

816091

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amd

OCT 10 2013

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Monumental Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 816091

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lu Ann Roby
Name of Contact Person

Monumental Life Insurance Company
Firm/Company

4333 Edgewood Road NE
Address

Cedar Rapids, IA 52499
City/State and Zip Code

Stephanie.Hufford@transamerica.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lu Ann Roby at (319) 355-8582
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

FILED
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.)

SECTION I
(1-3 MUST BE COMPLETED)

816091

(Document number of corporation (if known))

1. Monumental Life Insurance Company

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

2. Maryland

(Incorporated under laws of)

3. 3/21/1962

(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? N/A

5. N/A

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

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

N/A

(New duration)

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

Iowa

(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.

Barbara L. Secor

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

Barbara L. Secor

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

**IOWA SECRETARY OF STATE
MATT SCHULTZ**



CERTIFICATE OF EXISTENCE

Date: 9/26/2013

Name: MONUMENTAL LIFE INSURANCE COMPANY (490 DP - 343528)

Date of Incorporation: 4/1/2007

Duration: PERPETUAL

I, Matt Schultz, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: **CS84517**

To validate certificates visit:

sos.iowa.gov/ValidateCertificate

A handwritten signature in black ink, appearing to read "Matt Schultz".

Matt Schultz, Iowa Secretary of State

MONUMENTAL LIFE INSURANCE COMPANY
ARTICLES OF AMENDMENT

MONUMENTAL LIFE INSURANCE COMPANY, a Maryland corporation having its principal office in Baltimore City, Maryland (hereinafter called the "Corporation"), for purposes of redomesticating the Corporation from the State of Maryland to the State of Iowa, hereby amends its Articles of Incorporation as follows:

FIRST: The Charter of the Corporation is hereby amended by striking out the whole of SECTION 4 of the Charter and inserting in lieu thereof the following:

SECTION 4. The annual meeting of said Corporation shall be held on the first day of April in each year, or within twenty-nine (29) days thereafter, at Cedar Rapids, Iowa, or in such other place as the Directors may deem more convenient to a majority of the stockholders, at which annual meeting the Directors shall be elected, and public notice shall be given of such meeting by the Secretary as required by law; and, in case of a failure to elect Directors at any meeting, the same may be adjourned from time to time until such election shall be effected or completed.

SECOND: The Charter of the Corporation is hereby further amended by striking out the whole of SECTION 5 of the Charter and inserting in lieu thereof the following:

SECTION 5. The said Directors shall continue in office until the expiration of the terms for which they are respectively elected, and until a new election shall be made, and they shall have the power to fill any vacancy in the Board which may happen by death or otherwise for the remainder of the term of the member of the Board so dying or otherwise causing such vacancy as aforesaid. The rate of premium on all policies of insurance that the Corporation shall issue, and the terms and manner of payment thereof shall be under the supervision and control of the Directors who may exercise such supervision and control through a committee designated by them. The Directors may adopt such Bylaws and other rules and regulations for discharging the various functions and conducting and transacting business and affairs of the Corporation as they shall deem useful and exercise all corporate powers of said Corporation not inconsistent with other provisions of this Charter.

The Directors of the Corporation shall be:

Ralph L. Arnold	Two East Chase Street, Baltimore, MD 21202
Darryl D. Button	4333 Edgewood Road NE, Cedar Rapids, IA 52499
Marilyn Carp	Two East Chase Street, Baltimore, MD 21202
Brenda K. Clancy	4333 Edgewood Road NE, Cedar Rapids, IA 52499
Henry G. Hagan	Two East Chase Street, Baltimore, MD 21202
Robert J. Kontz	4333 Edgewood Road NE, Cedar Rapids, IA 52499
Larry N. Norman	4333 Edgewood Road NE, Cedar Rapids, IA 52499
Arthur C. Schneider	4333 Edgewood Road NE, Cedar Rapids, IA 52499
Craig D. Vermie	4333 Edgewood Road NE, Cedar Rapids, IA 52499

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the _____
page document on file in this office. DATED: 9-26-13
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

THIRD: The Charter of the Corporation is hereby further amended by striking out the whole of SECTION 8 of the Charter and inserting in lieu thereof the following:

SECTION 8. The post office address of the place at which the principal office of the Corporation is located is Two East Chase Street, Baltimore, Maryland 21202. The present Resident Agent of the Corporation is H. Stacey Boyer, Vice President, Secretary and Division General Counsel, whose post office address is: c/o Monumental Life Insurance Company, Two East Chase Street, Baltimore, Maryland 21202. The said Resident Agent is a citizen of the State of Maryland and actually resides in that State.

FOURTH: The Corporation was incorporated in the State of Maryland on March 5, 1858.

FIFTH: Pursuant to Maryland Insurance Code Annotated Section 3-104, the Corporation hereby amends its Articles of Incorporation in order to facilitate a redomestication as an insurance company from the State of Maryland to the State of Iowa pursuant to Section 508.12 of the Iowa Code. The Maryland Insurance Administration and the Iowa Insurance Division have approved the Corporation's redomestication to Iowa. In connection therewith, the Corporation is, pursuant to Section 490.902 of the Iowa Business Corporation Act, filing Articles of Incorporation in Iowa.

SIXTH: The Board of Directors of the Corporation, by unanimous consent in writing duly executed on the 1st day of March, 2007, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon by the stockholders of the Corporation.

SEVENTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the sole shareholder of the Corporation and approved by the Board of Directors.

EIGHTH: The effective date of these Articles of Amendment shall be April 1, 2007.

IN WITNESS WHEREOF, MONUMENTAL LIFE INSURANCE COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on MARCH 20, 2007.

ATTEST:

MONUMENTAL LIFE INSURANCE COMPANY

By: H. Stacey Boyer
H. Stacey Boyer, Secretary

By: Henry G. Hagan
Henry G. Hagan, President


[CORPORATE SEAL]

CERTIFICATE OF INSURANCE COMMISSIONER

I **HEREBY CERTIFY**, that the attached Articles of Amendment of Monumental Life Insurance Company (a Maryland Corporation), redomesticating to the State of Iowa, have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland.



IN WITNESS WHEREOF, I have hereunto
set my Hand and Affixed the Official Seal
of my Office in the City of Baltimore,
this 21 day of March, 2007.


R. Steven Orr
Maryland Insurance Commissioner

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____

000155622



1000361994501504

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

ID # 000155622 ACK # 1000361994501504
LIBER: 801089 FOLIO: 0612 PAGES: 0006
MONUMENTAL LIFE INSURANCE COMPANY

MAIL
BACK

Surviving (Transferee) _____

03/22/2007 AT 12:09 P NO # 0001379510

New Name _____

FEES REMITTED

Base Fee: <u>100</u>	Change of Name
Org. & Cap. Fee: _____	Change of Principal Office
Expedite Fee: <u>1350</u>	Change of Resident Agent
Penalty: _____	Change of Resident Agent Address
State Recordation Tax: _____	Resignation of Resident Agent
State Transfer Tax: _____	Designation of Resident Agent and Resident Agent's Address
65 Certified Copies	Change of Business Code
_____ Certificates	Adoption of Assumed Name
Certificate of Status Fee: _____	_____
Personal Property Filings: _____	_____
Mail Processing Fee: <u>5</u>	_____
Other: _____	Other Change(s)
COPY Fee: 338 <u>481</u>	_____
TOTAL FEES: <u>1936</u>	_____

Credit Card _____ Check Cash _____ Code _____

Documents on 5 Checks _____ Attention: _____

Approved By: B

Keyed By: _____

COMMENT(S): _____

Mail: Name and Address
MONUMENTAL LIFE INSURANCE COMPANY
H. STACEY BOYER
2 E CHASE STREET
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE

CUST ID: 0001836472
WORK ORDER: 0001379510
DATE: 03-22-2007 12:09 PM
AMT. PAID: \$1,936.00

**COPY MADE
CERTIFIED**