

819224

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16 JAN 19 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amendment
jurisdiction change*

JAN 21 2016

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED TEACHER ASSOCIATES INSURANCE COMPANY
Name of Corporation

DOCUMENT NUMBER: 819224

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kayla Cooper

Name of Contact Person

Keating Muething & Klekamp PLL

Firm/Company

1 E. 4th Street, Suite 1400

Address

Cincinnati, Ohio 45202

City/State and Zip Code

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

For further information concerning this matter, please call:

Kayla Cooper

Name of Contact Person

at (513) 579-6400

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
16 JUN 19 PM 3:27
TALLAHASSEE, FL
SECRETARY OF STATE

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)

819224

(Document number of corporation (if known))

1. UNITED TEACHER ASSOCIATES INSURANCE COMPANY

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

2. Georgia

(Incorporated under laws of)

3. 12/17/1965

(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.

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

Michael Mazur

(Typed or printed name of person signing)

CEO

(Title of person signing)

No. **93-1331**

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

Date: **DEC 31 1993**

Subject Considered:

**REDOMESTICATION OF
UNITED TEACHER ASSOCIATES INSURANCE COMPANY
CUMMINGS, GEORGIA**

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance pursuant to TEX. INS. CODE ANN. art. 1.38, art. 3.02, and art. 3.20 through art. 3.24-1, the application of UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Cummings, Georgia, to redomesticate to Texas.

The Commissioner of Insurance has jurisdiction over this matter pursuant to TEX. INS. CODE ANN. art. 1.38, art. 3.02, and art. 3.20 through art. 3.24-1.

The application for UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Cummings, Georgia, to redomesticate to the State of Texas is complete. As part of its application to redomesticate to the State of Texas, UNITED TEACHER ASSOCIATES INSURANCE COMPANY has filed Restated Articles of Incorporation which comply with the requirements of TEX. INS. CODE ANN. art. 3.02.

The State of Georgia Insurance Department has stated its intention to approve the redomestication, contingent upon approval from the State of Texas.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the application of UNITED TEACHER ASSOCIATES INSURANCE COMPANY,

93-1331

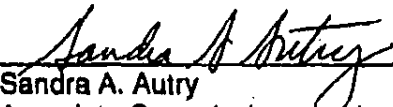
**UNITED TEACHER ASSOCIATES INSURANCE COMPANY
COMMISSIONER'S ORDER
PAGE 2 OF 2**

Cummings, Georgia, for redomestication to the State of Texas, be, and the same is hereby, approved.

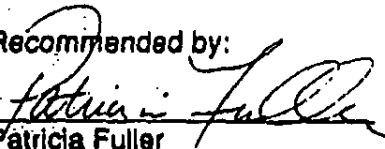
IT IS FURTHER ORDERED that a certificate of authority be issued to UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Austin, Texas, and thereupon the prior certificate of authority be cancelled.

**J. ROBERT HUNTER
COMMISSIONER OF INSURANCE**

BY:


Sandra A. Autry
Associate Commissioner
Financial
Order No. 93-1141

Recommended by:


Patricia Fuller
Staff Attorney

**ARTICLES OF AMENDMENT
& RESTATED ARTICLES OF INCORPORATION
OF
UNITED TEACHER ASSOCIATES INSURANCE COMPANY
(the "Corporation")**

KNOW ALL MEN BY THESE PRESENTS:

That pursuant to a consent of the sole shareholder in lieu of a special meeting of the shareholders of the Corporation and a unanimous consent of the Board of Directors in lieu of a special meeting of the Board of Directors of the Corporation, a corporation duly organized under the laws of the state of Georgia, the following Articles of Amendment & Restated Articles of Incorporation of the Corporation were adopted by the sole shareholder and the Board of Directors of the Corporation as set forth below:

I.

The Corporation, pursuant to the provisions of Section 14-2-1007 of the Georgia Business Corporation Code, and for the purpose of redomesticating the Corporation from the State of Georgia to the State of Texas in accordance with the provisions of Article 1.38, Texas Insurance Code, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Articles of Amendment as hereinafter set forth and which contain no other change in any provision thereof except as provided herein.

II.

The Articles of Incorporation of the Corporation, as amended, are hereby further amended as follows:

- A. Deleting the text of paragraph 1.
- B. Renumbering paragraph 2 as Article I so that Article I, as amended, reads as follows:

"ARTICLE I

The name of the Corporation is United Teacher Associates
Insurance Company."

- C. Changing the principal place of business of the Corporation and renumbering paragraph 3 as Article II so that Article II, as amended, reads as follows:

"ARTICLE II

The location of the principal place of business and the home
office of the Corporation shall be in Austin, Travis County,
Texas."

- D. Changing the objectives and purposes for which the Corporation was formed, and amending and renumbering paragraph 4 as Article III, so that Article III, as amended, reads as follows:

"ARTICLE III

The kind or kinds of insurance that the Corporation shall be
authorized to transact shall be any and all kinds, classes, types
and forms of life, health and accident insurance, including, but
not limited to, annuity contracts and combinations of any two or
more such kinds, classes, types or forms of such insurance and

annuity contracts, as such insurance business is now or hereafter may be permitted or authorized under the laws of the State of Texas, and any state, nation, country, territory, possession or the District of Columbia in which the Corporation is authorized to do business, and to reinsure any such insurance risk or any part thereof ceded to it by other insurance companies or their successors in interest."

E. Amending the provisions relating to the Corporation's stock by amending, combining and renumbering paragraphs 5 and 6 as Article IV so that Article IV, as amended, reads as follows:

"ARTICLE IV

The amount of the authorized capital stock of the Corporation is \$5,000,000.00. The number of authorized shares of capital stock is 5,000,000 with a par value of \$1.00 each, of which 2,500,000.00 shares have been subscribed so that fifty percent (50.0%) of the aggregate par value of the shares authorized to be issued in the amount of \$2,500,000 has been fully subscribed and fully paid. All such authorized shares shall be common shares of the same class, shall have one vote per share at all meetings of the stockholders of the Corporation, and shall be equal in all respects. The right to accumulate votes in the election of directors is denied. No shareholder shall have any

preemptive right to acquire additional unissued or treasury shares of the Corporation. All such shares, when issued, shall be fully paid and nonassessable."

- F. Amending paragraph 7 and renumbering paragraph 7 as Article V so that Article V, as amended, reads as follows:

"ARTICLE V

The period of the Corporation's existence shall be perpetual."

- G. Deleting the text of paragraph 8.
H. Deleting the text of paragraph 9.
I. Deleting the text of paragraph 10.
J. Deleting the text of paragraph 11.
K. Deleting the text of paragraph 12.
L. Deleting the text of paragraph 13.
M. Adding the following text which provides the names of the present board of directors of the Corporation as Article VI so that Article VI, as added, reads as follows:

"ARTICLE VI

The number of directors constituting the Board of Directors shall be the number prescribed in the Bylaws, which number may be increased or decreased from time to time in the manner provided in the Bylaws. The number of directors constituting the present Board of Directors is five (5) and the names and

addresses of the persons who are presently serving as directors
until the next annual meeting of the stockholders or until their
successors are elected and have qualified, are:

Larry J. Doze
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Herbert A. Keirstead
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Joseph E. Manzello
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Jerry G. Roberts
3814 Brownsbridge Road
Cumming, Georgia 30131

Hoyt W. Whidbee, Jr.
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

N. Adding the following text which imposes limits on the liability of directors of
the Corporation as Article VII so that Article VII, as added, reads as follows:

"ARTICLE VII

No director of the Corporation shall be liable to the
Corporation or its stockholders for monetary damages for an act
or omission in the director's capacity as a director, except that
this Article VII does not eliminate or limit the liability of a

director for: 1. a breach of a director's duty of loyalty to the Corporation or its stockholders; 2. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; 3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or 4. an act or omission for which the liability of a director is expressly provided for by statute.

Any repeal or modification of this Article VII shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification from any breach covered by this Article VII which occurred prior to such repeal or modification."

III.

Each such amendment made by the Articles of Amendment has been effected in conformity with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and such Articles of Amendment and each such amendment made by the Articles of Amendment were duly adopted by the sole stockholder of the Corporation on the 8th day of November, 1993.

IV.

The number of shares of the Corporation outstanding at the time of such adoption was 2,500,000; and the number of shares entitled to vote thereon was 2,500,000; the holder of all 2,500,000 shares outstanding and entitled to vote on the Articles of Amendment and Restated Articles of Incorporation, as amended, has signed a consent in writing, voting for and adopting such Articles of Amendment and Restated Articles of Incorporation as amended; no shares were voted against such Articles of Amendment and Restated Articles of Incorporation as amended.

V.

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which, except for the designated amendment set forth above, correctly and accurately set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended:

"ARTICLE I

The name of the Corporation is United Teacher Associates Insurance Company.

ARTICLE II

The location of the principal place of business and the home office of the Corporation shall be in Austin, Travis County, Texas.

ARTICLE III

The kind or kinds of insurance that the Corporation shall be authorized to transact shall be any and all kinds, classes, types and forms of life, health

and accident insurance, including, but not limited to, annuity contracts and combinations of any two or more such kinds, classes, types or forms of such insurance and annuity contracts, as such insurance business is now or hereafter may be permitted or authorized under the laws of the State of Texas, and any state, nation, country, territory, possession or the *District of Columbia* in which the Corporation is authorized to do business, and to reinsure any such insurance risk or any part thereof ceded to it by other insurance companies or their successors in interest.

ARTICLE IV

The amount of the authorized capital stock of the Corporation is \$5,000,000.00. The number of authorized shares of capital stock is 5,000,000 with a par value of \$1.00 each, of which 2,500,000 shares have been subscribed so that fifty percent (50.0%) of the aggregate par value of the shares authorized to be issued in the amount of \$2,500,000.00 has been fully subscribed and fully paid. All such authorized shares shall be common shares of the same class, shall have one vote per share at all meetings of the stockholders of the Corporation, and shall be equal in all respects. The right to accumulate votes in the election of directors is denied. No shareholder shall have any preemptive right to acquire additional unissued or treasury shares of the Corporation. All such shares, when issued, shall be fully paid and nonassessable.

ARTICLE V

The period of the Corporation's existence shall be perpetual.

ARTICLE VI

The number of directors constituting the Board of Directors shall be the number prescribed in the Bylaws, which number may be increased or decreased from time to time in the manner provided in the Bylaws. The number of directors constituting the present Board of Directors is five (5) and the names and addresses of the persons who are presently serving as directors until the next annual meeting of the stockholders or until their successors are elected and have qualified, are:

Larry J. Doze
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Herbert A. Keirstead
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Joseph E. Manzello
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

Jerry G. Roberts
3814 Brownsbridge Road
Cumming, Georgia 30131

Hoyt W. Whidbee, Jr.
5508 Parkcrest
P.O. Box 26580
Austin, Texas 78755-0580

ARTICLE VII

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article VII does not eliminate or limit the liability of a director for: 1. a breach of a director's duty of loyalty to the Corporation or its stockholders; 2. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; 3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or 4. an act or omission for which the liability of a director is expressly provided for by statute.

Any repeal or modification of this Article VII shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification from any breach covered by this Article VII which occurred prior to such repeal or modification.

The President and Secretary of the Corporation were duly authorized to do all things necessary to make said Articles of Amendment & Restated Articles of Incorporation effective as required by law.

In conformity with the above, we, Larry J. Doze, President, and Joseph E. Manzello, Secretary, of the Corporation, have executed this instrument and we do hereby sign and acknowledge the same for and on behalf of the Corporation this 15 day of December, 1993.

**UNITED TEACHER ASSOCIATES
INSURANCE COMPANY**

By:


Larry J. Doze, President

By:


Joseph E. Manzello, Secretary

No. **89-1278**

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

Date. **AUG 30 1989**

Subject Considered:

**UNITED TEACHER ASSOCIATES INSURANCE COMPANY
Peachtree, Georgia**


APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day, came on for consideration by the Commissioner of Insurance the application of UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Peachtree, Georgia, for an amended Certificate of Authority changing its home office to Cumming, Georgia.

Documentation has been submitted from the Secretary of State, of the State of Georgia, approving the Application for Amendment to the Charter of UNITED TEACHER ASSOCIATES INSURANCE COMPANY which changed the company home office from Peachtree, Georgia to Cumming, Georgia. The company has complied with all necessary requirements for an amended Certificate of Authority.

THEREFORE, based upon the representations made by the Company, the Commissioner of Insurance ORDERS that an amended Certificate of Authority be issued to UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Cumming, Georgia in accordance with this application and that thereupon the prior Certificate of Authority be cancelled.


A. W. POGUE
COMMISSIONER OF INSURANCE

Recommended by:


Jack Evans
Special Deputy Insurance Commissioner
Licensing Group

54126011
38

APPLICATION FOR AMENDMENT
TO THE CHARTER

OF

UNITED TEACHER ASSOCIATES INSURANCE COMPANY

TO THE SECRETARY OF THE STATE OF GEORGIA

In accordance with the provisions of Section 33-14-8 of the Official Code of Georgia Annotated, United Teacher Associates Insurance Company, a domestic insurer incorporated under the Laws of the State of Georgia (the "Company"), respectfully requests the following amendments to its charter.

ARTICLE ONE

Petitioner was incorporated under the laws of Georgia by a charter granted by the Secretary of State of the State of Georgia on December 15, 1958, said charter having been amended thereafter on April 14, 1965, when its name was changed from "First of Georgia Credit Life Company" to "First of Georgia Life Insurance Company," and said charter having been further amended on February 11, 1972 to change the name of said corporation to "American Consumers Life Insurance Company," and on October 30, 1972 to increase the amount of authorized capital stock of the corporation and the amount of minimum paid-in capital and paid-in surplus. The said charter was further amended on January 28, 1986 to change the name of said corporation to its present name, to increase the amount of authorized capital stock of the corporation, to increase the amount of minimum paid-in capital, to decrease the par value of its capital stock, to accomplish a stock split and to change the principal place of business of Petitioner. The classes of insurance in which the charter of the applicant authorizes it to engage are life, accident, sickness and hospitalization. The principal place of business of the applicant was located in Peachtree City, Fayette County, Georgia and the purpose hereof is to amend the charter to provide for a principal place of business in Forsyth County, Georgia.

ARTICLE TWO

The Company desires to change the location of its home office and principal place of business to Forsyth County, Georgia and to that end desires that paragraph 3 of its existing charter, as amended, be further amended by deleting said paragraph 3 in its entirety and substituting in lieu thereof a new paragraph 3 to be and read as follows:

"3. The home office and principal place of business of the corporation shall be located in Forsyth County, Georgia, with the privilege of establishing branch offices and places of business elsewhere."

ARTICLE THREE

Annexed hereto is a certificate executed by the Company's President and attested to by its Secretary under the seal of the corporation, setting forth that the above amendments have been authorized by the unanimous consent of the holders of 100% of the voting power of the outstanding capital stock of the Company.

WHEREFORE, the Company prays that its charter, as amended, be further amended in the particulars herein above specified.

Dated March 29, 1988.

United Teacher Associates
Insurance Company

By:

Hoyt W. Whidbee, Jr.
Hoyt W. Whidbee, Jr.
President

[CORPORATE SEAL]

Attest:

Joseph E. Manzello
Joseph E. Manzello
Secretary

APR 4 4 12 PM '88
SECRETARY OF STATE

No. **87-0349**

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

Date APR 7 1987

Subject Considered:

UNITED TEACHER ASSOCIATES INSURANCE COMPANY
Peachtree City, Georgia


APPLICATION FOR ADMISSION

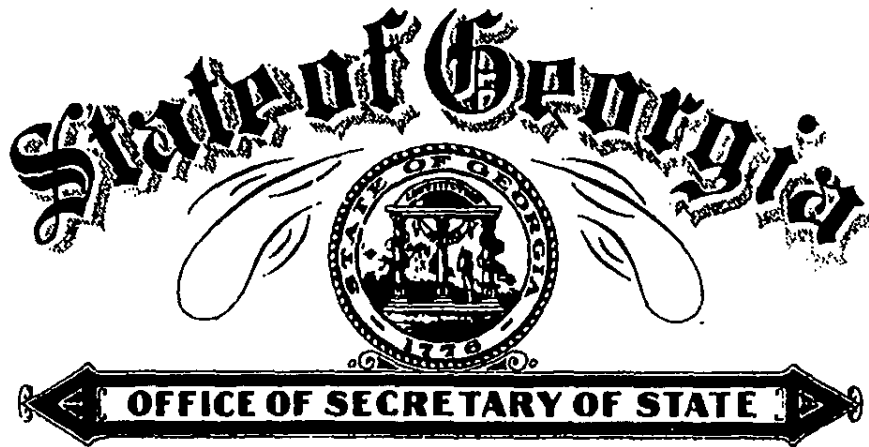
General remarks and official action taken:

On this day, came on for consideration by the Commissioner of Insurance, pursuant to Article 3.24-1 of the Texas Insurance Code and State Board of Insurance Rule 059.21.47.004, the application of UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Peachtree City, Georgia, for admission to do the business of insurance in the State of Texas.

The Commissioner of Insurance having heretofore appointed an Admissions Examiner to review the application as provided by law, and after such review, having been furnished with the Admissions Examiner's written recommendation to approve such application for admission, and being satisfied that there is sufficient basis to approve such application;

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the application of UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Peachtree City, Georgia, for admission to do the business of insurance in the State of Texas, be, and the same is hereby, approved, and that said company be issued a Certificate of Authority to write Life, Accident and Health Insurance.


DOYLE R. LEE
COMMISSIONER OF INSURANCE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that the forty-one pages of photographed matter hereto attached form a true and correct copy of the charter record of UNITED TEACHER ASSOCIATES INSURANCE COMPANY, Peachtree City, Fayette County, Georgia; as the same appears of file and record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 12th day of January in the year of our Lord One Thousand Nine Hundred and Eighty Seven and of the Independence of the United States of America the Two Hundred and Eleven.

Max Cleland

SECRETARY OF STATE

Filed Secretary of State OCT 29 1985

Charter Records Number I-1011

APPLICATION FOR AMENDMENT
TO THE CHARTER
OF

AMERICAN CONSUMERS LIFE INSURANCE COMPANY

TO THE SECRETARY OF THE STATE OF GEORGIA

In accordance with the provisions of Section 33-14-8 of the Official Code of Georgia Annotated, American Consumers Life Insurance Company, a domestic insurer incorporated under the Laws of Georgia (the "Company"), respectfully requests the following amendments to its charter.

ARTICLE ONE

Petitioner was incorporated under the laws of Georgia by a charter granted by the Secretary of State of the State of Georgia on December 15, 1958, said charter having been amended thereafter on April 14, 1965, when its name was changed from "First Of Georgia Credit Life Company" to "First of Georgia Life Insurance Company," and said charter having been further amended on February 11, 1972 to change the name of said corporation to its present name, and on October 30, 1972 to increase the amount of authorized capital stock of the corporation and the amount of minimum paid-in capital and paid-in surplus. The classes of insurance in which the charter of the applicant authorizes it to engage are life, accident, sickness and hospitalization. The principal place of business of the applicant was located in Atlanta, DeKalb County, Georgia and one of the purposes hereof is to amend the charter to provide for a principal place of business in Peachtree City, Fayette County, Georgia.

ARTICLE TWO

The Company desires to increase the amount of capital stock and decrease the par value, and to that end, desires that paragraph 5 of the existing charter be deleted in its entirety and a new paragraph 5 be substituted to read as follows:

"5. The capital stock of said corporation shall be a maximum of Two Million Five Hundred Thousand (2,500,000) Shares of Common Stock of a single class with a par value of One Dollar (\$1.00) per share. The minimum amount of paid-in-capital with which said corporation shall commence business shall be \$200,000."

ARTICLE THREE

The purpose of the amendment is to accomplish a stock split which shall be effected in the following manner:

Each issued and outstanding share of Common Stock of the Corporation, par value Two and One-Half Dollars (\$2.50) per share, shall be changed and converted into and become two and one-half (2 1/2) shares of Common Stock, par value One Dollar (\$1.00) per share, and, accordingly, the 200,000 issued and outstanding shares of Common Stock, par value Two and One-Half Dollars (\$2.50) per share, shall be changed and converted into and become 500,000 shares of Common Stock, par value One Dollar (\$1.00) per share. After the effective date of the Amendment, certificates representing Common Stock under the previous capital structure may, but need not, be returned and exchanged for certificates representing Common Stock under the new capital structure.

ARTICLE FOUR

The Company desires to change its corporate name and to that end, desires that paragraph 2 of its existing charter, as amended, be further amended by deleting said paragraph 2 in its entirety and substituting in lieu thereof a new paragraph 2 to be and read as follows:

"2. The name of the company shall be:
'UNITED TEACHER ASSOCIATES INSURANCE COMPANY'."

ARTICLE FIVE

The Company desires to change the location of its home office and principal place of business to Peachtree City, Fayette County, Georgia and to that end desires that paragraph 3 of its existing charter, as amended, be further amended by deleting said paragraph 3 in its entirety and substituting in lieu thereof a new paragraph 3 to be and read as follows:

"3. The home office and principal place of business of the corporation shall be located in Peachtree City, Fayette County, Georgia, with the privilege of establishing branch offices and places of business elsewhere."

ARTICLE SIX

Annexed hereto is a certificate executed by the Company's President and attested to by its Secretary under the seal of the corporation, setting forth that the above amendments have been

authorized by the unanimous consent of the holders of 100% of the voting power of the outstanding capital stock of the Company.

WHEREFORE, the Company prays that its charter, as amended, be further amended in the particulars hereinabove specified.

Dated Oct 24, 1985.

American Consumers Life Insurance
Company

By: Arthur W. White, Jr.
President

[Corporate Seal]

Attest:

Donald L. Hise
Secretary

C E R T I F I C A T E

I, Hoyt W. Whidbee, Jr., President of American Consumers Life Insurance Company, a domestic insurer incorporated under the laws of the State of Georgia, with its principal place of business listed in the charter as Atlanta, DeKalb County, Georgia, and applicant in the "Application for Amendment to the Charter," to which this Certificate is attached, do hereby certify that the amendments contained in said application have been authorized by the unanimous written consent of the holders of 100% of the voting power of the outstanding capital stock of the Company dated as of Oct. 24, 1985.

IN WITNESS WHEREOF, I have hereunto set my hand and the official seal of AMERICAN CONSUMERS LIFE INSURANCE COMPANY, this 24 day of October, 1985.

American Consumers Life Insurance
Company

[CORPORATE SEAL]

Hoyt W. Whidbee, Jr.
President

ATTEST:

Donald L. Wise
Secretary