

839476



CONSECO.

CONSECO SERVICES L.L.C.
11825 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46032

October 23, 1998

Amendment Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

800002675868--2
-10/29/98--01075--003
*****52.50 *****52.50

RE: American Life and Casualty Insurance Company Name Change to Conseco Annuity Insurance Company

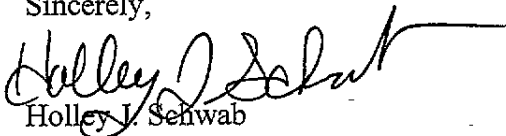
Dear Sir/Madam:

Please find the following documentation enclosed to amend the name on the Certificate of Status to reflect the above referenced name change:

1. Application by Foreign Not for Profit Corporation to File Amendment to Application for Conducting Affairs in Florida;
2. Certified copy of the Amended and Restated Articles of Incorporation;
3. A check in the amount of \$52.50 (\$35.00 Filing Fee, \$17.50 for two Certified Copies of the Certificate of Status)

Thank you for your help. If any further documentation is required please contact me at the number listed below.

Sincerely,



Holley J. Schwab

Legal Assistant

Telephone: (800)888-4918 ext. 6931

Fax: (317)817-2559

Enclosure

FILED
98 OCT 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 2 1998

NOT FOR PROFIT CORPORATION

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

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

FILED
98 OCT 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. American Life and Casualty Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 11/7/77
Incorporated under laws of Date authorized to conduct affairs 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? 4/29/98
5. Conseco Annuity Assurance Company
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- | | |
|--------------|------------|
| <u>N/A</u> | <u>N/A</u> |
| New Duration | Date |
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- | | |
|------------------|----------------|
| <u>Illinois</u> | <u>8/19/97</u> |
| New Jurisdiction | Date |
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.
- N/A

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Michael A. ColliFlower
Signature

10/22/98
Date

Michael A. ColliFlower
Typed or printed name

Ast. Secretary/Sen. Vice President (Legal)
Title

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN LIFE AND CASUALTY INSURANCE COMPANY
PURSUANT TO THE PROVISIONS OF
OF THE ILLINOIS INSURANCE CODE
(215 ILCS 5/29 et seq.)

ARTICLE I

NAME

The name of the corporation shall be Conseco Annuity Assurance Company.

ARTICLE II

PLACE OF BUSINESS

The principal office of the Corporation shall be located at and within the County of Cook and State of Illinois at such place within said County as may be specified from time to time in the By-laws of the Corporation. The Corporation shall have power to conduct its business wherever authorized by law and may establish such other and additional offices for the conduct of its business either within or without the State of Illinois as its Board of Directors shall deem necessary.

ARTICLE III

PURPOSES

The purpose of this Corporation shall be:

The Company shall be authorized to engage in and transact the kinds of insurance specified and defined in Clauses (a) and (b) of Class 1 of Section 4 of the Illinois Insurance Code, as now in force or hereafter to be amended, being Life and Accident and Health insurance, and to effect reinsurance of risks taken by it and to assume by way of reinsurance similar risks, or portions thereof, effected or taken by other insurers or reinsurers, as well as to do such other and additional business as is now or hereafter permitted to be done by a stock life insurance company organized under the laws of the State of Illinois and for which the Company shall possess the requisite capital and surplus.

ARTICLE IV

CAPITAL STOCK

The total number of shares that may be issued by this Corporation is (4,200,000) shares of which 3,500,000 shares of the par value of \$1 per share shall be designated common stock, and 700,000 shares of the par value of \$1 per share shall be designated Series Preferred Stock.

A. Common Shares. Each holder of the common stock shall have one vote for each share of common stock held by him.

B. Preferred Shares. Shares of preferred stock shall be non-voting.

The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance and sale from time to time or at any time of all or any part of the remaining authorized but unissued shares of stock in conformity with applicable law.

ARTICLE V

DIRECTORS AND OFFICERS

The corporate powers of the Corporation shall be exercised and its affairs managed by a Board of Directors composed of not less than three (3) nor more than twenty-one (21) natural persons who are shareholders (except where the Corporation is a wholly-owned subsidiary) and who are at least eighteen (18) years of age and at least three (3) of whom are residents and citizens of the State of Illinois. The actual number of Directors of the Corporation within the limits specified shall be fixed from time to time as provided in the By-laws of the Corporation.

The Directors of the Corporation shall be elected each year by the shareholders at the annual meeting thereof and shall hold office until the next annual meeting of shareholders or until their respective successors are elected and have qualified. In all elections for Directors of the Corporation, each shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected, or to cumulate his shares and give one candidate as many votes as the number of Directors multiplied by his shares shall equal or to distribute them on the same principal among as many candidates as he thinks fit.

Any vacancy or vacancies occurring in the Board of Directors by reason of death, resignation, removal or otherwise and any increase in the number of directors shall be filled by election by the shareholders at any meeting thereof called for that

purpose but vacancies so filled shall expire at the next annual meeting of shareholders. If for any reason, the number of Directors shall at any time be less than three (3), the Corporation shall not for that reason be dissolved, but the vacancy, or vacancies shall be filled as herein provided. The Directors shall elect such officers as they see fit or as may be provided for by the By-laws of the Corporation.

ARTICLE VI

ANNUAL MEETINGS

The annual meeting of the stockholders of the Corporation may be held at the principal office of the Corporation in the state of Illinois, and at such other place, within or without the state of Illinois, and at such place therein, as may be designated from time to time by the Board of Directors and stated in the notice of the meeting, on a date designated by the Board of Directors.

ARTICLE VII

PROXIES

No proxy shall be valid for more than 11 months from the date of its execution. It may be revoked at any time by the stockholder who executed it.

Corporate shareholders may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which they are to be used or such additional time as may be provided by the By-laws.

ARTICLE VIII

CORPORATE INSTRUMENTS - SEAL

All instruments executed by the Corporation which are required to be acknowledged and which affect an interest in real estate, shall be executed by the Chairman of the Board or President or Executive Vice President or any Vice President attested by the Secretary or Assistant Secretary, and all other instruments executed by the Corporation, including any releases or mortgages or liens, may be executed by the Chairman of the Board or President or Executive Vice President or any Vice President, or the Secretary or the Treasurer or any Assistant Secretary or Assistant Treasurer. Notwithstanding any of the foregoing provisions, any written instrument may be executed by an officer or officers, agent or agents or other person or persons specifically designated by resolution of the Board of

Directors of this Corporation. The Corporation shall have a corporate seal which shall bear the words, "Conseco Annuity Assurance Company" around the edge, with the words, "Corporate Seal Illinois" in the middle.

ARTICLE IX

BY-LAWS

The Board of Directors, at any regular or special meeting, is authorized to adopt, alter, amend or repeal By-laws and to adopt new By-laws not inconsistent with the law or these Articles of Incorporation, by an affirmative vote of a majority of the membership of the Board as distinguished from a majority of a quorum.

The stockholders of the Corporation may at any regular or special meeting called for the purpose, repeal, alter, or amend any existing By-laws made by the Board of Directors, or adopt such By-laws as they deem appropriate by a majority vote.

ARTICLE X

AMENDMENTS

These Articles may be amended at any annual meeting of the shareholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of common stock in attendance at said meeting, in person or by proxy, provided, however, that a quorum is present at said meeting. At any meeting of the stockholders to consider and act upon any proposed amendment to the Articles of Incorporation, the stockholders may adopt any modification or revision thereof proposed at said meeting.

ARTICLE XI

PERPETUAL EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE XII

ILLINOIS LAW

The Corporation shall be bound by all the terms and provisions of the Illinois Insurance Code, applicable to similar domestic companies organized or incorporated thereunder.

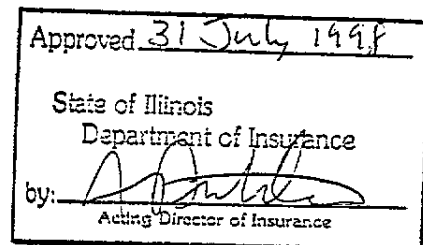
IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on the 29th day of April, 1998.



Thomas J. Kilian
President



Michael A. Colliflower
Assistant Secretary





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



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 Department of Insurance.

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

Date: AUG 06 1998



Acting Director of Insurance