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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

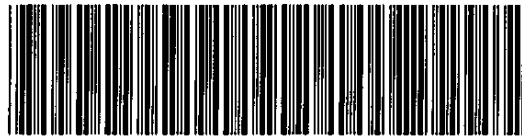
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status ☒

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07 SEP 20 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
SQ



Established 1896

Fidelity Life Association
1211 West 22nd Street, Suite 209
Oak Brook, IL 60523
Tel 630.522.0392
Fax 866.375.8175

September 13, 2007

Amendment Section
Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Name Change of Fidelity Life Association

Dear Sir or Madam:

Enclosed please find a certified copy of our revised Articles of Incorporation which reflect a change of name of our company. We have also enclosed a certified copy of Certificate of Authority from Illinois, our state of domicile, which reflects the change of name.

This change took effect on April 30, 2007. We were unaware of the requirement to file with the Division of Corporation's office within 90 days of a change of name. We were recently informed of the need to file with your office by the Florida Office of Insurance Regulation. We apologize for our oversight.

Once the Articles of Incorporation have been recorded, please return a Certificate of Status to our office. We have enclosed the appropriate fee.

If you need any additional information, please contact me on my direct line at (630) 371-1877, or you may reach me by email at jonathan.campbell@fla-life.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jonathan Campbell', written over a horizontal line.

Jonathan Campbell
Corporate Counsel I

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fidelity Life Association, A Legal Reserve 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:

Jonathan Campbell
(Name of Contact Person)

Fidelity Life Association, A Legal Reserve Life Insurance Company
(Firm/Company)

1211 W. 22nd Street, Suite 209
(Address)

Oak Brook, IL 60523
(City/State and Zip Code)

For further information concerning this matter, please call:

Jonathan Campbell at (630) 371-1877
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" 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)

Unknown

(Document number of corporation (if known))

1. Fidelity Life Association, A Mutual Legal Reserve Company

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

2. Illinois

(Incorporated under laws of)

3. October 11, 1960

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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? April 30, 2007

5. Fidelity Life Association, A Legal Reserve 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)

(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.

No change

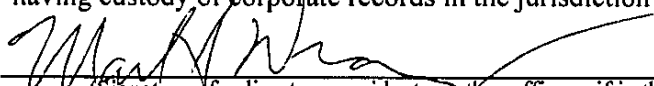
(New duration)

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

No change

(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)

Mark S. Wray

(Typed or printed name of person signing)

V-P, CFO, and Secretary

(Title of person signing)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FIDELITY LIFE ASSOCIATION,
A MUTUAL LEGAL RESERVE COMPANY

WHEREAS, Fidelity Life Association (the "corporation"), intends to convert from mutual to stock form pursuant to a Plan of Conversion adopted by the corporation's Board of Directors on February 6, 2006, under which a mutual holding company is to be formed to own directly or indirectly the voting securities of the corporation in accordance with Section 59.2 ("Section 59.2") of the Illinois Insurance Code, 215 ILCS 5/1 et seq. (the "Illinois Insurance Code"); and

WHEREAS, in accordance with Section 59.2(10)(a) of the Illinois Insurance Code, the corporate existence of Fidelity Life Association will continue in the corporation with its date of incorporation being the original date of incorporation of Fidelity Life Association.

ARTICLE ONE

The name of the corporation shall be:

FIDELITY LIFE ASSOCIATION
A Legal Reserve Life Insurance Company

ARTICLE TWO

The principal office of the corporation shall be located in DuPage County, State of Illinois.

ARTICLE THREE

The duration of the corporation shall be perpetual.

ARTICLE FOUR

The class of insurance business in which the corporation may engage is as follows:

1. Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of

annuities, as set forth more particularly in paragraph (a) of class 1, of Section 4, Article I, of the Illinois Insurance Code.

2. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto as set forth in paragraph (b) of class 1, of Section 4, Article I, of the Illinois Insurance Code.

ARTICLE FIVE

(a) The corporation shall have one class of capital stock. The total number of shares of capital stock that the corporation shall have the authority to issue is 5,000,000 shares of common stock, par value \$1.00 per share ("Common Stock") of which 2,500,000 shares shall be issued on the effective date of Conversion.

(b) Except as may be otherwise required by law or these Amended and Restated Articles of Incorporation, each holder of the Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the corporation on all matters voted upon by the stockholders.

(c) Unless otherwise permitted by applicable law, at all times at least a majority of the shares of Common Stock shall be owned directly, or indirectly through one or more intermediate stock holding companies, by Members Mutual Holding Company, an Illinois mutual holding company, or any successor corporation authorized by applicable law. Unless otherwise permitted by applicable law, the corporation shall not issue any shares of Common Stock to any person other than Members Mutual Holding Company or a subsidiary thereof if as a result of such issuance, Members Mutual Holding Company would cease owning, directly or indirectly, at least a majority of the voting shares of the Common Stock of the corporation.

(d) To the extent permitted by law, the holders of the Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(e) In the event of the dissolution, liquidation or winding up of the corporation, the holders of the Common Stock shall be entitled to receive any remaining assets of the corporation of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by them respectively.

ARTICLE SIX

The governing body of the corporation shall be a board of directors composed of five members. The regular term of a director shall be one year.

The procedure for nomination and election of directors shall be stated in the Bylaws of the corporation.

In electing a director at a meeting of the stockholders, each holder of Common Stock shall have the right to cast his vote for as many persons as there are directors to be elected, but the votes shall be non-cumulative.

ARTICLE SEVEN

The Company shall be governed by the provisions of Article II of the Illinois Insurance Code, but shall retain all of its original rights, power, privileges, immunities and franchises not inconsistent herewith.

ARTICLE EIGHT

These Articles of Incorporation may be modified, altered or amended at any special meeting or regular meeting of the holders of the Common Stock in accordance with the laws of the State of Illinois.

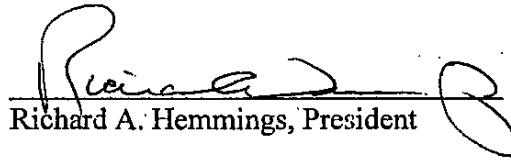
ARTICLE NINE

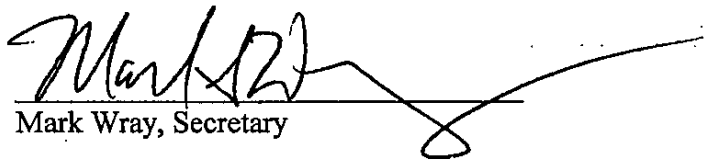
Such other power and authority, not inconsistent with law, shall be exercised and conducted as provided in the Bylaws.

* * *

IN WITNESS WHEREOF, we have hereunto subscribed our names and caused the seal of Fidelity Life Association, A Mutual Legal Reserve Company, to be affixed at Oak Brook, Illinois, this 24th day of April, 2007, to be effective April 30, 2007.

FIDELITY LIFE ASSOCIATION

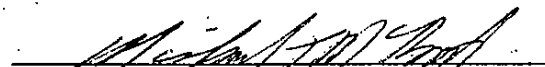

Richard A. Hemmings, President


Mark Wray, Secretary

(SEAL)

APPROVED this 25th day of April, 2007

To be effective April 30, 2007


Michael T. McRaith, Director of Insurance

STATE OF ILLINOIS



Department of Financial and Professional Regulation Division of Insurance

WHEREAS, the FIDELITY LIFE ASSOCIATION, A Legal Reserve Life Insurance Company located at DuPage County, in the State of ILLINOIS has complied with all the requirements of the "Illinois Insurance Code" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said Company to transact its appropriate business as set forth under Clause(s) (a) and (b) of Class 1 of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws thereof to be effective April 30, 2007.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;

Date: April 25, 2007

DIVISION OF INSURANCE

A handwritten signature in black ink, appearing to read "Michael T. McRaith", written over a horizontal line.

Michael T. McRaith
Director

