



837549

December 20, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002052340--3
-01/09/97-01038-023
*****35.00 *****35.00

RE: SHELBY LIFE INSURANCE COMPANY

Gentlepersons:

On November 8, 1996 Shelby Life Insurance Company was acquired by Standard Life Insurance Company of Indiana, and subsequently merged into Standard Life Insurance Company of Indiana.

At the direction of Robert W. Lasko of the Florida Department of Insurance (see enclosed letter, item number 4), we are enclosing for your records a copy of the approved Articles of Merger.

Sincerely,

Edward T. Stahl
Executive Vice President &
Secretary

ETS:cjj

Enclosures

FILED
91 JAN -6 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
KFS 1-7-96

~~*1055,577,612*~~



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

BILL NELSON

FILED
97 JAN -6 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 6, 1996

Edward T. Stahl, Executive Vice President
Standard Life Insurance Company of Indiana
9100 Keystone Crossing
Indianapolis, Indiana 46240

Not

Re: Merger and Acquisition Of a Foreign Life Insurance Company

Dear Mr. Stahl:

In response to the notification of merger between Standard Life Insurance Company of Indiana and Shelby Life Insurance Company where Standard Life Insurance Company of Indiana will be the surviving entity. Florida requires a certified copy of the domestic states' approval for the merger and the agreement between the two entities. Please forward these to my attention. The following information may be helpful to you:

cg

1. If there are any new officers and/or directors of the surviving company, the original signed and notarized biographical affidavits need to be completed and forwarded to my attention. The proper form is enclosed for your convenience;

none

2. If there are changes in the Articles of Incorporation and By-laws of the surviving company, a certified copies sealed by the corporate secretary are required of the Amended Articles of Incorporation and Amended By-laws. A \$10.00 filing fee (\$5.00 for each document) is also required. Please make check payable to "Florida Department of Insurance";

none

3. For policy forms and rate changes or notice to policyholders, contact Bill Pace, Coordinator, Bureau of Life and Health Forms and Rates at (904)922-3152, extension 5124;

(circle)

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Edward T. Stahl

Standard Life Insurance Company of Indiana

December 6, 1996

~~4. Notification to the Florida Secretary of State's Office of the dissolution of Shelby Life Insurance Company should be given to the Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314.~~

Should you require additional information or assistance, please contact me at (904)922-3153, extension 2452.

Sincerely,



Robert W. Lasko,

Insurance Examiner II

cc: John C. Woods, CFE

Handwritten mark consisting of a vertical line with a circle at the bottom containing an 'X'.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

Edward T. Stahl
% SHELBY LIFE INSURANCE COMPANY
9100 Keystone Crossing
Indianapolis, IN 46240

SUBJECT: SHELBY LIFE INSURANCE COMPANY
Ref. Number: 837549

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 396A00057504

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Shelby Life Insurance Company

(Name of Corporation)

Tennessee

(Incorporated Under Laws Of)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

9100 Keystone Crossing, Suite #600

(Mailing Address)

Indianapolis, Indiana 46240

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Exec. Vice President & Secretary

Title

Edward T. Stahl

Typed or printed name

January 6, 1997

Date