

843870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

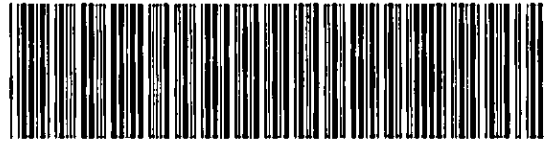
(Business Entity Name)

(Document Number)

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R. WHITE  
APR 16 2019

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2019 APR -9 AM 10:20  
FBI

# DEARBORN LIFE INSURANCE COMPANY

April 8, 2019

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Central Circle  
Tallahassee, FL 32301

Re: Company Name Change to Dearborn Life Insurance Company  
(f/k/a Dearborn National Life Insurance Company)  
NAIC # 7112 & UCAA Application/Tracking #116136  
Document # 843870

Dear Sir or Madam:

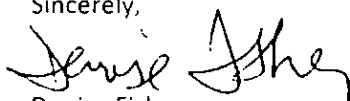
Please be advised that Dearborn National Life Insurance Company changed its name to **Dearborn Life Insurance Company** which was approved by the Illinois Department of Insurance (state of domicile) on February 22, 2019. Additionally, we filed/uploaded documents on the UCAA website on March 12, 2019 to notify the UCAA and all states (including your state) that Dearborn Life Insurance Company conducts business in that its name changed.

Additionally, please find enclosed documents approved by Illinois concerning the name change along with a check in the amount of \$35.00 for the Amendment Application for the Florida Department of State. Please forward a new Certification under the new company name of Dearborn Life Insurance Company (document number 843870) along with any other appropriate paperwork from your state reflecting the approved name change to:

Denise Fisher  
Dearborn Life Insurance Company  
701 East 22<sup>nd</sup> Street  
Lombard, IL 60148

If you have any questions, feel free to reach out to me at [denise\\_a\\_fisher@bsbsil.com](mailto:denise_a_fisher@bsbsil.com) or 630-519-0718 and/or Eric Chandler at [eric\\_chandler@bcbsil.com](mailto:eric_chandler@bcbsil.com) or 630-519-0671.

Sincerely,



Denise Fisher  
Senior Paralegal

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dearborn National Life Insurance Company  
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:

Denise Fisher

Name of Contact Person

Dearborn Life Insurance Company

Firm/Company

701 East 22nd Street

Address

Lombard, IL 148

City/State and Zip Code

denise\_a\_fisher@bcbsil.com

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

For further information concerning this matter, please call:

Eric R. Chandler - General Counsel & Secretary at (630) 519-0671

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

**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)**

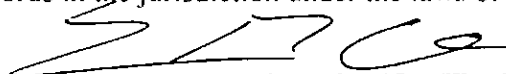
843870

(Document number of corporation (if known))

1. Dearborn National Life Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. August 9, 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? February 22, 2019
5. Dearborn Life 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)
- N/A  
(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)

Eric R. Chandler

(Typed or printed name of person signing)

General Counsel & Secretary

(Title of person signing)

FILED  
2019 APR -9 AM 10:20  
TALLAHASSEE, FLORIDA



**AMENDED CERTIFICATE OF AUTHORITY**

WHEREAS, Dearborn Life Insurance Company (*f/k/a Dearborn National Life Insurance Company*), located at Chicago, Illinois, has complied with the requirements of the "*Illinois Insurance Code*" applicable to said Company:

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

DEPARTMENT OF INSURANCE of the State  
of Illinois;

DATE: 2/22/2019

KEVIN FRY  
ACTING DIRECTOR OF INSURANCE



# STATE OF ILLINOIS

## DEPARTMENT OF INSURANCE



WHEREAS, Dearborn Life Insurance Company, located in the city of Chicago, State of Illinois, was incorporated pursuant to the provisions of the "*Illinois Insurance Code*" applicable to said Company.

NOW, THEREFORE, I, the undersigned Acting Director of Insurance of the State of Illinois, do hereby certify that the said Company is authorized to transact its appropriate business as set forth under Clause(s) (a) Life (including Variable Contracts) and (b) Accident & Health of Class 1 of Section 4 of the "*Illinois Insurance Code*" in this State, in accordance with the laws thereof.

DEPARTMENT OF INSURANCE  
OF THE STATE OF ILLINOIS

Date: March 5, 2019



Kevin Fry  
Kevin Fry  
Acting Director of Insurance

Certificate of Compliance



## Illinois Department of Insurance

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JB PRITZKER  
Governor

KEVIN FRY  
Acting Director

February 26, 2019

Denise A. Fisher  
Dearborn Life Insurance Company  
701 East 22<sup>nd</sup> Street  
Lombard, IL 60148

RE: Name Change of Dearborn National Life Insurance Company to Dearborn Life Insurance Company, effective February 22, 2019

Dear Ms. Fisher:

Enclosed please find the company's Amended Articles of Incorporation and Amended Certificate of Authority reflecting the name change, approved by the Director on February 22, 2019.

An invoice in the amount of \$250.00 for the above is being sent to your attention under separate cover.

Sincerely,

A handwritten signature in black ink that reads "Amy Stuart".

Amy Stuart  
Supervisor, LAH Corporate Regulation  
[Amy.stuart@illinois.gov](mailto:Amy.stuart@illinois.gov)

Enclosure



•1906455000•

Doc# 1906455000 Fee \$44.00

EDWARD M. MOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 03/05/2019 08:51 AM PG: 1 OF 4

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
DEARBORN NATIONAL LIFE INSURANCE COMPANY  
EFFECTIVE JANUARY 25, 2019**

Prepared By:  
Dearborn Life Insurance Company  
701 East 22<sup>nd</sup> Street  
Lombard, Illinois 60148



**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DEARBORN NATIONAL LIFE  
INSURANCE COMPANY EFFECTIVE JANUARY 25, 2019**

Dearborn National Life 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 and restated:

**ARTICLE ONE**

The name of the Company now shall be Dearborn Life 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 each annual meeting of the Shareholders, 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 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>
Ralph Folz	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
Michael Frank	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
James McCann	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
Carl McDonald	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
Maurice Smith	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
Michael Witwer	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019
Sherman M. Wolff	c/o Corporate Secretary 701 E. 22nd Street, Suite 300 Lombard, IL 60148	November, 2019

#### 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.

IN WITNESS WHEREOF, Dearborn Life Insurance Company has caused these Articles of Incorporation to be executed by its President, attested by its Corporate Secretary and the corporate seal affixed on the 25th day of January, 2019.

By: Michael St. Spitzer  
Michael Witwer  
President & Chief Executive Officer

ATTESTED BY:

By: Eric R. Chandler  
Eric R. Chandler  
Corporate Secretary



Approved	<u>2/22/2019</u>
State of Illinois Department of Insurance	
by:	<u>[Signature]</u> Acting Director of Insurance

# *State of Florida*

## *Department of State*

I certify from the records of this office that DEARBORN NATIONAL LIFE INSURANCE COMPANY is an Illinois corporation authorized to transact business in the State of Florida, qualified on August 8, 1979.

The document number of this corporation is 843870.

I further certify that said corporation has paid all fees due this office through December 31, 2019, that its most recent annual report/uniform business report was filed on April 3, 2019, and that its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Third day of April, 2019*



*Ronald R. Lee*  
**Secretary of State**

Tracking Number: 3768113892CC

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>