

843378

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

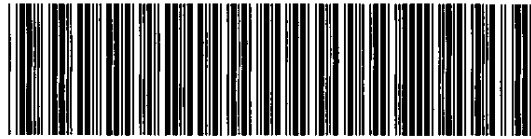
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 SEP -4 AM 10:25

Ps 9/4/07  
Amend

Janet L. Ekenberg  
Senior Law Specialist  
Legal Division  
Phone: 608/231-7883  
Fax: 608/236-7883  
E-mail: janet.ekenberg@cunamutual.com



## OVERNIGHT DELIVERY

July 31, 2007

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

**SUBJECT: MEMBERS Life Insurance Company  
Application for Redomestication of a Foreign Insurer: Domicile Change  
from Wisconsin to Iowa**

Dear Sir and Madam:

On behalf of MEMBERS Life Insurance Company ("MEMBERS Life"), the following information is provided to you in your review of our request for redomestication:

- MEMBERS Life is applying for redomestication authorization.
- MEMBERS Life's Home Office is 2000 Heritage Way, Waverly, Iowa 50677
- MEMBERS Life's state of domicile is Iowa.
- Contact Person is Janet Ekenberg, c/o CUNA Mutual Group (5910 4 C2), 5910 Mineral Point Road, Madison, Wisconsin 53705-4456; E-mail: janet.ekenberg@cunamutual.com; telephone: 608-231-7883; fax 608-236-7883.

In support of our request for redomestication authorization, please find the following items and supporting documents:

1. Application form
2. Filing fee

Thank you for your time and consideration. Please give me a call if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Janet L. Ekenberg", with a checkmark at the end.

Janet L. Ekenberg  
Senior Law Specialist  
Legal Division

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MEMBERS LIFE INSURANCE COMPANY  
(Name of Corporation)

**DOCUMENT NUMBER:** 843378

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JANET L. EKENBERG

(Name of Contact Person)

CUNA MUTUAL GROUP

(Firm/Company)

5910 MINERAL POINT ROAD

(Address)

MADISON, WISCONSIN 53705

(City/State and Zip Code)

For further information concerning this matter, please call:

JANET L. EKENBERG

(Name of Contact Person)

at ( 608 ) 231-7883

(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

**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)**

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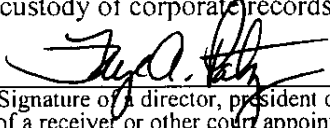
(Document number of corporation (if known))

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
2001 SEP -4 AM 10:26

1. MEMBERS LIFE INSURANCE COMPANY  
(Name of corporation as it appears on the records of the Department of State)
2. WISCONSIN 3. JUNE 18, 1979  
(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? NOT APPLICABLE
5. NOT APPLICABLE  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- NOT APPLICABLE  
(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.  
IOWA  
(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)

FAYE A. PATZNER  
(Typed or printed name of person signing)

SENIOR VICE PRESIDENT  
(Title of person signing)

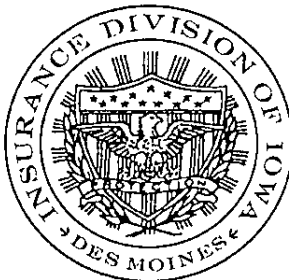
**STATE OF IOWA**  
**INSURANCE DIVISION**  
**CERTIFICATE OF SIMILARITY**

*I, Susan E. Voss, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of*

the Amended and Restated Articles of Incorporation of MEMBERS Life Insurance Company,  
Approved May 3, 2007

*as the same appears of record in this Division.*

*IN WITNESS WHEREOF, I have  
hereunto set my hand and caused my  
official seal to be affixed at the City of  
Des Moines this 28th day of August,  
A.D. 2007.*



Original seal is red

*Susan E. Voss*

COMMISSIONER OF INSURANCE

345383

STATE  
2008

**RESTATED ARTICLES OF INCORPORATION  
OF  
MEMBERS LIFE INSURANCE COMPANY**

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 490.1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is MEMBERS Life Insurance Company.
2. The corporation has been a Wisconsin stock insurance corporation and, through the filing of these Restated Articles of Incorporation, is becoming an Iowa stock insurance corporation pursuant to Sections 490.902 and 508.12 of the Code of Iowa (2007).
3. The text of the Restated Articles of Incorporation is as follows:

**ARTICLE I**

The name of the corporation is MEMBERS Life Insurance Company (the "Company").

**ARTICLE II**

These Restated Articles of Incorporation (the "Restated Articles") are being filed by the Company in connection with the redomestication of the Company from the State of Wisconsin to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Code of Iowa (2007). The Company is continuing its corporate existence which commenced upon its incorporation under the laws of the State of Wisconsin on February 27, 1976, and is retaining all of its original rights, powers, privileges, immunities, franchises and authorities. All of the contract rights of policyowners now holding contracts of insurance issued or assumed by the Company are and shall be retained. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles of incorporation and amendments thereto.

**ARTICLE III**

The principal place of business of the Company and its registered office in the State of Iowa shall be located at 2000 Heritage Way, in the City of Waverly, Bremer County, Iowa, and its registered agent at that office is Reid A. Koenig.

535403 ARTICLE 1000 KELLY 2 50/07

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#### ARTICLE IV

The Company shall have perpetual duration.

#### ARTICLE V

The purpose for which the Company is organized is the transaction of any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act, Chapter 490 of the Code of Iowa (2007), and successor statutory provisions, including but not limited to:

- A. Acting as a life insurance company pursuant to Chapter 508 of the Code of Iowa (2007), and successor statutory provisions, and writing any or all of the lines of insurance and annuity business authorized by Chapter 508 and any other line of insurance or annuity business authorized by the laws of the State of Iowa or approved by the Commissioner of Insurance of the State of Iowa.
- B. Reinsuring and accepting reinsurance on any or all of the lines of business set forth in paragraph A of this Article V.

#### ARTICLE VI

The aggregate number of shares of stock that the Company is authorized to issue is One Thousand (1,000) shares of common stock, with a par value of Five Thousand Dollars (\$5,000) per share. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Company upon dissolution.

## ARTICLE VII

Section 7.1. The business and affairs of the Company shall be managed by a board of directors consisting of not less than nine (9) nor more than fifteen (15) members, with the actual number of members set forth in, or determined in accordance with the procedures prescribed in, the bylaws of the Company (the "Bylaws").

## ARTICLE VIII

The following persons, who constitute the present board of directors of the Company, shall continue to serve as directors for a term expiring at the next annual meeting of shareholders and until their successors are elected and qualified or until their earlier death, resignation or removal:

Eldon R. Arnold  
Loretta M. Burd  
Joseph J. Gasper  
Victoria W. Miller  
Jeffrey H. Post  
Farouk D. G. Wang  
James W. Zilinski

James L. Bryan  
William B. Eckhardt  
Bert J. Hash  
C. Alan Peppers  
Neil A. Springer  
Larry T. Wilson

## ARTICLE IX

A director of the Company shall not be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Company or the shareholders; (3) a violation of Section 490.833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Company with respect to any state of facts existing at or prior to the time of such repeal or modification.

## ARTICLE X

Section 10.1. All capitalized terms used in this Article X and not otherwise hereinafter defined in this Section 10.1 shall have the meaning set forth in Section 490.850 of the Statute. The



following capitalized terms (including any plural forms thereof) used in this Article X shall be defined as follows:

(a) "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company.

(b) "Authority" shall mean the entity selected by the Director or Officer to determine his or her right to indemnification in accordance with the Bylaws.

(c) "Board" shall mean the entire then elected and serving board of directors of the Company, including all members thereof who are Parties to the subject Proceeding or any related Proceeding.

(d) "Breach of Duty" shall mean the Director or Officer breached or failed to perform his or her duties to the Company and his or her breach of or failure to perform those duties is determined, in accordance with the Bylaws, to constitute any of the following: (i) a transaction from which the Director or Officer received a financial benefit to which the Director or Officer is not entitled; (ii) an intentional infliction of harm on the Company or the shareholders; (iii) a violation of Section 490.833 of the Iowa Business Corporation Act; or (iv) an intentional violation of criminal law.

(e) "Company," as used herein and as defined in the Statute and incorporated by reference into the definitions of certain other capitalized terms used herein, shall mean this Company, including, without limitation, any successor corporation or entity to this Company by way of merger, consolidation or acquisition of all or substantially all of the assets of this Company.

(f) "Director or Officer" shall have the meaning set forth in the Statute; provided, that for purposes of this Article X, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the Company.

(g) "Disinterested Quorum" shall mean a quorum of the Board who are not Parties to the subject Proceeding or any related Proceeding.

(h) "Party" shall have the meaning set forth in the Statute; provided, that, for purposes of this Article X, the term "Party" shall also include any Director or Officer or employee of the Company who is or was a witness in a Proceeding at a time when he or she has not otherwise been formally named a Party thereto.

(i) "Proceeding" shall have the meaning set forth in the Statute; provided, that, for purposes of this Article X, the term "Proceeding" shall also include all Proceedings (i) brought before an Authority or otherwise to enforce rights hereunder; (ii) any appeal from a

Proceeding; and (iii) any Proceeding in which the Director or Officer is a plaintiff or petitioner because he or she is a Director or Officer; provided, however, that any such Proceeding under this subsection (iii) must be authorized by a majority vote of a Disinterested Quorum.

(j) "Statute" shall mean Sections 490.850 through 490.858, inclusive, of the Iowa Business Corporation Act, Chapter 490 of the Code of Iowa (2007), as the same shall then be in effect, including any amendments thereto, but, in the case of any such amendment, only to the extent such amendment permits or requires the Company to provide broader indemnification rights than the Statute permitted or required the Company to provide prior to such amendment.

Section 10.2. To the fullest extent permitted or required by the Statute, the Company shall indemnify a Director or Officer against all Liabilities incurred by or on behalf of such Director or Officer in connection with a Proceeding in which the Director or Officer is a Party because he or she is a Director or Officer.

4. These Restated Articles of Incorporation were adopted on April 26, 2007.

5. These duly adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.


6. These Restated Articles of Incorporation amend the original articles of incorporation and all amendments thereto, thus requiring shareholder approval. These Restated Articles of Incorporation were approved by the shareholders of the corporation in the manner required by the Iowa Business Corporation Act and by the original articles of incorporation and all amendments thereto.

Dated this 26<sup>th</sup> day of April, 2007.

MEMBERS Life Insurance Company

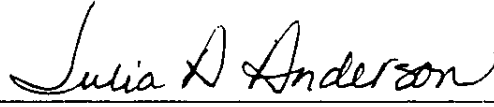
SEAL

By:   
Name: Jeffrey H. Post  
Title: President and Chief Executive Officer

By:   
Name: Faye A. Patzner  
Title: Secretary

STATE OF WISCONSIN    )  
                                  ) SS  
COUNTY OF DANE        )

On this 26<sup>th</sup> day of April, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey H. Post and Faye A. Patzner, being by me duly sworn did say that they are the President and Chief Executive Officer and the Secretary, respectively, of MEMBERS Life Insurance Company, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said corporation; that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and the said President and Chief Executive Officer and Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntary executed.

  
\_\_\_\_\_  
Notary Public in and for said State  
Exp: 3/16/08

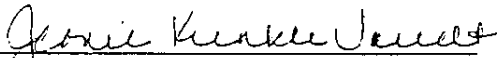
## COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Restated Articles of Incorporation of **MEMBERS Life Insurance Company** (adopted April 26, 2007).

SUSAN E. VOSS  
Iowa Insurance Commissioner

THOMAS J. MILLER  
Iowa Attorney General

  
By: JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

  
By: JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 5/3/07

Date: 5/3/07

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