

819689

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

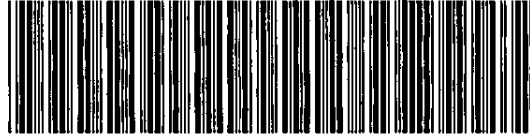
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700284684637

04/21/16--01026--022 \*\*43.75

FILED  
2016 APR 21 PM 1:42  
SECRETARY OF STATE  
TREASURY DEPT

\*NC 4/25/16



**First Consulting  
& Administration, Inc.**

April 20, 2016

**SENT VIA OVERNIGHT MAIL**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: MTL Insurance Company  
FEIN # 36-1516780  
**Name Change**  
Our File Number: 6546

Dear Sir or Madam:

We have been retained by MTL Insurance Company to assist in a name change of the Company. As of October 30, 2015 the Company received approval to change its name in its domicile state, Illinois, to Mutual Trust Life Insurance Company, A Pan-American Life Insurance Group Stock Company. The Company is seeking approval to use this name in the state of Florida.

We have enclosed the following for your consideration:

- Application for Amendment to Foreign Corporation's Authorization to Transact Business Form
- Certified copy of the Applicant's Amended Certificate of Authority
- Certified Copy of the Applicant's Amended Articles of Incorporation
- Filing Fee of \$43.75

Please note that this application is being filed by a third party filer; if possible, please direct all application-related correspondence to the third party contact listed at the end of this letter. If you have any questions or need additional information, please call toll me directly at 816-886-3275.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

Jason C. Robbins  
Associate Consultant  
E-mail: [jason.robbs@firstconsulting.com](mailto:jason.robbs@firstconsulting.com)  
Phone: (816) 886-3275  
Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MTL 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:

Jason Robbins

\_\_\_\_\_  
Name of Contact Person

First Consulting & Administration, Inc.

\_\_\_\_\_  
Firm/Company

929 Walnut, Suite 300

\_\_\_\_\_  
Address

Kansas City, MO 64106

\_\_\_\_\_  
City/State and Zip Code

diggst@mutualtrust.com

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

For further information concerning this matter, please call:

Jason Robbins

at ( 816 )

886-3275

\_\_\_\_\_  
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

**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)**

\_\_\_\_\_  
(Document number of corporation (if known))

FILED  
2016 APR 21 PM 1:42  
SECRETARY OF STATE  
TREASURY

1. MTL Insurance Company  
(Name of corporation as it appears on the records of the Department of State)

2. Illinois 3. 7/12/1966  
(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? 10/30/2015

5. Mutual Trust Life Insurance Company, A Pan-American Life Insurance Group Stock 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)

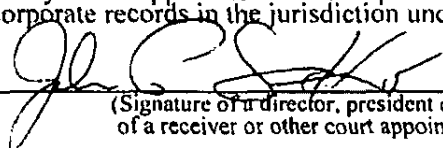
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(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)

John P. Seneczko

Assistant Secretary

(Typed or printed name of person signing)

(Title of person signing)



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, *Director of Insurance* of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: JAN 29 2016

*Anne Melissa Dowling*  
Acting Director of Insurance

AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE



WHEREAS, the Mutual Trust Life Insurance Company, a Pan-American Life Insurance Group Stock Company, f/k/a MTL Insurance Company, located at Oak Brook in the State of Illinois, has complied with all of the requirements of the "Illinois Insurance Code" applicable to said Company.

NOW, THEREFORE, I, the undersigned, Acting 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.

DEPARTMENT OF INSURANCE  
OF THE STATE OF ILLINOIS

Date: 10/30/15

Anne Melissa Dowling

Anne Melissa Dowling  
Acting Director





STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: JAN 22 2016

Anne Melissa Dowling  
Acting Director of Insurance

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MTL INSURANCE COMPANY**

WHEREAS, the Company converted from mutual to stock form pursuant to a Plan of MHC Conversion dated May 5, 1999 and amended October 13, 1999, under which Mutual Trust Holding Company, an Illinois mutual holding company ("MTHC"), was formed to own directly or indirectly the voting securities in the Company in accordance with Section 59.2, 215 ILCS 5/59.2 ("Section 59.2"), of the Illinois Insurance Code, 215 ILCS 5/1 et seq. (the "Illinois Insurance Code");

WHEREAS, pursuant to an Agreement and Plan of Merger, dated April 7, 2015, MTHC merged with and into Pan-American Life Mutual Holding Company ("Pan-American"), with Pan-American being the surviving entity following such merger, and MTL Holdings, Inc. merged with and into Pan-American Life Insurance Group, Inc. ("PALIG"), with PALIG being the surviving entity following such merger, in each case, effective as of October 30, 2015 (such mergers, the "Mergers");

WHEREAS, following the Mergers, the Company became a direct subsidiary of PALIG and continued its corporate existence as an Illinois stock insurance company; and

WHEREAS, in connection with the Mergers, the Company changed its name from MTL Insurance Company to Mutual Trust Life Insurance Company, a Pan-American Life Insurance Group Stock Company.

**Article 1 - Organization**

The name of this Company is hereby changed from MTL Insurance Company to Mutual Trust Life Insurance Company, a Pan-American Life Insurance Group Stock Company.

The Company is a stock insurance company domiciled in Illinois.

**Article 2 - Purpose and Powers**

2.1 The Company shall have the purpose and power to engage in the business of Life, Accident and Health, as provided in clauses (a) and (b) of Class 1 of Section 4 of the Illinois Insurance Code, 215 ILCS 5/4, and the businesses set forth in Section 9 of the Illinois Insurance Code, 215 ILCS 5/9; and in general to write life, accident and health insurance and to possess and enjoy all of the rights, powers and privileges which might lawfully be included in these Amended and Restated Articles of Incorporation under the Illinois Insurance Code.

The Company shall have and possess all the powers and authority necessary, proper, and convenient to fully accomplish said purposes with all the usual powers, privileges, obligations, and liabilities incident thereto and the Company shall have authority to do any lawful act which is necessary or proper to accomplish its purposes. Without limiting the effect of the foregoing grant of authority, the Company may sue and be sued, may appoint agents, may make contracts, may borrow money, may acquire real and personal property by purchase, mortgage or otherwise, and may maintain, manage, convey, lease, mortgage, pledge or dispose of such property.



### Article 3 - Duration

- 3.1. The Company shall have perpetual duration.

### Article 4 - Principal Office

- 4.1. The principal office of the Company in the State of Illinois is in Oak Brook, Illinois.

### Article 5 - Capital Stock

5.1. The Company shall have one class of capital stock. The total number of shares of capital stock that the Company shall have the authority to issue is 25 million shares of common stock, par value \$1.00 per share ("Common Stock") of which 2,500,000 shares were issued on the effective date of the Plan of MHC Conversion and are outstanding.

5.2. Unless otherwise permitted by applicable law, at all times 100% of the voting shares of Common Stock shall be owned, directly or indirectly through one or more intermediate stock holding companies, by Pan-American or any successor corporation authorized by applicable law. Unless otherwise permitted by applicable law, the Company shall not issue any shares of Common Stock to any person other than Pan-American or a subsidiary thereof, if as a result of such issuance, Pan-American would cease owning, directly or indirectly, 100% of the voting shares of the Common Stock of the Company.

### Article 6 - Board of Directors

6.1. All corporate powers and authority of the Company (except as at the time otherwise provided by law, by these Articles of Incorporation or by the Bylaws) shall be vested in and exercised by the Board of Directors.

6.2. The number of directors of the Company shall be not less than seven and not more than sixteen. The number of directors constituting the Board of Directors as of the date of these Amended and Restated Articles of Incorporation shall be fourteen, and thereafter shall be as established by the Board of Directors. The Board of Directors shall be divided into three classes which will be as nearly equal in number as possible, with the term of office of one class expiring each year. At each succeeding annual meeting of shareholders, respective successors to the class of directors whose term shall then expire shall be elected for three-year terms or until their successors (if any) are elected and qualified. Directors shall only be elected at annual or special meetings. Directors shall hold office until the annual meeting at which the term of their office expires and the election and qualification of his or her successor has taken place, or until his or her earlier death, resignation or removal. At least three directors shall be residents and citizens of the State of Illinois. So long as required by the Illinois Insurance Code, in elections for directors every holder of Common Stock has the right to vote, in person or by proxy, for the number of shares of Common Stock owned by him or her, for as many persons as there are directors to be elected, or to cumulate his or her shares, and give one candidate as many votes as the number of directors multiplied by the number of his or her shares equals, or to distribute them on the same principle among as many candidates as he or she thinks fit. In the event of any increase or decrease

in the number of directors, all classes of directors shall be increased or decreased in such manner that all classes are as nearly equal in number as possible.

6.3. The Board of Directors of the Company may, in its discretion and subject to any applicable regulatory requirements, set apart out of the funds of the Company available for dividends to shareholders a special reserve or reserves for the exclusive benefit of the Company's policyholders, or for other proper purposes.

#### Article 7 - Indemnification

7.1. The Company shall indemnify and hold harmless any officer, director, employee or agent of the of the Company to the fullest extent permitted under Section 10(7) of the Illinois Insurance Code, 215 ILCS 5/10(7), as the same may be amended from time to time. Any repeal or modification of this Article 7 or of Section 10(7) of the Illinois Insurance Code, 215 ILCS 5/10(7) shall not adversely affect any right of indemnification of any officer, director or employee of the Company existing at any time prior to such repeal or modification. Notwithstanding the foregoing, the Company shall not be required to indemnify a person in connection with a proceeding initiated by such person, including a counterclaim or crossclaim, unless the proceeding was authorized by the Board of Directors.

#### Article 8 - Amendments to Articles of Incorporation

8.1. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, including any required review by and approval of the Director of the Department of Insurance of the State of Illinois, and all rights conferred upon the shareholders herein are granted subject to this reservation.

Mutual Trust Life Insurance Company, a Pan-  
American Life Insurance Group Stock Company

By: Stephen M. Batza  
Name: Stephen M. Batza  
Title: President and Chief Executive Officer

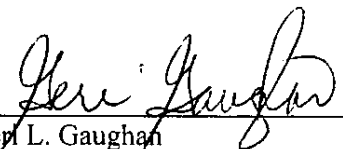
By: \_\_\_\_\_  
Name: Geri L. Gaughan  
Title: Senior Vice President, General Counsel  
and Secretary

APPROVED this \_\_\_\_ day of October, 2015 to be  
effective October 30, 2015.

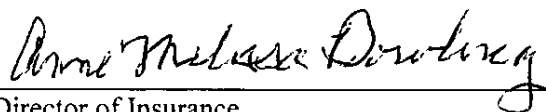
\_\_\_\_\_  
Director of Insurance

Mutual Trust Life Insurance Company, a Pan-  
American Life Insurance Group Stock Company

By: \_\_\_\_\_  
Name: Stephen M. Batza  
Title: President and Chief Executive Officer

By:   
Name: Gert L. Gaughan  
Title: Senior Vice President, General Counsel  
and Secretary

APPROVED this 30<sup>th</sup> day of October, 2015 to be  
effective October 30, 2015.

  
Acting Director of Insurance