

818133

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000172022 3)))



H080001720223ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

08 JUL 14 PM 1:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

2008 JUL 14 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**COR AMND/RESTATE/CORRECT OR O/D RESIGN****INVESTORS GUARANTY LIFE INSURANCE COMPANY**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Name chg
@ 7/14/08

Electronic Filing Menu

Corporate Filing Menu

Help

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)

818133

(Document number of corporation (if known))

1. Investors Guaranty Life Insurance Company

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

2. California

(Incorporated under laws of)

3. 08/25/1964

(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? 03/07/2008

5. Berkley Life and Health 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.

(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.

Carol J. LuPunzina

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

Carol J. LuPunzina

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUL 14 PM 1:58

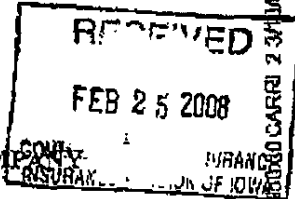
SECRETARY OF STATE
IOWA

68 MAR -7 PM 3:23

359916

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BERKLEY LIFE AND HEALTH INSURANCE COMPANY



BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the sole shareholder of Berkley Life and Health Insurance Company (known as Investors Guaranty Life Insurance Company prior to its redomestication from the State of California to the State of Iowa) (the "Corporation"), providing for the adoption of Amended and Restated Articles of Incorporation, do hereby adopt these Amended and Restated Articles of Incorporation under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the 2007 Code of Iowa, as amended, assuming all powers, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed by law.

326513 ART10

ARTICLE I - NAME

The name of the Corporation is Berkley Life and Health Insurance Company.

ARTICLE II - PLACE OF BUSINESS

The registered office of the Corporation is 11201 Douglas Avenue, Urbandale, Iowa 50322. The registered agent of the Corporation is John F. Thelen, located at the registered office. The Corporation may establish and maintain such other offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

ARTICLE III - PURPOSES

The Corporation is organized for the purpose of conducting the business of insurance, including reinsurance, and business activities reasonably and necessarily incidental to such insurance business. The kinds of insurance which the Corporation is formed to transact are life, health, accident, disability and any and all other kinds of insurance allowed by law.

ARTICLE IV - CAPITAL STOCK

1. The total authorized capital of the Corporation shall be \$25,500,000 and the capital stock representing such sum shall be as follows:

a. 8,500,000 shares of Common Stock with a par value of \$3.00 per share.

Payment for said stock as issued shall be made in full in lawful money of the United States.

5

The class of Common Stock shall have the following terms:

2. Common Stock

a. The holders of the Common Stock shall have equal voting rights. Subject to the provisions of the Bylaws of the Corporation as at the time in effect with respect to closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, each holder of Common Stock shall at every meeting of the shareholders be entitled to one vote, whether in person or by proxy, for each share of Common Stock of the Corporation held by him. There shall be no cumulative voting in the elections for directors or in voting on any other matters.

b. At each declaration of dividends on Common Stock, each share of Common Stock shall share equally with every other share of Common Stock in such dividend.

3. Preemptive Rights. No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock, or any additional shares, whether presently or hereinafter authorized and also including, without limitations, bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation or carrying any right to purchase stock. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors on such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, as permitted by law.

ARTICLE V - TERM OF EXISTENCE

The term of existence for the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, except as limited by these Amended and Restated Articles of Incorporation and by law otherwise provided. The number of directors of the Corporation shall be such number, not fewer than five (5), as shall be specified in the Bylaws, and within such limitation may be from time to time increased or decreased in such manner as may be prescribed in the Bylaws.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall be empowered to indemnify, to the extent permitted by law, any director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by

him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable as follows:

- 1) Receipt of a financial benefit to which a person is not entitled;
- 2) An intentional infliction of harm on the Corporation or the shareholders;
- 3) A violation of Section 490.833 of the Iowa Code; and
- 4) An intentional violation of criminal law.

The Corporation shall be empowered to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII - AMENDMENTS TO ARTICLES


These Amended and Restated Articles of Incorporation may be amended by the adoption of a resolution at any meeting of the shareholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be set forth in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter approved, filed recorded and published in the manner prescribed by law.

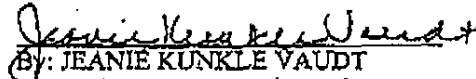
COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Amended and Restated of Articles of Incorporation of Berkley Life and Health Insurance Company (effective March 6, 2008).

SUSAN E. VOSS
Iowa Insurance Commissioner


THOMAS J. MILLER
Iowa Attorney General


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner


By: JEANIE KUNKLE VAUDT
Assistant Attorney General

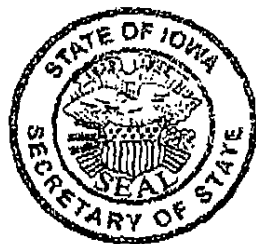
Date: 3-7-08

Date: 03/07/08

FILED
IOWA
SECRETARY OF STATE
3-7-08
3:23 PM
W562418




STATE OF IOWA
Secretary of State Office



I hereby certify that this is a true and complete
document(s) to which the seal is affixed as filed in
this office beginning 2 day of MARCH
2001 to and including the date below.

DATED MAY 12, 2008

Margaret A. Munn
Secretary of State

BY Patty Kindred

506