

Station Order  
Medical Savings Insurance Co

834597

Requestor's Name

5835 W. 4th St

Address

Indianapolis, IN 46278

City/State/Zip

Phone #

317 329-8227

500002299675--0

-09/22/97--01105--026

\*\*\*\*\*96.25 \*\*\*\*\*96.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

97 SEP 12 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

called 9/12  
W 97-21268  
KCB  
Dresser Good  
certification  
133863-751  
N Corley 9/16

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

91 SEP 12 PM 3:48  
SECRETARY OF THE  
TALAMASSE  
ess in Florida

Secretary/Vice President  
Title

OFFICE OF THE SECRETARY OF STATE



## CERTIFICATE OF TRANSCRIPT

*I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:*

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**MEDICAL SAVINGS INSURANCE COMPANY**

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Done at the City of Oklahoma City this 18th day of  
September, A.D. 1996.*

*Sam Cole*  
Secretary of State

By: *[Signature]*

7 3 1 1 3 2 6 0 0 0 0

OFFICE OF THE SECRETARY OF STATE



AMENDED & RESTATED  
CERTIFICATE OF INCORPORATION

WHEREAS, the Amended & Restated Certificate of Incorporation of  
MEDICAL SAVINGS INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the  
State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of  
Oklahoma, by virtue of the powers vested in me by law, do hereby issue this  
certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the  
Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 5TH  
day of JUNE, 1996.

*Sam Cole*  
Secretary of State

By: *[Signature]*

IN 216454-7

7 3 1 1 3 0 6 0 0 0 1

AMENDED AND RESTALED CERTIFICATE OF INCORPORATION

OF

FIRST LIFE ASSURANCE COMPANY **APPROVED**  
(f/k/a First Oklahoma Baninsurance, Inc.)

STATE OF OKLAHOMA )  
COUNTY OF OKLAHOMA ) SS:

**JUN 05 1996**  
JOHN P. CRAWFORD  
INSURANCE COMMISSIONER  
OKLAHOMA

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA

I, the undersigned, Randal E. Suttles, president of First Life Assurance Company, being legally competent to amend and restate the Articles of Incorporation of First Life Assurance Company (the "Corporation") pursuant to the provisions of the Business Corporation Act of the State of Oklahoma and the Amendments thereof (the "Act"), do hereby execute the following Amendment and Restatement to Certificate of Incorporation.

ARTICLE I Name

A. The name of the Corporation is First Life Assurance Company (f/k/a First Oklahoma Baninsurance, Inc., incorporated in the State of Oklahoma on April 21, 1965).

B. **AS RESTATED:** The name of the Corporation has been changed to Medical Savings Insurance Company.

ARTICLE II Period of Existence

**NO CHANGE:** The duration of the Corporation's existence shall be perpetual.

ARTICLE III Purposes and Powers

**AS RESTATED:** The Corporation is formed as a domestic stock life insurer and the kinds of insurance it is formed to transact, according to the definitions thereof in the Oklahoma Insurance Code, are as follows:

- (a) Life and Health and Accident Insurance.
- (b) To reinsure and accept reinsurance and to make and enter into contracts pertaining to the same.
- (c) To the extent authorized by applicable law and regulations of the Commissioner of Insurance of the State of Oklahoma, to write and issue variable annuity and other similar contracts which may become legal from time to time for the Corporation to write, execute and issue.

In addition, the Corporation is authorized:

- 1. To own, acquire, buy, sell, mortgage, trade, lease, convey and transfer any real, personal or mixed property when the

7 3 1 1 3 0 6 0 0 2

same shall be necessary or convenient and to enter into and carry out and perform any and all contracts of every kind and character pertaining to its business.

2. To employ such agents and solicitors for insurance and such other agents, employees and officers as may be necessary or desirable for the proper conduct and best interests of the Corporation.

3. To invest the assets, capital, reserves, surplus and money or assets of whatsoever kind or character belonging to the Corporation in such securities and assets and in such manner as provided and authorized by the laws of the State of Oklahoma.

4. To do and perform every act of kindred necessary or convenient to properly carry out and perform any of the foregoing purposes, or any of them, in any state or territory of the United States of America, or worldwide, not inconsistent with nor prohibited by the Constitution or the laws of the State of Oklahoma.

#### ARTICLE IV Authorized Shares

##### AS RESTATED:

Section 1. Number. The authorized shares of capital stock of the Company shall consist of Two Million (2,000,000) shares of Common Stock with a par value of each share being Two Dollars and Twenty-Five Cents (\$2.25).

##### Section 2. Terms.

a. The shares are all of common stock, of one and the same class, having the same rights and privileges.

b. The Board of Directors shall have the right to issue shares of stock of this Corporation for such consideration as the Board of Directors shall determine. Unless the Board of Directors by resolution shall provide otherwise, all consideration received by the Corporation from the sale of its common stock shall be allocated to the stated capital of the Corporation.

c. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, cancel, transfer or otherwise dispose of, or deal in, its own shares to the extent of unreserved and unrestricted capital surplus available, but with full authority and not in restriction of other authority as further provided by the Act, provided that no purchase of or payment for its own shares shall be made at a time when the Corporation is insolvent or when such purchase or payment would render it insolvent.

APPROVED,

MAY 30 1996

JOHN P. CRAWFORD  
INSURANCE COMMISSIONER  
OKLAHOMA

7 3 1 1 3 0 6 0 0 3

d. The Corporation may create and issue rights and options to purchase shares of stock, and set terms, times, and prices at which, shares or fractional shares may be purchased, evidenced in such manner as the Board of Directors shall approve and consistent with the full authority granted by the Act.

e. Such dividends as may be determined by the Board of Directors (after giving due consideration to the needs of the Corporation for adequate reserves and working capital) may be declared and paid on the common stock from time to time out of the unreserved and unrestricted earned and/or capital surplus of the Corporation, or as otherwise authorized by law, payable either in cash, in property or in the shares of the corporation, provided that no such distribution shall be made out of capital surplus at a time when the Corporation is insolvent or when such distribution would render the Corporation insolvent.

f. Each owner of common stock of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share of stock outstanding in his name on the books of the Corporation at the above said meeting.

g. Shares shall be issued to have such relative rights, preferences, limitations or restrictions, and bear such designations as shall be determined and stated by the Board of Directors prior to the issuance of any shares of such stock. The Board of Directors is hereby expressly vested with the authority to make such determination by the resolution of the Board.

#### ARTICLE V Directors

##### AS RESTATED:

Section 1. Number of Directors. The Board of Directors is composed of five (5) members. The number of directors may be, from time to time, fixed by the By-Laws of the Corporation at any number between five and ten. In the absence of a By-Law fixing the number of directors, the number shall be five (5).

Section 2. Name and Post Office Address of the Initial Directors. The name and post office address of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
J. Patrick Rooney	5835 West 74th Street Indianapolis, IN 46278
Randal E. Suttles	5835 West 74th Street Indianapolis, IN 46278
Suzanne Leffers Katt	5835 West 74th Street Indianapolis, IN 46278

7 3 1 1 3 2 6 0 0 0 4

William K. Nasser M.D.

5835 West 74th Street  
Indianapolis, IN 46278

Patrick F. Carr

5835 West 74th Street  
Indianapolis, IN 46278

Section 3. Qualifications of Directors. Directors need not be shareholders of the Corporation.

ARTICLE VI Resident Agent and Principal Office

**AS RESTATED:**

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is The Corporation Company, 735 First National Building, Oklahoma City, Oklahoma 73102.

ARTICLE VII

**NO CHANGE:** There are no limitations on the Corporation's indebtedness.

ARTICLE VIII

**NO CHANGE:** The stock of the Corporation shall not be liable to assessment.

ARTICLE IX

**AS RESTATED:**

This Amended and Restated Certificate of Incorporation was approved by resolution duly adopted by the Board of Directors and approved by the shareholders of the Corporation by the following vote:

Total Shares  
1,148,600

Voted For  
1,148,600

Voted Against  
-0-

ARTICLE X

**AS RESTATED:**

This Amended and Restated Certificate of Incorporation was duly adopted in accordance with 18 O.S. § 1077 and 1080.



7 3 1 1 3 0 6 0 0 0 5

IN WITNESS WHEREOF, the undersigned has caused this Amended and Restated Certificate of Incorporation to be signed by its President and attested by its Secretary, this 24th day of May, 1996.

MEDICAL SAVINGS INSURANCE COMPANY

  
Randal E. Suttles, President

ATTEST:

  
Suzanne Leffers Katt,  
Secretary

7 3 | 1 3 2 6 0 0 0 6

STATE OF OKLAHOMA )  
COUNTY OF Oklahoma ) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Oklahoma, certify that Randal E. Suttles, President of Medical Savings Insurance Company personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 24th day of May, 1996.

Dana R. Bayless  
(Written Signature)

Dana R. Bayless  
(Printed)

Oklahoma  
County of Residence

My Commission Expires:

May 20, 1998

7 3 1 1 3 0 0 0 7

STATE OF INDIANA )  
COUNTY OF Marion ) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Suzanne Leffers Katt, Secretary of Medical Savings Insurance Company personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 24th day of May, 1996.

Wanda S. Smith  
(Written Signature)

Wanda S. Smith  
(Printed)

Marion  
County of Residence

My Commission Expires:

WANDA S SMITH  
NOTARY PUBLIC STATE OF INDIANA  
MARION COUNTY  
MY COMMISSION EXP JAN. 25, 1997

This instrument was prepared by Joseph E. DeGroff, Attorney at Law, Bingham Summers Welsh & Spilman, 2700 Market Tower, 10 West Market Street, Indianapolis, Indiana 46204-2982; Phone (317) 635-8900.