

839476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

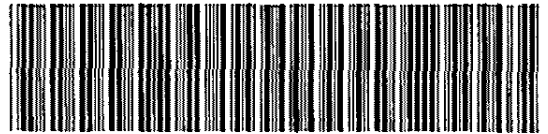
Certified Copies _____

Certificates of Status ☒

Special Instructions to Filing Officer:

The amendment filed on 10-24-98 showing #2 state of incorporation was filed in error. The domestication was from Iowa to Illinois was filed 8/14/97. This amendment correct the record as to state of incorporation being Illinois.

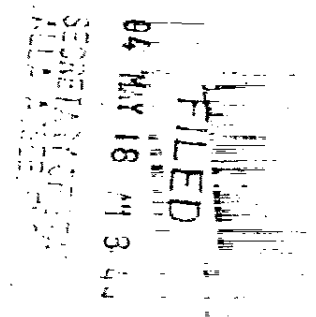
Office Use Only



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05/19/04--01007--007 **43.75

Amend
NC
T. Lewis





CONSECO SERVICES, L.L.C.
11825 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46082-1911

May 17, 2004

Thelma Lewis
Florida Secretary of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Name Change of Conseco Annuity Assurance Company to Conseco Insurance Company

Dear Ms. Lewis:

It was a pleasure speaking with you earlier today regarding the above-mentioned matter, as discussed, please find enclosed a certified copy of the certificate of compliance from the company's state of domicile, Illinois, reflecting the new name.

Thank you in advance for your cooperation and help with this matter. Should you need further documentation, please do not hesitate to contact me directly at (317) 817-6931.

Very truly yours,

A handwritten signature in black ink, appearing to read "Holley J. Schwab", with a long horizontal flourish extending to the right.

Holley J. Schwab
Paralegal

Enclosure

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)

839476

(Document number of corporation (if known))

FILED
MAY 18 AM 8 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Conseco Annuity Assurance Company

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

2. Iowa

(Incorporated under laws of)

3. 11/07/1977

(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? 3/15/04

5. Conseco Insurance Company

(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.

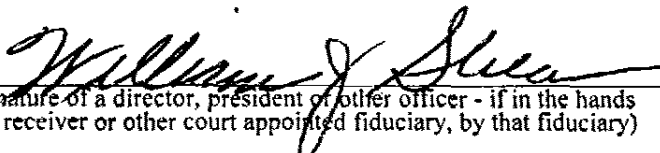
Not Applicable

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Illinois

(New jurisdiction)


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

William J. Shea

(Typed or printed name of person signing)

5/3/04
(Date)

President

(Title of person signing)

AMENDED CERTIFICATE OF AUTHORITY



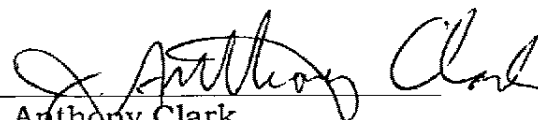
WHEREAS, the **CONSECO INSURANCE COMPANY** located at **CHICAGO**, in the State of **ILLINOIS** has complied with all the requirements of the "**Illinois Insurance Code**" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said Company to transact its appropriate business as set forth under Clause(s) **(a) and (b)** of Class 1 of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance with the laws thereof.



IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 10th day of February, 2004.

To Be Effective March 1, 2004.


J. Anthony Clark
Director



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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: FEB 11 2004

J. Anthony Clark
Director of Insurance

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2:55 PM 05/26/97 14:36:43
Cook County Recorder 31.50

ARTICLES OF REORGANIZATION
OF
AMERICAN LIFE AND CASUALTY INSURANCE COMPANY
(An Existing Iowa Corporation)
PURSUANT TO THE PROVISIONS OF ARTICLE XII
OF THE ILLINOIS INSURANCE CODE
(215 ILCS 5/180 et seq.)

The undersigned, AMERICAN LIFE AND CASUALTY INSURANCE COMPANY, a corporation organized under the laws of the State of Iowa, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Illinois, does hereby elect, pursuant to the laws of the State of Illinois (Article XII of the Illinois Insurance Code), to become redomesticated as an Illinois corporation. Upon the taking of effect of these Articles of Reorganization, American Life and Casualty Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Illinois; and all privileges, franchises and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses of action, shall be and the same are hereby ratified, approved, confirmed and assured to American Life and Casualty Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Illinois. Without limitation of the foregoing, American Life and Casualty Insurance Company shall be given recognition as a domestic insurance company of the State of Illinois for all purposes, from and after January 25, 1951, the date of its initial authorization as an insurer under the laws of the State of North Dakota, having redomesticated to Iowa in 1989.

For the purpose of setting forth its Articles as an Illinois corporation, American Life and Casualty Insurance Company hereby adopts the following Articles of Reorganization.

ARTICLE I

NAME

The name of the Corporation shall remain AMERICAN LIFE AND CASUALTY INSURANCE COMPANY.

BART MURPHY
GARDNER, CAROLINE DUGLAS
321 N. CLARK ST.
SUITE 3400
CHICAGO, IL 60610

3150
2

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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.

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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, commencing with the year 1997 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

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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, "American Life and Casualty Insurance 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.

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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

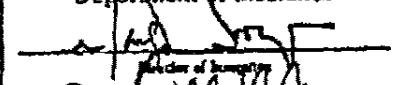
ILLINOIS LAW

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 Articles of Reorganization on the 6th day of May, 1997.


President


Secretary

Approved	8/19/97
Date	
State of Illinois	
Department of Insurance	
	
By 