

843870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

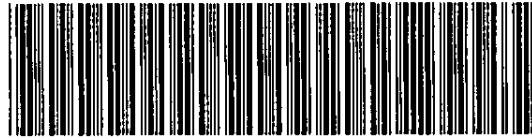
(Business Entity Name)

(Document Number)

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STATE OF TEXAS
DIVISION OF CLERK OF COURT
12 SEP 19 PM 12:43

Name chg
@ 9/20/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fort Dearborn Life Insurance Company - NAIC #71129
Name of Corporation

DOCUMENT NUMBER: 843870

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William R. Barnes
Name of Contact Person

Dearborn National Life Insurance Company
Firm/Company

1020 West 31st Street
Address

Downers Grove, IL 60515
City/State and Zip Code

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

For further information concerning this matter, please call:

Sharon Gehrke at (630) 824-6170
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
Check #1386806 issued 3/19/12
in the amount of \$70.00 provided
in letter dated May 18, 2012
- \$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)

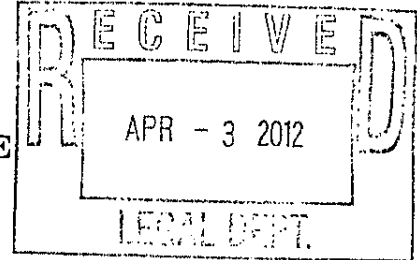
Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

COPY



FLORIDA DEPARTMENT OF STATE
Division of Corporations



March 23, 2012

WILLIAM R. BARNES
FORT DEARBORN LIFE INSURANCE COMPANY
1020 WEST 31ST STREET
DOWNERS GROVE, IL 60515

SUBJECT: FORT DEARBORN LIFE INSURANCE COMPANY
Ref. Number: 843870

We have received your document for FORT DEARBORN LIFE INSURANCE COMPANY and your check(s) totaling \$70.00. 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.

Irene Albritton
Regulatory Specialist II

Letter Number: 712A00010018

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)

843870

(Document number of corporation (if known))

1. Fort Dearborn Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Illinois
(Incorporated under laws of)

3. August 8, 1979
(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? January 1, 2012

5. Dearborn National 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.

N/A
(New duration)

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

N/A
(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)

William R. Barnes
(Typed or printed name of person signing)

VP, Gen. Counsel & Secy.
(Title of person signing)

RECEIVED
12 SEP 19 PM 12:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DEARBORN
NATIONAL INSURANCE COMPANY (FORMERLY KNOWN AS FORT DEARBORN
LIFE INSURANCE COMPANY) EFFECTIVE JANUARY 1, 2012**

Dearborn National Insurance Company, a company authorized to transact business under the provisions of Article II of the Illinois Insurance Code, does hereby adopt the following Articles of Incorporation as amended:

ARTICLE ONE

The name of the Company is Dearborn National Insurance Company.

ARTICLE TWO

The principal office of the Company shall be located in Chicago, Illinois.

ARTICLE THREE

The duration of the Company is perpetual.

ARTICLE FOUR

The Company shall be authorized and empowered to engage in the classes of insurance and reinsurance business specified in Class I(a) and Class I(b) of Section 4 of the Illinois Insurance Code.

ARTICLE FIVE

(a) The number of Directors shall be not less than three (3) nor more than twenty-one (21) as may be fixed from time to time by the By-Laws of the Company. Each Director shall be at least 21 years of age; at least three (3) Directors shall be at all times a resident and citizen of the State of Illinois.

(b) At the first meeting of the Shareholders after the merger, and at each annual meeting thereafter, all Directors in the numbers fixed by the By-Laws in effect at the time of the meeting shall be elected by the Shareholders, to hold office until the next annual meeting of the



Doc#: 1200422053 Fee: \$66.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 1/1/2012 11:42 AM Pg: 1 of 4

Shareholders or until their successors are duly elected and qualified.

(c) In all elections for Directors, every 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 accumulate his shares and give one candidate as many votes as the number of directors multiplied by the number his shares equal, or to distribute them on the same principle among as many candidates as he thinks fit.

(d) The Board of Directors shall have the sole power to make, alter, amend or repeal the By-Laws of the Company.

(e) The following persons will serve as Directors until their indicated terms expire and their successors are elected, or until their earlier death, resignation or removal:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRATION</u>
James R. Crane	300 East Randolph Street Chicago, Illinois 60601	November, 2012
Martin G. Foster	300 East Randolph Street Chicago, Illinois 60601	November, 2012
Gerard T. Mallen	300 East Randolph Street Chicago, Illinois 60601	November, 2012
Anthony F. Trani	300 East Randolph Street Chicago, Illinois 60601	November, 2012
Sherman M. Wolff	300 East Randolph Street Chicago, Illinois 60601	November, 2012

ARTICLE SIX

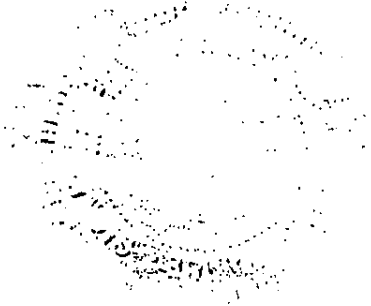
(a) The authorized capital of the Company is Eight Million Three Hundred Forty Thousand Dollars (\$8,340,000.00).

(b) The aggregate number of shares which the Company has authority to issue is Three Million (3,000,000) common shares.

- (c) The par value of each share is \$2.78.
- (d) Six Hundred Thousand (600,000) common shares were issued and sold prior to issuance of the original certificate of authority to transact business to provide a paid-up capital of Six Hundred Thousand (\$600,000) Dollars and paid-in surplus of not less than Three Hundred Thousand (\$300,000) Dollars.
- (e) Additional shares may be issued and sold up to the amount of authorized shares upon resolutions adopted from time to time by the Board of Directors and permits issued pursuant thereto by the Director of Insurance of the State of Illinois.

ARTICLE SEVEN

Shareholder shall have pre-emptive rights in any shares of the Company now or hereafter authorized or issued.



Approved 12-30-11
To be Effective January 1, 2012.
State of Illinois
Department of Insurance
by: Robert J. Vagno
Acting Director of Insurance

IN WITNESS WHEREOF, Dearborn National Insurance Company has caused these Articles of Incorporation to be executed by its President, attested by its Secretary and the corporate seal affixed on the 17th day of November, 2011.

By: *Anthony F. Trani*
Anthony F. Trani
President & Chief Executive Officer

Prepared by: Julia Marshall
1020 31st Street
Downers Grove, IL 60515

ATTESTED BY:

By: *Julia Marshall*
Julia Marshall, Secretary