) 715-7230

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have caused to have compared the annexed copy of the ORDER IN THE MATTER OF THE REDOMESTICATION OF OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA FROM THE STATE OF NORTH CAROLINA TO THE STATE OF TEXAS with the one of file at this Department and find the same to be a correct copy of the whole said original.

In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 12th day of February, 1998.

A handwritten signature in cursive script, appearing to read "James E. Long".

James E. Long
Commissioner of Insurance

**NORTH CAROLINA DEPARTMENT OF INSURANCE
RALEIGH, NORTH CAROLINA**

**IN THE MATTER OF THE REDOMESTICATION OF
OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH
CAROLINA FROM THE STATE OF NORTH CAROLINA ORDER
TO THE STATE OF TEXAS**

On August 26, 1997, Occidental Life Insurance Company of North Carolina (hereinafter "Occidental") requested approval of the Commissioner of Insurance of the State of North Carolina (hereinafter "Commissioner") to redomesticate from the State of North Carolina to the State of Texas, and to simultaneously convert its North Carolina authority to a licensed foreign insurer in this State.

After reviewing the request, the undersigned makes the following:

FINDINGS OF FACT

1. Occidental is a North Carolina domiciled life insurance company. Occidental is also licensed in Texas.
2. The request by Occidental filed with the Commissioner on August 26, 1997, would change the state of domicile of Occidental from North Carolina to Texas. Such a change in the state of domicile of Occidental requires the approval of the Commissioner, pursuant to North Carolina General Statute 58-7-65.
3. Occidental is licensed in and has written business in North Carolina. As long as that business written remains in force, as an obligation of Occidental, the Company must maintain a license in this State.
4. Occidental is requesting approval from the Commissioner to operate in North Carolina as a licensed, foreign insurer subsequent to its redomestication to Texas. This license would grant authority to Occidental to write the same lines of business as authorized by its current license.
5. A review of the request indicates that the redomestication of Occidental to Texas is fair, consistent with law, and will not conflict with the public interest.

CONCLUSIONS OF LAW

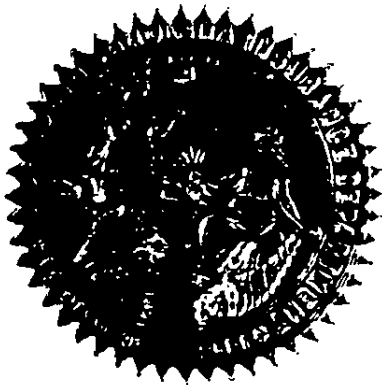
1. The August 26, 1997, request of Occidental constitutes a redomestication of a North Carolina domiciled insurer, which is licensed in Texas, to Texas as described by North Carolina General Statute 58-7-65.
2. The redomestication of Occidental to the State of Texas is fair, consistent with law and will not conflict with the public interest.
3. As long as Occidental has as its obligation business written in this State, it must maintain a North Carolina certificate of authority.

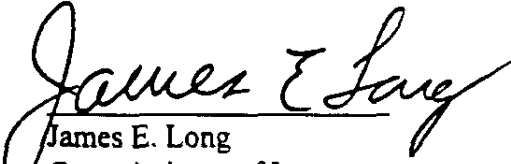
IT IS THEREFORE ORDERED:

That the August 26, 1997, request of Occidental to redomesticate from the State of North Carolina to the State of Texas is hereby approved.

That the August 26, 1997, request of Occidental to maintain a license in North Carolina as a foreign life insurer, with authority to write the lines of business authorized under its current license, is hereby approved.

ISSUED under my hand and official seal.




James E. Long
Commissioner of Insurance

CERTIFICATION

I, Patricia B. Butler, hereby certify that I am the Assistant Secretary of Occidental Life Insurance Company of North Carolina, a corporation existing under the laws of the State of Texas, and that the attached document is a true and correct copy of the Bylaws of Occidental Life Insurance Company of North Carolina, dated the 24th day of October, 1991, and I further certify that the Bylaws have not been further amended, restated or repealed, and they are presently in full force and effect.

IN WITNESS WHEREOF, I have set my hand as Assistant Secretary of said Corporation and affixed the Corporate Seal this 15th day of December, 1997.

Patricia B. Butler
Patricia B. Butler
Assistant Corporate Secretary

S E A L

B Y L A W S
OF
OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA

Adopted February 14, 1958
As amended October 24, 1991

ARTICLE 1 - STOCKHOLDERS MEETING

SECTION 1. ANNUAL MEETINGS.

The regular annual meeting of the stockholders shall be held in Raleigh, North Carolina, on such date as the Board of Directors may designate by proper resolution.

SECTION 2. SPECIAL MEETINGS.

Special meetings of the stockholders may be called at Raleigh, North Carolina, any time by resolution of the Board of Directors or of the Executive Committee or upon written request of stockholders holding twenty-five percent (25%) of the outstanding stock entitled to vote.

SECTION 3. NOTICE OF ANNUAL AND SPECIAL MEETINGS.

Notice of the annual meeting and of every special or adjourned meeting of stockholders, written or printed, shall be mailed not less than ten (10) nor more than fifty (50) days prior to the meeting.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of Directors, on which the vote of stockholders is expressly required by the provisions of the North Carolina Business Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

SECTION 4. VOTING LISTS.

At least ten (10) days before each meeting of stockholders the Secretary of the Corporation shall prepare an alphabetical list of the stockholders entitled to vote at such meetings, with the address of and number of shares held by each, which list shall be kept on file at the registered office of the Corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any stockholder at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any stockholder during the entire time of the meeting.

BYLAWS - O L I C
Adopted February 14, 1958
As amended October 24, 1991

SECTION 5. VOTING.

Voting at any meeting of stockholders may be in person or by written proxy duly signed and filed with the Secretary before the meeting at which said proxy is to be used. Each outstanding share shall be entitled to one vote.

Voting on all matters shall be by voice vote or by show of hands unless the holders of one-tenth (1/10) of the shares represented at the meeting shall, prior to voting on any matter, demand a ballot vote on that particular matter.

SECTION 6. QUORUM.

A quorum at any meeting of stockholders shall consist of a majority of the outstanding voting stock of the Corporation, represented in person or by proxy. When a quorum is present at any meeting, a majority of the voting stock thereat shall decide any question that may come before the meeting. In the absence of a quorum, those present may adjourn the meeting to a future date, but until a quorum is secured, may transact no other business.

SECTION 7. THE PRESIDING OFFICER.

The presiding officer of stockholders' meeting shall be the Chairman of the Board, when present. In his absence, the next officer in due order who may be present shall preside. The due order for purposes of these Bylaws shall be Chairman of the Board, President, Executive Vice President, a Vice-President, Secretary, and Treasurer.

ARTICLE II - DIRECTOR AND DIRECTORS' MEETING

SECTION 1. MANAGEMENT BY DIRECTORS, VACANCIES, AND COMPENSATION

The business and property of the Corporation shall be managed by a Board of not less than one Director, who shall be elected at the annual meeting of stockholders and who shall serve until the adjournment of the next meeting of stockholders of which Directors are elected. The stockholders shall, by resolution, fix the number of Directors to be elected. If any stockholder so demands, the election of Directors shall be by ballot.

Any vacancies caused by the resignation, death or removal of a Director or Directors may be filled by the Board or by the stockholders at a special meeting called for that purpose, to serve until the adjournment of the next meeting of stockholders at which Directors are elected. Any vacancies

BYLAWS - O L I C
Adopted February 14, 1958
As amended October 24, 1991

created by an increase in the authorized number of Directors shall be filled by election of stockholders. The Directors shall be paid such fees for their attendance at such meetings of the Board of Directors and committees thereof as may be determined from time to time by the Board.

SECTION 2. REGULAR MEETINGS.

The Board will meet no less frequently than one (1) time each year at such time and place as the Board deems appropriate.

SECTION 3. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be held at any time and place on call of the Chairman of the Board, the President, or upon request by any four (4) Directors, or may be held at any time and place without notice upon unanimous consent of all the members of the Board, or with the presence and participation of all members at such meeting, or may be held by telephone on a conference call basis upon proper notice, and a majority of Directors are connected into the conference call and all such Directors can each hear the other Director speak.

SECTION 4. EXECUTIVE COMMITTEE.

A majority of the Board may by proper resolution designate an Executive Committee composed of not less than three (3) nor more than seven (7) Directors who shall have and exercise the powers of the Board of Directors in the management of the business affairs of the Company, except such time as the Board of Directors is in session; provided, however, that the Board of Directors shall have the power to direct, limit, or control said Executive Committee by resolution at any special or regular meeting, or by general rules adopted for its guidance.

The Chairman of the Board shall be a member of the Executive Committee.

SECTION 5. OTHER COMMITTEES.

A majority of the Board may, by proper resolution, designate other special or standing committees to the extent not prohibited by law or the Charter or Bylaws of the Company. Such committees shall report to and be responsible to the Board of Directors and the Board may direct, limit, or control such committees by resolution at any special or regular meeting or by general rules adopted for guidance.

SECTION 6. NOTICE OF MEETINGS.

Notices of both regular and special meetings, except when held by unanimous consent or participation, shall be mailed by the Secretary to each member of the Board not less than five (5) days before any such meeting, and notices of special meetings shall state the purpose thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

Notice of regular and special meetings may be given by telephone not less than five (5) days before any such meeting provided that for such notice to be valid the Director must be personally contacted by telephone.

In case a quorum is not present at any regular or special meeting, the Secretary may adjourn the meeting to another day and shall mail written notice or give telephone notice personally to each Director at least five (5) days before such adjourned meeting.

SECTION 7. QUORUM.

A majority of the members of any committee shall constitute a quorum thereof.

SECTION 8. VALIDITY OF ACTION.

Any action taken and assented to in writing by all members of the Board of Directors shall be as valid and effective as if duly passed by the Board at any regular meeting or special meeting called for that purpose.

ARTICLE III - OFFICERS

SECTION 1. OFFICERS OF THE CORPORATION.

The officers may include a Chairman of the Board, a President, one or more Vice Presidents, including an Executive Vice President, Senior Vice Presidents, or such other specially designated Vice Presidents or Assistant Vice Presidents as may be determined by the Board of Directors, a Secretary, Treasurer, Controller, Medical Director, Actuary, Resident Counsel, and such Assistant Secretaries, Assistant Treasurers, Assistant Controllers, Assistant Medical Directors, Assistant Actuaries, and Associate and Assistant Counsel as may be deemed necessary or advisable by the Board of Directors, each of which officers, or assistant thereto, shall have such powers as may be delegated to him by the Board of Directors or Executive Committee and Bylaws. This position of any two offices except those of President and Secretary may be held by the same person.

SECTION 2. ELECTION AND TERM.

Officers of the Corporation shall be elected by the Board of Directors to serve at the pleasure thereof, or until their successors are elected. If any office is vacated during the year, the Board of Directors may fill the same for the unexpired term.

SECTION 3. DUTIES OF CHAIRMAN OF THE BOARD AND PRESIDENT.

The Chairman of the Board shall perform such duties as the Board of Directors from time to time may prescribe.

The President shall have direct supervision of the affairs of the Corporation and he shall perform such duties as the Board of Directors may from time to time prescribe and he shall make such reports to the Directors and stockholders as he may deem necessary or as may be required of him by the Directors, and shall perform all such duties as are incident to his office or as are properly required of him by the Board of Directors.

SECTION 4. DUTIES OF VICE PRESIDENTS.

The Vice Presidents shall perform such duties and have such powers as the Board of Directors shall prescribe.

SECTION 5. DUTIES OF SECRETARY.

The Secretary shall issue notices for all meetings of stockholders and Directors, shall keep their minutes, and shall have charge of the same; shall have charge of the corporate books and all books of account; shall keep the corporate seal; shall sign with the Chairman of the Board, the President, or a Vice President, instruments requiring such signature; and shall make reports and perform such other duties as are incident to this office; or as properly required by the Board of Directors.

SECTION 6. DUTIES OF THE TREASURER.

The Treasurer shall have the custody of all funds and securities of the Corporation; shall sign or countersign such instruments as required; shall perform all duties incident to this office, or as properly required by the Board of Directors.

SECTION 7. ASSISTANT SECRETARIES AND TREASURERS.

The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the treasurer, respectively, or by the President or the Board of Directors.

BYLAWS - O L I C
Adopted February 14, 1958
As amended October 24, 1991

SECTION 8. BONDS.

The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to be bonded at the expense of the Company, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION 9. COMPENSATION.

The compensation of all officers and other designated employees of the corporation shall be fixed by the Board of Directors or by a committee designated by the Board of Directors for that purpose.

ARTICLE IV - STOCK

SECTION 1. CERTIFICATES OF STOCK.

Certificates of stock shall be issued in numerical order from the stock certificate book to each stockholder whose stock has been paid in full, be signed by the Chairman of the Board or the President and Secretary, or their duly authorized assistants, and be sealed by the secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof. All stock shall be fully paid and non-assessable.

SECTION 2. TRANSFER OF STOCK.

Transfer of shares shall be made on the stock transfer books of the Corporation only upon surrender of the certificates for the shares sought to be transferred by the record holder thereof or by his duly authorized agent, transferee, or legal representative. All certificates surrendered for transfer shall be canceled before new certificates for the transferred shares shall be issued.

SECTION 3. LOST CERTIFICATES.

The Board of Directors may authorize the issuance of a new stock certificate in place of a certificate claimed to have been lost or destroyed upon receipt of an affidavit of such fact from the person claiming the loss or destruction. When authorizing such issuance of a new certificate, the Board may require the claimant to give the Corporation a bond in such sum as it may direct to indemnify the Corporation against loss from any claim with respect to the certificate claimed to have been lost or destroyed.

BYLAWS - O L I C
Adopted February 14, 1958
As amended October 24, 1991

SECTION 4. UNISSUED STOCK.

In the case of shares authorized by the Certificate of Incorporation, but not issued, no part of such unissued shares shall be disposed of by the Board of Directors until and unless express authorization for such disposal has been voted by the stockholders.

SECTION 5. TREASURY STOCK.

Treasury stock of the corporation shall consist of such issued and outstanding stock of the Corporation as may be donated by the Corporation or otherwise acquired by it and shall be held subject to disposal by the Board of Directors. Such stock shall neither vote nor participate in dividends while held by the Corporation.

ARTICLE V - DIVIDENDS AND FINANCE

SECTION 1. DIVIDENDS DECLARED.

The Board of Directors shall, at the annual meeting, or at such other time as they deem advisable, declare and other paid such dividends on the stock of the Corporation as in their best judgment should be paid. The Board of Directors shall have the power to fix the amount to be reserved as a working capital.

SECTION 2. BANK DEPOSITS.

The money of the Corporation shall be deposited in such bank or banks as the Board of Directors shall from time to time designate, and shall be drawn out by checks signed in the name of the Corporation by such officer, officers, or employees as the Board of Directors may from time to time designate. Checks or other orders for the payment of money shall be endorsed in the name of the Corporation by such officer, officers, or employees as the Board of Directors may designate.

SECTION 3. FISCAL YEAR.

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE VI - SEAL

SECTION 1. BYLAWS AMENDED.

Except as otherwise provided herein, or as precluded by statute, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors.



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512-463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached document is a true and correct copy of the original Certificate of Authority for OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, WACO, TEXAS, consisting of one (1) page. I further certify that such document is filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 22nd of October, 1997.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: _____

Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services Division
Order No. 96-1276

Texas Department of Insurance



Certificate No. 11675

Company No. 01-062600

Certificate of Authority

THIS IS TO CERTIFY THAT

OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA

WACO, TEXAS

has complied with the laws of the State of Texas applicable thereto and is hereby authorized to transact the business of

Life; Accident and Health


insurance within the state of Texas. This Certificate of Authority shall be in full force and effect until it is revoked, canceled or suspended according to law.

IN TESTIMONY WHEREOF, witness my hand and seal of
office at Austin, Texas, this

30th day of September A.D. 1997

ELTON BOMER
COMMISSIONER OF INSURANCE

BY


Kathy A. Wilcox
Director
Insurer Services

CONSENT AND AGREEMENT IN RE SERVICE OF PROCESS
UNDER THE LAWS OF FLORIDA

State of North Carolina }
County of Wake }

ss.

Know All Men by These Presents, That the Occidental Life Insurance Company of NC
of Texas, an insurer or other entity subject
to the statutory agent for service of process provisions of the Florida Insurance Code duly organized and existing
under and by virtue of the Laws of Texas, does hereby agree and consent that actions
may be commenced against it in any court having jurisdiction in any County in the State of Florida, in which a cause
of action may arise, or in which the plaintiff may reside, by the service of process upon the Treasurer and Insurance
Commissioner of the State of Florida, hereby stipulating and agreeing that such service shall be taken and held in all
Courts to be as valid and binding upon this insurer or other entity as if personal service had been made upon the
President or Secretary, or any other duly authorized and accredited officer thereof. The undersigned hereby further
agrees and stipulates that this consent and agreement is and shall remain irrevocable, so long as there is liability,
under any policy, claim or cause of action within this State, either fixed or contingent. Said insurer or other entity does
hereby designate Karen M. Porter, 2610 Wycliff Road, Raleigh, NC 27607
of Occidental Life Insurance Company of North Carolina
as the name and address of the person to whom process against it served upon said Treasurer and Insurance
Commissioner is to be forwarded. In the event of a change in the designation of the person to whom process is to
be forwarded, the insurer or other entity shall immediately file a new Consent and Agreement form with the Insurance
Commissioner.

In Witness Whereof, we, the President or Chief Executive Officer and ^{Asst.} Secretary of said insurer or other
entity, have hereunto set our hands and affixed the seal of said insurer or other entity on this the 21st day of
October, A.D. 19 97

Occidental Life Insurance Co. of NC

SEAL

By [Signature]
President or Chief Executive Officer (Signature)

Patricia B. Butler

Asst. Secretary (Signature)

The foregoing agreement must be accompanied by a duly certified copy of the order or resolution of the
Board of Directors of the company, association or society, or other entity regulated by Florida Insurance Code,
authorizing the President and Secretary to execute the same for and on behalf of the corporation.

CONSENT OF PERSON TO WHOM PROCESS IS TO BE FORWARDED

The undersigned hereby consents and agrees to be the person to whom process against the above company,
served upon the Treasurer and Insurance Commissioner, may be forwarded.

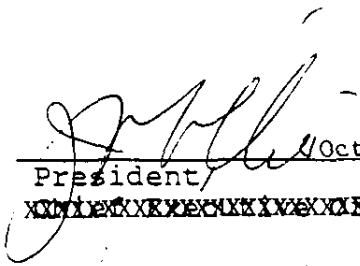
[Signature]
Karen M. Porter

RESOLUTION FORM

I HEREBY CERTIFY that the following resolution was
adopted by the entire Board of Directors of _____
Occidental Life Insurance Company of North Carolina

at a meeting held by the Board of Directors of the Company on the
19th day of July, 1996.

"RESOLVED, that the President or Chief Executive Officer and
Asst. Secretary of this corporation be and they are hereby
authorized to execute, for and on behalf of this corporation,
the attached Consent and Agreement in re Service of Process
under the Laws of Florida."



President, _____ Date
~~Chief Executive Officer~~

(Corporate Seal)



Asst. Secretary _____ Date
October 21, 1997

State of Florida



Department of State

I certify from the records of this office that OCCIDENTAL LIFE INSURANCE COMPANY OF NORTH CAROLINA, is a corporation organized under the laws of North Carolina, authorized to transact business in the State of Florida, qualified on December 29, 1955.

The document number of this corporation is 810697.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1997, that its most recent annual report was filed on February 10, 1997, 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
Eighteenth day of February, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State