

837343

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(Address)

(Address)

(City/State/Zip/Phone #)

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2010 MAR 18 A 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Trevi
3-22-10*

GREER, HERZ & ADAMS, L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

ONE MOODY PLAZA, 18TH FLOOR
GALVESTON, TEXAS 77550-7998

FAX (409) 766-6424

JANELLE CANADA
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Galveston Office

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(409) 797-3200
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BAY AREA HOUSTON OFFICE:
2525 SOUTH SHORE BLVD., SUITE 203
LEAGUE CITY, TEXAS 77573
FAX (281) 538-3791

March 16, 2010

via USPS Express Mail

Department of State
Division of Corporations
Corporate Filings
Attn: Thelma Lewis
P.O. Box 6327
Tallahassee, FL 32314

RE: Standard Life and Accident Insurance Company – UCAA Corporate Amendments
Application (Redomestication)

Dear Ms. Lewis:

Enclosed please find the filing fee in connection with the Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida Form previously mailed to the Florida Department of State in connection with Standard Life and Accident Insurance Company's UCAA Corporate Amendments Application.

Please acknowledge receipt of the fee by placing your file stamp on the enclosed extra copy of this letter and returning it to me in the enclosed self-addressed, stamped envelope. If you need anything further, please do not hesitate to contact me.

Sincerely,


Janelle Canada

Enclosures

GREER, HERZ & ADAMS, L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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BAY AREA HOUSTON OFFICE:
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LEAGUE CITY, TEXAS 77573
FAX (281) 538-3791

March 10, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Standard Life and Accident Insurance Company – UCAA Corporate Amendments
Application (Redomestication)

Dear Sir or Madam:

The Texas Department of Insurance has approved Standard Life and Accident Insurance Company's ("Standard Life") application to reorganize as a Texas domestic insurance company. Standard Life's former state of domicile has also approved the reorganization. Standard Life filed a UCAA Corporate Amendments Application with the Florida Office of Insurance Regulation. We are sending you Standard Life's Amended and Restated Articles of Incorporation and the Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida Form in connection with that Application.

Please place your file stamp on the enclosed extra copy of this letter and return it to me in the enclosed self-addressed, stamped envelope. If you need anything further, please do not hesitate to contact me.

Sincerely,


Janelle Canada

Enclosures

RECEIVED

2010 MAR 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

837343

(Document number of corporation (if known))

FILED
200 MAR 18 A 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Standard Life and Accident Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. The State of Oklahoma
(Incorporated under laws of)
3. 11/08/1976
(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? N/A
5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- N/A
(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.
- N/A
(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.

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

J. Mark Flippin
(Typed or printed name of person signing)

Secretary
(Title of person signing)



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

The Amended and Restated Articles of Incorporation of STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, Galveston, Texas, altogether consisting of eight (8) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 17th day of February 2010.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY: Jeff Hunt
Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 07-0989

No. **09-1003**

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

Date: **DEC 15 2009**

Subject Considered:

STANDARD LIFE AND ACCIDENT INSURANCE COMPANY
Oklahoma City, Oklahoma
TDI No. 02-78505

REDOMESTICATION AND AMENDED CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day, the Commissioner of Insurance considered the application of STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, Oklahoma City, Oklahoma, to redomesticate from Oklahoma to Texas and to amend its Certificate of Authority to change its home office from Oklahoma City, Oklahoma to Galveston, Texas, pursuant to TEX. INS. CODE ANN. §§ 983.051, 983.054 and 983.057.

STANDARD LIFE AND ACCIDENT INSURANCE COMPANY submitted documentation showing that it has amended its Certificate of Incorporation by restatement and changed its home office from Oklahoma City, Oklahoma, to Galveston, Texas. The Oklahoma Insurance Department has approved the redomestication.


Based on a review of the documentation submitted and the representations made by STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, Texas Department of Insurance staff has determined that STANDARD LIFE AND ACCIDENT INSURANCE COMPANY appears to have complied with the applicable requirements to redomesticate from Oklahoma to Texas and to amend its Certificate of Authority to change its home office from Oklahoma City, Oklahoma to Galveston, Texas.

THEREFORE, the Commissioner of Insurance ORDERS that the application of STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, for approval to redomesticate from Oklahoma to Texas and amend its Certificate of Authority, be and is hereby approved.

It is FURTHER ORDERED that Certificate of Authority No. 6087, dated August 23, 1977, issued to STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, Oklahoma City, Oklahoma, be and is hereby canceled, and that an amended Certificate of Authority be issued concurrently to STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, Galveston, Texas.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY:



Godwin Ohaechesi, Director
Company Licensing & Registration

09-1003

COMMISSIONER'S ORDER
STANDARD LIFE AND ACCIDENT INSURANCE COMPANY
PAGE 2 of 2

Recommended by:

Tara Mitchell
Tara Mitchell, Insurance Specialist
Company Licensing & Registration

Reviewed by:

Monica L. Piñon
Monica L. Piñon, Staff Attorney
Financial Counsel Section
Legal & Regulatory Affairs Division

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
STANDARD LIFE AND ACCIDENT INSURANCE COMPANY

STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

We the undersigned officers of Standard Life and Accident Insurance Company,
originally incorporated under the name American National Life Insurance Company of
Oklahoma on February 26, 1976:

<u>Name</u>	<u>Address</u>
G. Richard Ferdinandsen	Standard Life and Accident Insurance Company One Moody Plaza Galveston, Texas 77550
J. Mark Flippin	Standard Life and Accident Insurance Company One Moody Plaza Galveston, Texas 77550

being persons legally competent to amend the Articles of Incorporation pursuant to the provisions of Section 1077 and 1080 of the Oklahoma General Corporation Act, Title 18, of the Oklahoma Statutes, the Texas Business Organizations Code, and the Texas Insurance Code, such amendments having been approved in the manner required by the governing documents of the corporation, pursuant to a resolution of the Board of Directors of the Corporation, passed on November 5, 2009, therein designating the State of Texas as the Corporation's state of domicile, and upon the consenting authorization of the sole shareholder of the Corporation as evidenced by its written consent dated November 5, 2009 and filed with the Secretary of the Corporation, do hereby execute and submit the following Amended and Restated Articles of Incorporation.

ARTICLE ONE

The name of the corporation is STANDARD LIFE AND ACCIDENT INSURANCE
COMPANY.

ARTICLE TWO

The principal place of business and principal office of this corporation shall be located in Galveston, Texas, at One Moody Plaza, and the corporation may transact business in all counties and states in the United States in which it may be subsequently qualified to do business.

ARTICLE THREE

The name and address of its registered agent upon whom all process in any action or proceeding may be served is J. Mark Flippin, One Moody Plaza, Galveston, Texas 77550, and such address is its registered office. Such designation of both registered agent and registered office may be changed from time to time by the Board of Directors.

ARTICLE FOUR

The duration of this corporation shall be perpetual.

ARTICLE FIVE

This corporation is formed for the purpose of carrying on the business of life and accident and health insurance as authorized and permitted under the provisions of the Texas Insurance Code and for the transaction of any business that is necessary or desirable to be transacted in connection with such insurance business. The corporation shall have all the powers granted to it under the Texas Insurance Code and the Texas Business Organizations Code together with any additional powers which may subsequently be granted by amendment of or addition to such statutes.

ARTICLE SIX

This corporation is a stock company and not a mutual company. The amount of total authorized capital is THREE MILLION DOLLARS (\$3,000,000) divided into Seventy Five Thousand (75,000) shares of common stock of the par value of \$40 per share. Each shareholder of common stock shall be entitled to cast one vote for each share of stock standing in his or her name on the books of the corporation. The stock shall be nonassessable. The shareholders must in good faith subscribe and fully pay for shares representing at least 50 percent of the total par value of the authorized shares.

ARTICLE SEVEN

The affairs and business of the corporation shall be managed, controlled and conducted by the Board of Directors, which shall be composed at all times of not less than five (5) nor more than fifteen (15) members appointed by the shareholders in accordance with and subject to such Bylaws as shall from time to time be adopted. Directors need not be shareholders. The Directors shall keep a full and correct record of the Board's transactions. The initial Board of Directors shall consist of eight (8) members who shall hold office for a term of one (1) year, or until their successors are elected and qualified.

The names and addresses of the initial Board of Directors are as follows:

Name

Address

Kenneth D. Allen

One Moody Plaza
Galveston, Texas 77550

Orson C. Clay

One Moody Plaza
Galveston, Texas 77550

John W. Wilkinson	One Moody Plaza Galveston, Texas 77550
E. E. Johnson	One Moody Plaza Galveston, Texas 77550
Glendon E. Johnson	One Moody Plaza Galveston, Texas 77550
William K. Nicol	One Moody Plaza Galveston, Texas 77550
G. William Rider	One Moody Plaza Galveston, Texas 77550
Carl R. Robertson	One Moody Plaza Galveston, Texas 77550

The names and addresses of the initial officers of the corporation, who shall serve for a term of one (1) year, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Glendon E. Johnson	Chairman of Board	One Moody Plaza Galveston, Texas 77550
Orson C. Clay	President	One Moody Plaza Galveston, Texas 77550
William K. Nicol	Executive Vice President	One Moody Plaza Galveston, Texas 77550
Carl R. Robertson	Secretary	One Moody Plaza Galveston, Texas 77550
E. Marc Cuenod	Treasurer	One Moody Plaza Galveston, Texas 77550

ARTICLE EIGHT

Policies of insurance issued by the corporation may be both participating and non-participating, except that such distinction shall be reasonably related to the premium charged.

ARTICLE NINE

No shareholder shall have preemptive rights or cumulative voting rights in any shares of the Company now or hereafter authorized or issued.

ARTICLE TEN

The shareholders of the corporation shall adopt, and shall have authority to alter or repeal, the Bylaws. Authority to adopt, alter or repeal the Bylaws of the corporation is also vested in the Board of Directors, provided, however, that the Board of Directors shall not make or alter any provision of the Bylaws fixing its number, qualifications, classification or term of office.

ARTICLE ELEVEN

No right to dissent shall exist in behalf of any shareholder as to any corporate action if such action be approved by the vote or written consent of the holders of at least ninety percent (90%) of all outstanding shares of the corporation.

ARTICLE TWELVE

There shall be no limitation on corporate indebtedness.

ARTICLE THIRTEEN

The corporation must maintain surplus in an amount of at least \$700,000.

IN WITNESS WHEREOF, we have subscribed our names this 23rd day of November, 2009.

STANDARD LIFE AND ACCIDENT
INSURANCE COMPANY

By: G.R. Ferdinandtsen
G. Richard Ferdinandtsen, President

Attest:

J. Mark Flippin
J. Mark Flippin, Secretary

STATE OF TEXAS

§
§
§

COUNTY OF GALVESTON

BEFORE ME, a Notary Public in and for said County and State, personally appeared G. Richard Ferdinandtsen and J. Mark Flippin, to me known to be the identical persons who executed the foregoing Articles of Incorporation, and acknowledged to me that the information contained therein is true and correct and that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of November, 2009.

Karen Poor
Notary Public in and for
Galveston County, Texas

My Commission Expires:

July 15, 2013

