

841010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

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(Business Entity Name)

(Document Number)

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2016 APR 20 PM 2:24  
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CLASSED 1100

841010  
4/21 m

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Manhattan National Life Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 841010

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kayla Cooper

\_\_\_\_\_  
Name of Contact Person

Keating Muehling & Klekamp PLL

\_\_\_\_\_  
Firm/Company

1 E. 4th Street, Suite 1400

\_\_\_\_\_  
Address

Cincinnati, Ohio 45202

\_\_\_\_\_  
City/State and Zip Code

kcooper@kmklaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kayla Cooper

at ( 513 ) 639-3832

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 6, 2016

KAYLA COOPER  
1 E. 4TH STREET, STE 1400  
CINCINNATI, OH 45202

SUBJECT: MANHATTAN NATIONAL LIFE INSURANCE COMPANY  
Ref. Number: 841010

We have received your document for MANHATTAN NATIONAL LIFE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 816A00007004

**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)**

841010

(Document number of corporation (if known))

1. MANHATTAN NATIONAL LIFE INSURANCE COMPANY

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

2. Illinois

(Incorporated under laws of)

3. 07/05/1978

(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? \_\_\_\_\_

5. \_\_\_\_\_  
(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.

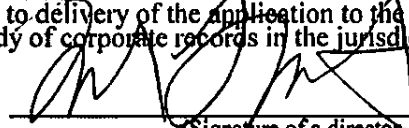
\_\_\_\_\_  
(New duration)

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

Mark Muething

(Typed or printed name of person signing)

Executive Vice President

(Title of person signing)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

*I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
18th day of April, A.D. 2016.*

Ohio Secretary of State

*Jon Husted*

Validation Number:

201610900858



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/22/2014	201414101516	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	0.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM CHRIS RICKARD  
4400 EASTON COMMONS WAY  
SUITE 125  
COLUMBUS, OH 43219

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
**2297348**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**MANHATTAN NATIONAL LIFE INSURANCE COMPANY**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/FOR PROFIT**

Effective Date: 05/21/2014

Document No(s):

**201414101516**



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

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
22nd day of May, A.D. 2014.

*Jon Husted*

**Ohio Secretary of State**



Form 532A Prescribed by:  
**JON HUSTED**  
**Ohio Secretary of State**

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Busserv@OhioSecretaryofState.gov](mailto:Busserv@OhioSecretaryofState.gov)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1380  
Columbus, OH 43216

**Initial Articles of Incorporation**  
**(For Profit, Domestic Corporation)**  
**Filing Fee: \$125**  
**(113 - ARF)**

**First:** Name of Corporation   
(Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)

**Second:** Location of Principal office in Ohio  
City  State   
County

Effective Date (Optional)  (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

**Third:** The number of shares which the corporation is authorized to have outstanding.  
(Please state if shares are common or preferred and their par value, if any.)

Number of Shares	Type	Par Value
<input type="text" value="200"/>	<input type="text" value="common stock"/>	<input type="text" value="\$12,500 per share"/>

**Fourth:** If the corporation is to have an initial stated capital, please state the amount of that stated capital  
  
Amount

**\*\*Note:** ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.\*\*

RECEIVED  
SECRETARY OF STATE  
2014 MAY 21 PM 12:42  
CLIENT SERVICE CENTER

**ORIGINAL APPOINTMENT OF STATUTORY AGENT**

The undersigned, being at least a majority of the incorporators of Manhattan National Life Insurance Company hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

KMK Service Corp.

Name

1 E. 4th Street, Suite 1400

Mailing Address

Cincinnati

City

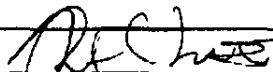
Ohio

State

45202

Zip Code

Must be signed by the  
Incorporators or a  
majority of the  
incorporators



Signature Robert C. Lesan III

Signature

Signature

**ACCEPTANCE OF APPOINTMENT**

The Undersigned,

KMK Service Corp.

, named herein as the

Statutory Agent Name

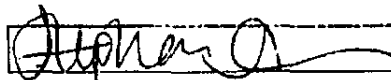
Statutory agent for

Manhattan National Life Insurance Company

Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature



Individual Agent's Signature/Signature on Behalf of Corporate Agent

Stephanie Alexander, Assistant Secretary

☐ If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.



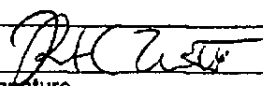
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

  
Signature

By

Robert C. Lesan III  
Print Name

Signature

By

Print Name

Signature

By

Print Name

**ARTICLES OF INCORPORATION AND REDOMESTICATION**  
**OF**  
**MANHATTAN NATIONAL LIFE INSURANCE COMPANY**

**PREAMBLE**

The undersigned corporation desires to transfer its corporate domicile from the State of Illinois to the State of Ohio pursuant to approval of the Ohio Superintendent of Insurance under the authority of Section 3913.40 of the Ohio Revised Code, as it now exists or may hereafter be amended, and to be recognized as a corporation from its original date of incorporation of December 20, 1956, in the State of Illinois.

On December 20, 1956, Northern Founders Insurance Company was incorporated in North Dakota. On April 2, 1965, the corporation amended its articles to change its name to Northern National Life Insurance Company. On December 15, 1981, the corporation amended its articles to change its name to Manhattan National Life Insurance Company. On July 14, 1994, the corporation was redomiciled in Illinois.

The undersigned, who is a citizen of the United States, does hereby certify:

**ARTICLE 1.** The name of the company shall remain Manhattan National Life Insurance Company.

**ARTICLE 2.** The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

**ARTICLE 3.** The purposes for which it is formed are:

- (a) To make insurance upon the lives of individuals, and to transact every type of insurance allowed by Section 3911.01 of the Ohio Revised Code.
- (b) To invest and reinvest its capital, surplus and accumulations in such investments as may now or in the future be permitted by laws as investments of legal reserve life insurance companies.
- (c) To do all things necessary and proper to carry out the above purposes and to possess and have the right to exercise all powers and rights now or hereafter conferred by law upon domestic legal reserve life insurance companies under the laws of the State of Ohio.

The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

**ARTICLE 4.** All corporate powers of the Company shall be exercised by the Board of Directors and the Officers selected by the Board of Directors.

**ARTICLE 5.** The number of Directors shall be not less than [five] nor more than [fifteen] with the number of Directors to be elected at any meeting of Stockholders to be fixed by the Stockholders at said meeting. A majority of the Directors must be citizens of the State of Ohio.

**ARTICLE 6.** This Company shall have such Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors. A majority of the Officers shall be citizens of the State of Ohio.

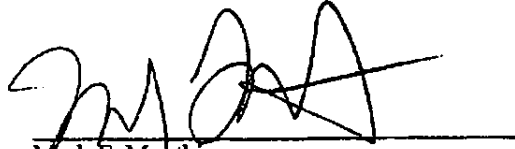
**ARTICLE 7.** Vacancies among Directors shall be filled by a majority vote of the remaining Directors, and the succeeding Directors shall fill the unexpired term of the Director he is replacing. Vacancies among Officers shall be filled by the President. The succeeding Officer shall serve until the next annual meeting.

**ARTICLE 8.** The total number of shares which the Company shall be authorized to have outstanding shall be 200. All of these shares shall be Common Stock with a par value of \$12,500 per share.

**ARTICLE 9.** No holder of any shares of the Company shall have any preemptive rights to subscribe for or to purchase any shares of the Company or any class whether such shares or such class be now or hereafter authorized to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

**ARTICLE 10.** The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23<sup>rd</sup> day of December, 2013.



Mark F. Muething

5166379.2

STATE OF OHIO  
DEPARTMENT OF INSURANCE  
50 W. Town Street, Third Floor, Suite 300  
Columbus, Ohio 43215

IN THE MATTER OF: : MARY TAYLOR  
: LT. GOVERNOR/DIRECTOR  
MANHATTAN NATIONAL LIFE :  
INSURANCE COMPANY : ORDER AND JOURNAL ENTRY  
: (NAIC No. 67083) :  
:

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ORDER

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1. Manhattan National Life Insurance Company (the "Company"), presently domiciled in the State of Illinois, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Ohio.
2. The Company has designated its principal place of business in this state as, 301 East Fourth Street, Cincinnati, Ohio 45202.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the State of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Illinois to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (December 20, 1956).

This Order made and entered into the Journal of the Ohio Department of Insurance this 26 day of March, 2014.

  
Mary Taylor  
Lt. Governor/Director



**MIKE DEWINE**

★ OHIO ATTORNEY GENERAL ★

Health and Human Services  
(614) 466-8600 Telephone  
(614) 466-6090 Facsimile  
30 East Broad Street, Level 26  
Columbus, Ohio 43215

[www.ohioattorneygeneral.gov](http://www.ohioattorneygeneral.gov)

March 27, 2014

Allison A. DeSantis  
Director of Business Services  
Ohio Secretary of State  
180 East Broad Street, 16<sup>th</sup> Floor  
Columbus, OH 43215

**Re: Manhattan National Life Insurance  
Proposed Articles of Redomestication**

Dear Ms. DeSantis:

I have reviewed the Proposed Articles of Redomestication of the Manhattan National Life Insurance Company. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my examination of these Articles 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.

Regards,

**MICHAEL DEWINE**  
Attorney General of Ohio



**SCOTT MYERS**  
Assistant Attorney General  
Health and Human Services  
30 East Broad Street, 26<sup>th</sup> floor  
Columbus, Ohio 43215  
614-466-8600  
614-466-6090 (facsimile)

SM/mr

cc: Stephen J. Vamos, Esq.



**ODI**

Ohio Department  
of Insurance

John R. Kasich, Governor  
Mary Taylor, Lt. Governor/Director

50 West Town Street  
Third Floor - Suite 300  
Columbus, OH 43215-4186  
(614) 644-2658  
[www.insurance.ohio.gov](http://www.insurance.ohio.gov)

(614) 728-1274  
(614) 644-3742(fax)  
[Steve.vamos@insurance.ohio.gov](mailto:Steve.vamos@insurance.ohio.gov)

March 4, 2014

Scott Myers  
Assistant Attorney General  
Health & Human Resources Section  
Ohio Attorney General's Office  
30 East Broad Street, 26<sup>th</sup> Floor  
Columbus, Ohio 43215-3428

Re: Manhanan National Life Insurance Company  
Proposed Articles of Redomestication

Dear Mr. Myers:

Enclosed please find the executed proposed Articles of Redomestication of the above referenced company.

Based upon my review, the Department extends its pre-clearance to the proposed Articles of Redomestication.

In your anticipated approval letter, please remind the company that it must wait to file these articles until such time as it has in hand an Order, executed by the Superintendent of Insurance, approving the proposed transfer of domicile into Ohio. Further, a copy of that Order should be a part of the filing of the Articles made with the Ohio Secretary of State.

Thank you for your assistance with this matter.

Sincerely,

Stephen J. Vamos  
Staff Counsel

cc: Mark F. Muething