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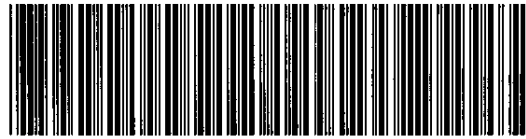
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANED
9-9

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Lafayette Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Serpe

Name of Contact Person

The Lafayette Life Insurance Company

Firm/Company

400 Broadway St., MS 03

Address

Cincinnati, OH 45202

City/State and Zip Code

Compliance@wslife.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Serpe

Name of Contact Person

at (513)

629-1867

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

RECEIVED
11 SEP -6 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

FILED
SEP - 7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. The Lafayette Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. INDIANA 3. February 15, 1956
(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.

Ohio
(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.

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

Deborah J. Vargo
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Effective Date: September 06, 1921

Expiration Date: June 30, 2012

State of Ohio
Department of Insurance
Certificate of Authority

This is to Certify, that

LAFAYETTE LIFE INSURANCE COMPANY, THE

NAIC No. 65242

is organized under the laws of this State as of December 26, 1905 and is authorized to issue policies and transact business under the following section(s) of the Ohio Revised Code:

Section 3911.01

Life, Health & Annuities

This Certificate of Authority is subject to the laws of the State of Ohio.



John R. Kasich, Governor

Mary Taylor

Mary Taylor, Lt. Governor/Director

CORPORATE SECRETARY'S CERTIFICATION
THE LAFAYETTE LIFE INSURANCE COMPANY

I, Deborah J. Vargo, as the duly elected, authorized, current, and acting Secretary of The Lafayette Life Insurance Company ("Company") do hereby certify that the attached document is a true, correct, and complete copy of the duly authorized Articles of Incorporation and Redomestication of the Company, dated February 3, 2011.

Executed this 2nd day of March, 2011

by: Deborah J. Vargo
Deborah J. Vargo, Secretary



ODI

**Ohio Department
of Insurance**

John R. Kasich, Governor
Mary Taylor, Lt. Governor/Director

50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4188
(614) 844-2858
www.insurance.ohio.gov

CERTIFICATION

I, Christi Washburn, Record Custodian for the Ohio Department of Insurance, do hereby certify that the Included copy of the Order and Journal Entry in the matter of Lafayette Life Insurance Company, on file with the Department of Insurance are true and accurate copies of the original records maintained in the ordinary course of business by this Agency.

Signed and dated on this 10th day of June, 2011.



Christi Washburn

Christi Washburn, Record Custodian
Office of Records Information
Management and Security
Ohio Department of Insurance

Jillian Froment

Jillian Froment, Assistant Director/
Chief Administrative Officer,
Ohio Department of Insurance

STATE OF OHIO
DEPARTMENT OF INSURANCE
50 W. Town Street, Third Floor, Suite 300
Columbus, Ohio 43215

IN THE MATTER OF:

LAFAYETTE LIFE
INSURANCE COMPANY

(NAIC No. 65242)

: MARY TAYLOR
: LT. GOVERNOR/DIRECTOR
:
: ORDER AND JOURNAL ENTRY
:
:

ORDER

1. The Lafayette Life Insurance Company (the "Company"), presently domiciled in the State of Indiana, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Ohio.
2. The Company has designated its principal place of business in this state as 301 East Fourth Street, Cincinnati, Ohio, 45202, and telephone number (800) 443-8793.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the State of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Indiana to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (December 26, 1905).

This Order made and entered into the Journal of the Ohio Department of Insurance this
9 day of June, 2011.


Mary Taylor
Lt. Governor/Director

**ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
THE LAFAYETTE LIFE INSURANCE COMPANY**

PREAMBLE

(Pursuant to UCAA Form 20H09)

(a) **Redomestication Transaction and Relocation.** These Articles of Incorporation and Redomestication (hereafter "Articles") of The Lafayette Life Insurance Company (hereafter "Corporation"), a member of Western & Southern Financial Group, have been duly authorized and enacted by the Board of Directors of the Corporation to effectuate the transaction of redomestication from the State of Indiana to the State of Ohio subject to the approval of the Superintendent of Insurance of the State of Ohio pursuant to Section 3913.40 of the Ohio Revised Code as it now exists or may hereafter be amended. Together with the redomestication transaction, the Corporation is relocating its principal, executive and home office, principal place of business, and all operations from the City of Lafayette, County of Tippecanoe, State of Indiana, to the City of Cincinnati, County of Hamilton, and State of Ohio. It is intended that these Articles conform to the laws of Ohio governing a domestic insurer of the same type.

(b) **Brief History and Organization of the Corporation.** The Corporation was originally organized as a mutual life insurance company with an original date of incorporation of December 26, 1905, in the City of Lafayette, County of Tippecanoe, and State of Indiana. The Corporation's state of domicile has always been and currently is the State of Indiana. Pursuant to a Plan of Reorganization (the "Plan") adopted by the Corporation as of April 19, 2000, approved by the Commissioner of Insurance for the State of Indiana on October 5, 2000, and approved by the eligible members of the Corporation on December 7, 2000, and in accordance with the Indiana Mutual Insurance Holding Company Law (Indiana Code 27-14 et seq.) (the "Mutual Holding Company Act"), the Corporation converted to a stock form of life insurance company, without members. The Corporation became the wholly-owned subsidiary of an intermediate holding company, "Lafayette Holding", which was the wholly-owned subsidiary of Lafayette Life, MIHC, Inc., an Indiana Mutual Insurance Holding Company ("LLMIHC"). Each member of the Corporation immediately prior to the consummation of the reorganization described in the Plan became a member of LLMIHC in accordance with applicable laws and governing documents. Subsequently, pursuant to an Agreement and Plan of Merger, dated June 17, 2004, which was later amended and restated on February 24, 2005 (the "Agreement") by and between Western & Southern Mutual Holding Company ("WSMHC") and LLMIHC, duly adopted by the Corporation, approved by the eligible members of the Corporation, and approved by the Commissioner of Insurance for the State of Indiana after a public hearing on June 10, 2005, and in accordance with the applicable laws, LLMIHC merged with and into WSMHC effective June 15, 2005, with WSMHC as the surviving corporation. Each member of LLMIHC immediately prior to the consummation of the Merger became a member of WSMHC. The Corporation became the wholly-owned subsidiary of an intermediate holding company, "Western & Southern Financial Group," which is the wholly-owned subsidiary of WSMHC, an Ohio Mutual Holding Company.

ARTICLES

FIRST: The name of the Corporation is and shall continue to be The Lafayette Life Insurance Company.

SECOND: The place in Ohio where the principal office of the Corporation shall be located is the City of Cincinnati, Hamilton County.

THIRD: These Articles amend the existing Amended and Restated Articles of Incorporation of the Corporation and restate them in their entirety to effectuate the Corporation's transaction of redomestication from the State of Indiana to the State of Ohio subject to the approval of the Superintendent of Insurance of the State of Ohio pursuant to Section 3913.40 of the Ohio Revised Code as it now exists or may hereafter be amended, and to effectuate the relocation of the principal, executive and home office, principal place of business, and all operations (hereafter referred to as "principal office and place of business") of the Corporation from the City of Lafayette, County of Tippecanoe, and State of Indiana, to the City of Cincinnati, County of Hamilton, and State of Ohio. The history and organization of the Corporation is and shall remain as described in the PREAMBLE to these Articles, and the Corporation will hereunder continue its corporate existence as a stock life insurance company under a mutual insurance holding company structure.

FOURTH: The kind of business which has been and will continue to be undertaken by, and the purposes of, the Corporation are to make insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith, to grant, purchase, and dispose of annuities, and to make insurance against accidents to persons, sickness, or temporary or permanent physical disability, including making reinsurance of the same type described in the foregoing. The corporation shall have the power and the authority to exercise any and all rights, powers and privileges, and shall be subject to all duties and obligations, now or hereafter granted to or imposed upon domestic legal reserve life insurance companies by the laws of the State of Ohio and shall have the power and authority to engage in any act or activity which is not unlawful for domestic legal reserve life insurance companies under the laws of the State of Ohio.

FIFTH: (A) The corporate powers of the Corporation shall be exercised by its board of directors, except where the laws of the State of Ohio or the Articles or the Code of Regulations of the Corporation require that certain corporate power be exercised by action of its shareholders, in which cases such corporate power shall be exercised by its shareholders.

(B) The number of directors of the Corporation, which shall not be less than five (5) nor more than twenty-one (21), may be fixed or changed from time to time by a resolution adopted by the affirmative vote, whether cast in person or by proxy, of the holders of shares of the Corporation entitling them to exercise not less than a majority of the voting power of the Corporation, but no reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director.

(C) The initial directors shall be those duly elected and serving as of the effective date of these Articles. Thereafter, directors shall be elected at the annual meeting of the shareholders of the Corporation or at a special meeting called for that purpose. Each director shall hold office until the next annual meeting of shareholders of the Corporation and until his

successor is duly elected and shall qualify or until his earlier resignation, removal from office, or death. The election of directors shall be by ballot whenever requested by the presiding officer of the meeting or by the holders of shares of the Corporation entitling them to exercise not less than a majority of the voting power of the Corporation, but unless such request is made the election shall be by voice vote.

(D) Directors need not be shareholders of the Corporation. At least one of the directors shall be a citizen of the State of Ohio.

(E) A director may be removed from office, with or without cause, only by the vote of the holders of not less than a majority of the voting power of the Corporation. In case one or more vacancies in the board of directors shall exist, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board of directors for the unexpired term.

SIXTH: The officers of the Corporation may be elected by the directors at any meeting of the directors to serve at the pleasure of the directors and upon such other terms and conditions of employment as the directors may determine. The officers of the Corporation shall be a president, a secretary, and a treasurer. The directors may elect one or more vice-presidents and such other officers and assistant officers as the directors may from time to time determine. A majority of the officers of the corporation shall be citizens of the State of Ohio. Any two or more offices may be held by the same person.

SEVENTH: (A) The paid-in capital of the Corporation shall be not less than \$1,000,000, the contributed surplus of the Corporation shall be not less than \$1,000,000, and the aggregate capital and surplus of the Corporation shall be not less than \$2,500,000. The authorized number of shares of the Corporation shall be 10,000,000, of which 1,000,000 shares are outstanding, and all of which shall be common shares, each with a par value of \$1.00 per share.

(B) At all times, a majority of the voting power of the Corporation shall be owned by a mutual holding company or all of the voting stock of the Corporation shall be owned by an intermediate holding company in compliance with the laws of the State of Ohio relating to mutual holding companies. If a majority of the Corporation's voting power is owned directly by a mutual holding company, the Corporation shall not issue shares of stock, in addition to the shares issued pursuant to the reorganization plan under which the Corporation was reorganized, without the prior approval of the mutual holding company as its majority shareholder. The prior approval of the mutual holding company must be evidenced by a resolution of its Board of Directors delivered to the Board of Directors of the Corporation prior to the issuance of the additional shares.

EIGHTH: The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with: (A) shares of any class or series issued by it, (B) any security or other obligation of the Corporation which may confer upon the holder thereof the right to convert the same into share of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issue by the Corporation. The authority granted in

this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Ohio General Corporation law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: These Articles may be amended from time to time by the shareholders at a meeting held for that purpose or by written consent without a meeting and in either case by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation.

These Articles shall become effective as of 12:01 A.M. Eastern Standard Time on the later to occur of July 1, 2011 or the date of approval of the transaction of redomestication by the Superintendent of Insurance of the State of Ohio. (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officer executes and verifies that these Articles of Incorporation and Redomestication of the Company were duly authorized by the Board of Directors of the Company at a meeting held on February 3, 2011.

Executed this 3rd day of February, 2011

By: Deborah J. Vargo
Deborah J. Vargo, Secretary