

839522

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H09000252408 3)))



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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA00000000223
Phone : (850) 222-1000
Fax Number : (850) 878-5368

RE-SUBMIT

Please retain original filing
date of submission 12/4

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	84 / 12
Estimated Charge	\$35.00

RECEIVED
2009 DEC 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2009 DEC -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Central Benefits National Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 839522

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy Frederiksen
Name of Contact Person

Kaplan, Strangis and Kaplan, P.A.
Firm/Company

5500 Wells Fargo Center, 90 South 7th St.
Address

Minneapolis, MN 55402
City/State and Zip Code

nef@kakpa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nancy Frederiksen at (612) 904-5655
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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



December 7, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY
655 METRO PLACE SOUTH
SUITE 600
DUBLIN, OH 43017

SUBJECT: CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY
REF: 839522

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show this corporation was incorporated in the state of Indiana.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000252408
Letter Number: 809A00037263

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)

839522

(Document number of corporation (if known))

1. Central Benefits National Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Indiana 3. 11/14/1977
(Incorporated under laws of) (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? October 28, 2009
5. SesChange Health 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.

(New duration)

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

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

Daniel J. Bolvin
(Typed or printed name of person signing)

Executive Vice President
(Title of person signing)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show a Certificate of Amendment of CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY, an Ohio Corporation, Charter No. 783445, changing its corporate title to: SEECHANGE HEALTH INSURANCE COMPANY, was filed October 28, 2009. Said Corporation, SEECHANGE HEALTH INSURANCE COMPANY, an Ohio Corporation, Charter No. 783445, having its principal location in Dublin, County of Franklin, was incorporated on October 29, 1990, is in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 30th day of November, A.D. 2009.*

Jennifer Brunner
Ohio Secretary of State

G976-1628



Department of State

The State of Ohio

Sherrod Brown

Secretary of State

783445

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ... ART ...

of:
CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G976 at Page 1430 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 27TH day of DEC,
A.D. 1920.



Sherrod Brown
Sherrod Brown
Secretary of State

G976-1628

APPROVED

ARTICLES OF INCORPORATION AND RECONSTITUTION
OF
CENTRAL BENEFITS NATIONAL LIFE INSURANCE COMPANY

The undersigned, desiring to form a legal reserve life insurance company on the capital stock plan under Chapter 3907 of the Ohio Revised Code, does hereby certify that: these Articles are being filed in order to transfer the domicile of this corporation from Indiana to Ohio pursuant to Ohio Revised Code Section 3913.71; this corporation was originally organized on May 14, 1956, pursuant to Titles 23 and 27 of the Indiana Code; and, pursuant to Ohio Revised Code Section 3913.31(A), this corporation shall be recognized as an insurer formed under the laws of the State of Ohio as of the date of its original incorporation in its original domiciliary state, and does hereby further certify that for purposes of transferring the domicile of this corporation to Ohio:

ARTICLE I: The name of this corporation shall be Central Benefits National Life Insurance Company.

ARTICLE II: The place in the State of Ohio where its principal office is to be located is Columbus, Franklin County, Ohio.

ARTICLE III: The purposes for which it is formed are:

(a) to make insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith; to grant, purchase, or dispose of annuities; and to make insurance against accidents, sickness, or temporary or permanent physical disability to persons;

(b) to invest and reinvest its capital, surplus, and accumulations in such investments as may now or in the future be permitted by law as investments of domestic legal reserve life insurance companies; and

(c) to exercise any and all rights, powers and privileges, and to be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic legal reserve life insurance companies by the State of Ohio and to have the power and authority to engage in any act or activity lawful under the laws of the State of Ohio for domestic legal reserve life insurance companies.

ARTICLE IV: Except where the laws of the State of Ohio, the Articles of Incorporation, or the Code of Regulations of this corporation require action to be authorized or taken by shareholders, the corporate powers of this corporation shall be exercised by its Board of Directors.

ARTICLE V: The number of Directors of this corporation shall be not less than five nor more than twenty-one, a majority of whom shall be citizens of the State of Ohio. The number of Directors may be fixed or changed by resolution at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, and only by the affirmative vote of the holders of not less than a majority of the voting power of this corporation, but no reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director. The initial Direc-

G0976-1621

Directors shall be elected at the first meeting of shareholders. Directors shall hold office for one year or until their successors are elected and qualified. A majority of the Directors must be citizens of the State of Ohio.

ARTICLE VI. This corporation shall have a Chairman, President, Treasurer, Secretary, and such other officers as may from time to time be fixed by the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors. Thereafter, officers shall be elected in the manner provided by the laws of the State of Ohio or the Code of Regulations of this corporation. A majority of the officers must be citizens of the State of Ohio.

ARTICLE VII. Vacancies in the Board of Directors or in any office shall be filled in the manner provided by the laws of the State of Ohio or the Code of Regulations of this corporation.

ARTICLE VIII. The amount of paid-in capital with which this corporation shall begin business is One Million Dollars (\$1,000,000), and the amount of contributed surplus with which this corporation shall begin business is One Million Five Hundred Thousand Dollars (\$1,500,000), all of which shall be fully paid.

ARTICLE IX. The maximum number of shares which this corporation is authorized to have outstanding is One Thousand (1,000) all of which shall be common shares, \$1,000 per value.

ARTICLE X. The Directors of this corporation shall have the power to cause this corporation from time to time and at any time, and upon such terms and conditions as may be authorized by the Directors in their discretion from time to time, to purchase, hold, sell, transfer, or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of this corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of Incorporation of this corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of Incorporation of this corporation. This corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by this corporation. The authority granted in this Article X shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by this corporation or authorized by its Articles of Incorporation.

~~ARTICLE XI. A Director or Officer of this corporation shall not be~~
disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of this corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any Director or Officer, or any firm of which any Director or Officer is a shareholder, Director, or Trustee, or any trust of which any Director or Officer is a Trustee or benefi-

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clearly is in any way interested in such transaction or contract or act. No Director or Officer shall be accountable or responsible to this corporation for or in respect to any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, Director, or Trustee, or any trust of which he is a Trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such Director or Officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any Officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, Director, or Trustee, or any trust of which he is a Trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the questions of whether a Director or Officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

ARTICLE XII: No holder of any shares of any class of stock of this corporation shall be entitled as such, as a matter of right, to subscribe for, purchase or receive any part of any new or additional issue of stock of any class whatsoever, now or hereafter authorized, or of securities convertible into or exchangeable for any stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend.

ARTICLE XIII: Notwithstanding any provision of any statute of the State of Ohio as now or hereafter in force, requiring for any action or purpose the vote, consent, waiver, or release of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of such class or classes of shares, such action unless otherwise expressly required by statute may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

G0976-1633

IN WITNESS WHEREOF, the undersigned have hereunto caused these Articles
of Incorporation to be executed this 1ST day of OCTOBER, 1982.

CENTRAL BENEFITS NATIONAL LIFE
INSURANCE COMPANY

by John B. Reinhardt, Jr.
John B. Reinhardt, Jr., Chairman;
Chief Executive Officer



Attorney General
Anthony J. Celebrezze, Jr.

G0976-1628

October 29, 1990

Honorable Sherrod Brown
Secretary of State
30 East Broad Street
14th Floor
Columbus, Ohio 43215

ATTN: BRUCE GALLO
CORPORATE COUNSEL

Re: Articles of Redomestication and Incorporation
Central Benefits National Life Insurance Company

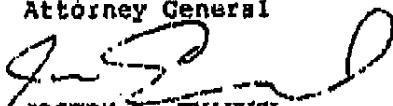
Dear Sir:

I have reviewed the articles of redomestication and incorporation of the Central Benefits National Life Insurance Company adopted October 1, 1990. I have also discussed the same with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles of redomestication and incorporation and my review of the relevant statutes, I find the articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Very truly yours,

ANTHONY J. CELEBREZZE, JR.
Attorney General


JOSEPH D. EMANUEL
Assistant Attorney General
Health, Education, and Human
Services Section

30 E. Broad St., 15th Floor
Columbus, Ohio 43266-0410
(614) 466-8600

/pjh/75005
Enclosures
cc: Carol S. Schaefer

CH 783463- UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 11 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 18th day of
December A.D. 2009

A handwritten signature of Jennifer Brunner in cursive script.

JENNIFER BRUNNER
Secretary of State

By: A handwritten signature of Jennifer Brunner in cursive script.

NOTICE: This is an official certification only when reproduced in red ink.