

836005

(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



400248489194

*Name Change  
Amend*

06/25/13--01018--007 \*\*43.75

FILED  
2013 JUN 25 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OK  
7/2/13*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Symphonix Health Insurance, Inc.

Name of Corporation

**DOCUMENT NUMBER:** 836005

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tom Lerche, Vice President of Innovation

Name of Contact Person

Symphonix Health Insurance, Inc.

Firm/Company

2111 Chestnut, Suite 270

Address

Glenview, IL 60025

City/State and Zip Code

tlerche@symphonixhealth.com

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

For further information concerning this matter, please call:

Tom Lerche

Name of Contact Person

at

(312) 909-5817

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)**

836005

(Document number of corporation (if known))

FILED  
2013 JUN 25 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Vista Life Insurance Company

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

2. Michigan

(Incorporated under laws of)

3. March 23, 1976

(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? May 2, 2013

5. Symphonix Health Insurance, Inc.

(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)

Arthur Carlos, III FSA

(Typed or printed name of person signing)

President

(Title of person signing)

**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

State of Michigan  
Department of Insurance and Financial Services  
P. O. Box 30220  
Lansing, MI 48909

---

I, R. Kevin Clinton, Director  
have examined the

Amendment to Articles of Incorporation of

Vista Life Insurance Company

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



Signed this 2<sup>nd</sup> day of May, 2013  
at Lansing, Michigan.

  
\_\_\_\_\_  
R. Kevin Clinton, Director



STATE OF MICHIGAN


Attorney General's Department  
Lansing, Michigan

I Hereby Certify, That I have examined the

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
VISTA LIFE INSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 2nd day of May, 2013.

  
\_\_\_\_\_  
Jason R. Evans  
Assistant Attorney General

# Amendment or Restatement of Michigan Articles of Incorporation

INSURANCE EVALUATION  
DIVISION

APR 19 2013

RECEIVED

Fees and attachments must accompany this filing.  
Please use the checklist and remittance stub on  
page 2 of this form to complete your filing.

Validation code: 98-11-88 25.00

Name of Corporation <b>Symphonix Health Insurance, Inc. f/k/a Vista Life Insurance Company</b>		This corporation is organized under the provisions of <b>Public Act 218 of 1956, as amended; Chapter 52</b>													
Details about meeting where amendment vote was taken: Type of meeting (select one): <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special Date of meeting: <b>April 19, 2013</b>		The vote on amendments was: <table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td></td> <td>1</td> <td>1</td> </tr> <tr> <td>Votes AGAINST</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>			In person	By proxy	Total	Votes FOR		1	1	Votes AGAINST			
	In person	By proxy	Total												
Votes FOR		1	1												
Votes AGAINST															
City meeting was held in: <b>Glenview, IL</b>															

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

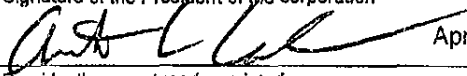
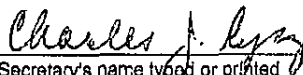
Amending &amp; Restating-List article amended, and state the amendment, then restate articles including amendment.

The first sentence of Article II of Articles of Incorporation of the corporation is amended to read as follows: The name assumed by this Corporation and by which it shall be known in law is Symphonix Health Insurance, Inc.

\*See attached written consent

## Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.\*

Signature of the President of the corporation  Date <b>April 19, 2013</b>	Signature of the Secretary of the corporation  Date <b>April 19, 2013</b>
President's name typed or printed <b>Arthur C. Carlos, III FSA</b>	Secretary's name typed or printed <b>Charles J. Rysz FSA</b>

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.



Michigan Department of Licensing and Regulatory Affairs

LARA is an equal opportunity employer/program.

Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Visit OFIR online at: [www.michigan.gov/ofir](http://www.michigan.gov/ofir) Phone OFIR toll-free at: 1-877-999-6442

**WAIVER OF NOTICE AND WRITTEN CONSENT  
OF  
SOLE SHAREHOLDER  
OF  
VISTA LIFE INSURANCE COMPANY**

**WHEREAS**, the Symphonix Health Holdings, LLC is the sole shareholder of Vista Life Insurance Company (the "Company") through the consummation of the transactions contemplated by the Stock Purchase Agreement dated February 1, 2013 by and among Symphonix Health Holdings, LLC, The American Road Insurance Company and the Company;

**WHEREAS**, the Company Bylaws permit the shareholder to waive notice of meetings;

**WHEREAS**, the Company desires to change its name to "Symphonix Health Insurance, Inc." and such action requires approval by the shareholder; and

**WHEREAS**, the Company has prepared a proposed Amendment to its Articles of Incorporation to reflect the name change (the "Amendment")

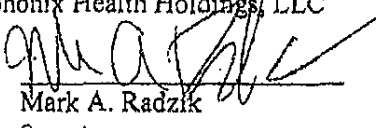
**NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:**

1. Notice of meeting of the shareholder for purposes of the approving the Amendment to the Articles of Incorporation is waived.
2. The Company's name shall be changed from "Vista Life Insurance Company" to "Symphonix Health Insurance, Inc."
3. The Amendment is approved, and the President and Secretary of the Company are authorized to execute and file the same with the State of Michigan.
4. The President and Secretary of the Company are further authorized to take such other actions as either or both of them deem necessary and appropriate to accomplish the Company's name change.

**IN WITNESS WHEREOF**, the undersigned, the sole shareholder of the Company, has executed this Waive of Notice and Written Consent as of April 19, 2013.

Symphonix Health Holdings, LLC

By:

  
Mark A. Radzik

Its:

Secretary