

 846539
Manulife Financial

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FILED
97 APR 21 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 15, 1997

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

By Registered Mail

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*****43.75 *****43.75

Dear Sir:

Re: Capitol Bankers Life Insurance Company (NAIC# 62421)
Redomestication from Minnesota to Michigan

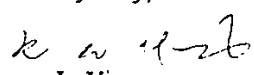
In connection with the redomestication of Capitol Bankers Life Insurance Company, one of Manulife Financial's subsidiaries, which became effective as of December 31, 1996, we are pleased to enclose the following:

1. Application for amendment
2. Certified Restated Articles of Incorporation
3. Certified Order of Approval of redomestication issued by Michigan
4. Our check for \$43.75 representing the filing fee and the fee for a Certificate of Status.

We trust that the above will complete your department's requirements and will allow you to forward a Certificate of Status to my attention.

Should you have any questions or comments, please direct them to me. Thank you for your assistance in this matter.

Yours very truly,


Kwong L. Yiu
/ky
Encl.

*Redomestication
Amend*

VS APR 29 1997

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)

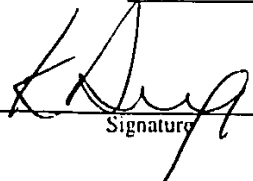
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97 APR 21 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. CAPITOL BANKERS LIFE INSURANCE COMPANY
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. July 22, November 14, 1980
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? N/A
5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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.

Bloomfield Hills, Michigan
New Jurisdiction


Signature

M. Kim Duggan
Typed or printed name

April 15, 1997
Date

Assistant Secretary
Title

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
INSURANCE BUREAU
Before the Commissioner of Insurance *Kathleen Parsons*
Date: *3-27-97*

In the matter of the proposed redomestication
of Capitol Bankers Life Insurance Company from
Minnesota to Michigan /

No. 96-253-M

Issued and Entered
this *19th* day of *December*, 1996
by D. Joseph Olson
Commissioner of Insurance

ORDER APPROVING REDOMESTICATION
AND
BOOKS AND RECORDS PLAN

I

BACKGROUND

Capitol Bankers Life Insurance Company ("Capitol Bankers"), a stock Minnesota life insurer, has applied to the Michigan Commissioner of Insurance ("Commissioner") to redomesticate to Michigan pursuant to the provisions of MCL 500.412 *et seq.* Capitol Bankers' application to redomesticate was filed on November 22, 1996, and was supplemented by letters dated December 5, 10, and 12, 1996, and an application for disability authority received on December 11, 1996. The supplemental letters included a request for approval of a books and records plan pursuant to the provisions of MCL 500.5256. The supplemental letters also included an undertaking regarding removal of Directors and Officers of Capitol Bankers in certain circumstances, given that fingerprints requested pursuant to the provisions of MCL 500.249a have not yet been submitted, and the results thereof will not be available before the proposed effective date of redomestication.

Currently, Capitol Bankers is wholly-owned by The Manufacturers Life Insurance Company, a Canadian domiciled life insurer, whose United States operations are conducted through its US Branch with a Michigan port of entry. Three other life insurers in the holding company are Michigan domiciled.

The letters received on November 22, 1996, indicate the proposed redomestication is the last step in the merger between North American Life Assurance Company and the Manufacturers Life Insurance Company, (which was previously approved by the Commissioner), and the proposed redomestication was a condition of approval of said merger by Minnesota.

II

ISSUE

At issue in this matter is whether or not the statutory requirements have been met such that, pursuant to the provisions of MCL 500.412, the Commissioner shall approve the proposed redomestication.

III

ANALYSIS

MCL 500.412 reads as follows:

(1) An insurer organized under the laws of any other state and admitted to do business in this state for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business at a place in this state.

(2) An insurer who complies with subsection (1) shall be entitled to domestic insurer certificates and licenses to transact business in this state and shall be subject to the authority and jurisdiction of this state.

MCL 500.5256 (1) reads in pertinent part:

Except as provided in subsection (5), each domestic insurer shall keep all of its original books, records, and files, or true copies thereof, at its home office or principal place of doing business in this state ...

MCL 500.5256 (3) reads in pertinent part:

Removal of all or a material part of the records of a domestic insurer from this state, except pursuant to a plan or merger or consolidation approved by the commissioner under this code or for such reasonable purposes and periods of time as may be approved in writing by the commissioner, is prohibited. ...

The Commissioner must determine if the applicant insurer is in fact organized under the laws of any other state and admitted to do the business of insurance in this state. Given the determination of organization in any other state, it is implicit that the regulatory authority of the applicant insurer in that other state shall have approved, or intend to approve, the redomestication to Michigan.

The determination of compliance with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type includes at least the following:

1. The Articles of Redomestication and Amended and Restated Articles of Incorporation, to the extent applicable, shall comply with the provisions of MCL 500.5000 et seq., and be approved by the Michigan Attorney General and the Commissioner.
2. The Bylaws, to the extent applicable, shall comply with the provisions of MCL 500.5200 et seq.
3. The applicant shall meet the capitalization requirements of MCL 500.410.
4. The applicant shall meet the deposit requirements of MCL 500.411 and 912.
5. The applicant shall meet the qualifying assets requirements of MCL 500.901.
6. The applicant, to the extent applicable, shall meet the physical presence, record keeping, and trust requirements of MCL 500.5256.
7. At least 1 of the directors of an insurer organized under the laws of Michigan must be a resident of the state of Michigan pursuant to the provisions of MCL 500.5238.
8. The applicant must have designated its principal place of business at a place in this state, pursuant to the provisions of MCL 500.412(1).

The undertaking regarding removal of Directors and Officers in certain circumstances appears acceptable given that fingerprints have not yet been submitted nor processed.

The submitted books and records plan under MCL 500.5256 provides:

1. Manulife Financial will retain the books and records of Capitol Bankers in Toronto, Canada, the home office of Manulife Financial for a period not to exceed one and one-half years.
2. During this period of time, Manulife Financial will continue with the plans to run-off the existing book of business of Capitol Bankers. Manulife also will either merge Capitol Bankers into one of Manulife Financial's insurance subsidiaries or sell Capitol Bankers.

The addition of direct disability authority to Capitol Bankers' Michigan certificate of authority will assure that it may continue reinsurance of such business in any state that requires it to have a direct home state authority to conduct a disability reinsurance business.

Staff has reviewed all submitted documents and information, and existing Bureau records that relate to this matter. Staff recommends the Commissioner grant additional authority for disability insurance, approve the redomestication; and approve the books and records plan under MCL 500.5256, provided that Capitol Bankers shall be subject to the tax and penalty provisions of MCL 500.5256 as a Minnesota insurer if Manulife fails to merge Capitol Bankers into one of Manulife Financial's insurance subsidiaries or sell Capitol Bankers within one and one-half years of the effective date of merger.

IV

FINDINGS OF FACT AND CONCLUSIONS OF LAW

Based upon the foregoing considerations and the record in this matter, it is FOUND and CONCLUDED that:

1. Capitol Bankers has requested approval of its redomestication from Minnesota to Michigan.
2. Capitol Bankers is a Minnesota stock life insurer, admitted to transact life and fixed annuity business in Michigan.
3. The Articles of Redomestication of Capitol Bankers comply with the provisions of MCL 500.5000 et seq., and have been approved by the Michigan Attorney General and the Commissioner.
4. The Bylaws, as amended for the redomestication, comply with the provisions of MCL 500.5200 et seq.
5. Capitol Bankers meets the capitalization requirements of MCL 500.410.
6. Capitol Bankers has made a statutory policyholders deposit in Michigan that meets the requirements of MCL 500.411 and 912.
7. Capitol Bankers meets the qualifying assets requirements of MCL 500.912.
8. Capitol Bankers in its Articles of Redomestication has established its principal office for the transaction of business in the city of Farmington Hills, Michigan, pursuant to the provisions of MCL 500.412(1).

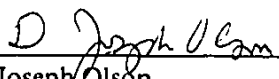
9. Capitol Bankers has at least one director that is a resident of Michigan in compliance with MCL 500.5238.
10. The terms and conditions of the submitted books and records plan under MCL 500.5256 are acceptable for a period not to exceed one and one-half years from the effective date of redomestication.
11. The undertaking regarding removal of Directors and Officers in certain circumstances is acceptable given that fingerprints have not yet been submitted nor processed.

V

ORDER

Therefore, it is ORDERED that:

1. The redomestication of Capitol Bankers from Minnesota to Michigan is approved, effective 11:59 p.m., EST, December 31, 1996, contingent on the approval of the redomestication by Minnesota.
2. Capitol Bankers is granted the additional authority to transact disability insurance under MCL 500.606 effective 11:59 p.m., EST, December 31, 1996.
3. Those Directors and Officers of Capitol Bankers enumerated in Staff's note of December 6, 1996, shall file FBI and Michigan State Police fingerprint cards no later than 30 calendar days from the effective date of redomestication.
4. The submitted books and records plan under MCL 500.5256 is approved. Manulife Financial may retain the books and records of Capitol Bankers in Toronto, Canada, the home office of Manulife Financial for a period not to exceed one and one-half years from the effective date of redomestication. During this period of time, Manulife Financial may continue with the plans to run-off the existing book of business of Capitol Bankers. Capitol Bankers shall be subject to the tax and penalty provisions of MCL 500.5256 as a Minnesota insurer if Manulife fails to merge Capitol Bankers into one of Manulife Financial's insurance subsidiaries or sell Capitol Bankers within one and one-half years of the effective date of merger.


D. Joseph Olson
Commissioner of Insurance

INS 61 (12/95) State of Michigan
Department of Consumer & Industry Services

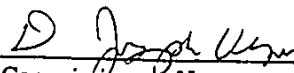
Company Admissions Division
Michigan Insurance Bureau
P.O. Box 30220
Lansing, MI 48909

**CERTIFICATION OF ARTICLES OF
INCORPORATION OR AMENDMENTS TO
ARTICLES OF INCORPORATION**

I have examined the
Articles of Redomestication of
CAPITOL BANKERS LIFE INSURANCE COMPANY

and certify that the same is in accordance with the requirements
of the act under which this company is organized.




Commissioner of Insurance

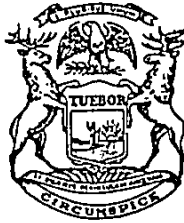
Dated: Dec 17 19 96



Michigan Department of Commerce
Insurance Bureau
I certify that this is a true and complete copy
of the original document on file in this office.

Date:
1-16-97


Special Deputy Commissioner



STATE OF MICHIGAN

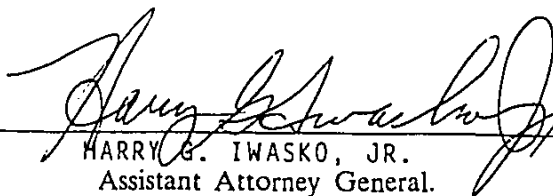
Attorney General's Department
LANSING, MICHIGAN

I Hereby Certify, That I have examined the

ARTICLES OF REDOMESTICATION OF
CAPITOL BANKERS LIFE INSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan
and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 13th day of December, 1996.


HARRY G. IWASKO, JR.
Assistant Attorney General.

Nº 702



ARTICLES OF REDOMESTICATION
OF
CAPITOL BANKERS LIFE INSURANCE COMPANY

The name of this corporation is Capitol Bankers Life Insurance Company (the "Corporation"). The Corporation was originally incorporated in the State of Minnesota on November 22, 1963. In connection with its redomestication from the State of Minnesota to the State of Michigan, the Restated Certificate of Incorporation of Capitol Bankers Life Insurance Company, amended as of May 16, 1991 (the "Certificate") are hereby amended and restated in their entirety, to read as set forth in Articles I through XII below, to conform to Michigan law and to effect the following changes:

1. To designate the executive offices of the corporation to be Suite 250, 500 North Woodward Avenue, Bloomfield Hills, Michigan 48013;
2. To omit matters of historical interest such as the name and address of each incorporator, the number of and the names and addresses of the members of the initial Board of Directors, the street address of the initial registered office and the name of the initial registered agent of the Corporation.

These Articles of Redomestication of the Corporation as set forth below were duly adopted by Unanimous Written Consent of the Sole Shareholder of the Corporation dated November 15th, 1996 and by the Board of Directors on November 15th, 1996, and all amendments included in such Articles of Redomestication have been adopted pursuant to the Michigan Insurance Code and there is no discrepancy between the Certificate and the Articles of Redomestication set forth below, other than the inclusion of amendments adopted herein, and the omission of matters of historical interest.

The provisions set forth in these Articles of Redomestication and Amended and Restated Articles of Incorporation shall be effective on December 31, 1996 or if later, the date the Michigan Insurance Department grants the corporation's application to redomesticate to Michigan. These Articles supersede the original Certificate and all amendments thereto. These Articles of Redomestication and Amended and Restated Articles correctly set forth the provisions of the Certificate, as amended, of the Corporation.

Article I

The name assumed by this corporation and by which it shall be known in law is:

Capitol Bankers Life Insurance Company

and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan.

Article II

This corporation is organized for the following purposes, as authorized by Chapter 6, Act No. 218 of the Public Acts of 1956, as amended, namely:

1. To insure the lives of individuals under life insurance plans both fixed and variable, individual, group and franchise; to grant, purchase and dispose of annuities both fixed and variable, individual, group and franchise; to insure either individually, or on a group or franchise plan, the health of persons against personal injuries, disablement, or death, resulting from accident and/or sickness; and to reinsure any part of said risks and to assume any other like risks. To have all the power conferred by the laws of the State of Michigan upon a corporation organized for the purpose of insuring the lives of individuals, and to issue all such forms of insurance contracts as pertain to or may be connected with the business of life insurance as it now is or may be hereafter carried on in the United States of America.
2. To issue any or all of its policies or contracts with or without participation in profits, savings or surplus; to classify policies issued on a participating or non-participating basis, and to determine the right to participate and the extent of participation of any class or classes of policies.

3. To have the power to establish either or both general and/or separate accounts in connection with the business authorized hereunder and to have the power to act as, or to establish, an investment advisor.
4. To have the right to buy, hold, sell, and convey personal property and such real estate, or interests therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, or as may be permitted by law.
5. To have all the powers conferred by law on a life insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by the authority of Chapter 52 of the Insurance Code.

Article III

The term of existence of the Corporation shall be perpetual.

Article IV

The annual meeting of the stockholders shall be held on the 2nd Wednesday of June each year at a place designated by the Board of Directors either within or without the State of Michigan.

Article V

The authorized capital stock of the corporation shall be 10,000,000 shares of Common Stock of a par value of \$1.34 each and 10,000,000 shares of Preferred Stock of a par value of \$1.00 each. All stock shall be issued for cash or property as provided by the law and when issued shall be fully paid non-assessable and shall be issued at such times and in such amounts as the Board of Directors of the corporation shall from time to time determine, subject to such approval of the Insurance Commissioner of the State of Michigan as

may be required by law.

Prior to redomestication, 1,405,000 shares of Common Stock were issued and outstanding with a resultant paid-in capital of \$1,882,700. Prior to redomestication, the Corporation had paid-in and contributed surplus of \$39,074,861. These amounts remain unchanged after the redomestication.

The designations and the voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions hereof, of the Preferred Stock and the Common Stock are as follows:

A. Dividends - The holders of the Preferred Stock, in preference to the holders of Common Stock or any other Junior Stock, shall be entitled to receive, as and when declared by the Board of Directors out of any funds legally available therefore, cash dividends at the rate of Ten Cents (\$.10) per year for each share of preferred stock held, and no more, payable on the date as the Board of Directors may establish. Such dividends shall be non-cumulative. The term "Junior Stock" whenever used in this Article V with reference to the Preferred Stock, shall mean any stock of the corporation over which the Preferred Stock has preference in the payment of dividends or in the distribution of assets in any liquidation or dissolution or winding up of the corporation, and shall include Common Stock.

No dividend shall be paid upon, or declared or set apart for, any share of Preferred Stock for any annual period unless at the same time a like proportionate dividend for the same annual period shall be paid upon, or declared and set apart for, all shares of Preferred Stock then issued and outstanding and entitled to receive such dividend.

In no event, so long as any shares of Preferred Stock shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on Common Stock or other Junior Stock nor shall any shares of Common Stock or other Junior Stock be purchased, redeemed, or otherwise acquired for value by the corporation, unless dividends on the Preferred Stock of the then current annual dividend period shall have been

paid or declared and a sum sufficient for the payment thereof set apart.

In addition to such annual dividends, the holders of the Preferred Stock shall be entitled to participate share for share with the holders of the Common Stock in any dividends, whether in cash or property, paid or set apart on Common Stock or other Junior Stock. The foregoing provisions of this paragraph shall not, however, apply to a dividend payable in Common Stock or other Junior Stock or to the acquisition of shares of Common Stock or other Junior Stock in exchange for, or through application of the proceeds of the sale of, shares of Common Stock or other Junior Stock.

B. Liquidation or Dissolution - In the event of any liquidation or dissolution or winding up of the corporation, the holders of the Preferred Stock shall be entitled to receive, out of the assets of the corporation available for distribution to its stockholders, before any distribution of assets shall be made to the holders of the Common Stock or another Junior Stock the sum of \$1.00 per share; and the holders of the Common Stock and other Junior Stock shall be entitled, to the share in all the assets of the corporation then remaining in accordance with their respective rights and preferences. If upon any liquidation or dissolution or winding up of the corporation the assets available for distribution shall be insufficient to pay the holders of all outstanding shares of the Preferred Stock the full amounts to which they shall be entitled. the holders of shares of Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable if all amounts payable on or with respect to the Preferred Stock were paid in full. Neither a statutory merger nor consolidation of the corporation into or with any other corporation, nor a statutory merger or consolidation of any other corporation into or with the corporation, nor a sale, transfer or lease of all or any part of the assets of the corporation, shall be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this Section B.

C. Redemption - The Preferred Stock or any part thereof, at any time outstanding may be redeemed by the corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the redemption price of \$1.00 per

share. If less than all the outstanding shares of Preferred Stock are to be redeemed, the selection of shares for redemption may be made either by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors.

Notice of every redemption of Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as they shall appear on the stock books of the corporation (but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to the holder to whom the corporation has failed to mail such notice or except as to the holder whose notice was defective).

If notice of redemption shall have been duly mailed and if, on or before the redemption date specified in the notice, the Redemption Price shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro rata benefits of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then, from and after the date of redemption so designated, notwithstanding that any certificate for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the dividends thereon shall cease to be payable, and all rights with respect to the shares of Preferred Stock so called for redemption shall forthwith on the redemption date cease and terminate, except only the right of the holders thereof to receive the redemption price of the shares so redeemed, including full dividends due on the redemption date.

D. Voting - Except by statute specifically otherwise provided the Preferred Stock shall not entitle the holder thereof to vote at any meeting of stockholders, as the Preferred Stock shall have no voting rights whatsoever. Holders of Common Stock shall be entitled to one (1) vote per share at any meeting of shareholders.

E. Purchase of Preferred Stock - Shares of the Preferred Stock heretofore or hereafter purchased by the corporation out of surplus may be resold for such consideration as shall be fixed from time to time by the Board of Directors; shares of the Preferred stock redeemed by the corporation shall be cancelled and shall not be reissued.

Article VI

The affairs of this corporation shall be managed by a Board of Director of not fewer than three (3) nor more than seventeen (17). All Directors will be elected each year at the meeting of the shareholders.

The Directors shall elect a Chairman of the Board, and shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including an Executive Committee, with authority to act for such Board of Director as they see fit or as may be provided for by the By-Laws of the corporation. The term of office for such officers and members of the Executive Committee shall be for one (1) year.

Directors and Officers shall serve until their successors have been elected and qualified. The Board of Directors shall have the authority to fill vacancies for the unexpired portion of a term.

Article VII

Corporate shareholders may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which they are to be used or for such additional time as may be provided by the By-Laws.

No proxy shall be valid for more than sixty (60) days from the date of its execution, and shall not be valid more than (30) days after the meeting for which it is executed. It may be revoked at any time by the stockholder who executed it.

Article VIII

All instruments executed by the corporation which are required to be acknowledged and which affect an interest in real estate, shall be executed by the President or any Vice President and attested by

the Secretary, and all other instruments executed by the corporation, including any releases or mortgages, or liens, may be executed by the President or any Vice President, or the Secretary or the Treasurer. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any Officer or Officers, agent or agents, or other person or persons specifically designated by resolution of the Board of Directors of this corporation. The corporation shall have a corporate seal which shall bear the words: "Capitol Bankers Life Insurance Company".

Article IX

The private property of the shareholders of this corporation shall be exempt from corporate liabilities, and this Article shall not be amended.

Article X

The Board of Directors, at any regular or special meeting, is authorized to adopt, alter, amend or repeal By-Laws and to adopt new By-Laws not inconsistent with the law or these Articles of Incorporation, by an affirmative vote of a majority of a quorum.

A majority of the Board of Directors constitutes a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Upon written notice of the time and place and purpose or purposes of any special meeting any of the Directors in between regular meetings of the Board of Directors may consent in writing to any specific action to be taken by the corporation; if approved by a majority of the Directors at such special meeting, including those consenting in writing, such action shall be as valid a corporation action as though authorized at a regular meeting of the Directors. The minutes of such approval and action shall be fully recorded, each written consent shall be reviewed at the next regular meeting of the Board of Directors.

The stockholders of the corporation may at any regular or special meeting called for the purpose, repeal, alter or amend any existing

By-Laws made by the Board of Directors, or adopt such By-Laws as they deem appropriate by a majority vote.

Article XI

Subject to the approval of the Insurance Commissioner of the State of Michigan, these Articles, except Article IX, may be amended at any annual meeting of the shareholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of common stock in attendance at said meeting, in person or by proxy, provided, however, that a quorum is present at said meeting. For the purpose of this Article, as well as all other Articles of these Articles of Incorporation, a quorum is hereby established to be the stockholders in person or by proxy representing fifty-one (51%) percent of the issued and outstanding stock of the corporation. At any meeting of the stockholders to consider and act upon any proposed amendment of the Articles of Incorporation, the stockholders may adopt any modification or revision thereof proposed at said meeting.

Article XII

No director of this Corporation shall be personally liable to the Corporation or its shareholders or policyholders for monetary damages for breach of the director's fiduciary duty, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- i) a breach of the director's duty or loyalty to the Corporation or its shareholders or policyholders;
- ii) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- iii) a violation of Sections 5036, 5276 or 5280 of the Michigan Insurance Code, being MCLA 500.5036, 500.5276 and 500.5280;

- iv) a transaction from which the director derived an improper personal benefit: or
- v) an act or omission occurring on or before the date of filing of these Articles of Incorporation.

If the Michigan Insurance Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by the Michigan Insurance Code as so amended. No amendment or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

- 11 -

IN WITNESS WHEREOF, I, the party hereby associating, for the purpose of giving legal effect to these Articles of Incorporation, hereunto sign our names this 19th day of November, A.D. 1996. *

By:


Stephen Rosen, Secretary

PROVINCE OF ONTARIO)
COUNTY OF YORK)

On this 19th day of November 1996 before me, a notary public in and for said county, personally appeared Stephen Rosen, known to me to be the person named in and who executed the foregoing instrument for the intents and purposes therein mentioned.



Notary Public, County of York
Province of Ontario
My Commission is for life

CAPITOL BANKERS LIFE INSURANCE COMPANY

SECRETARY'S CERTIFICATE

I, STEPHEN ROSEN, Secretary of Capitol Bankers Life Insurance Company (the "Company"), a corporation existing under the laws of Minnesota, hereby certify that the following is a true copy of a Resolution passed by the sole shareholder by written consent on November 15, 1996:

VOTED THAT:

1. The Company shall be redomesticated to Michigan.
2. The executive offices of the corporation shall be Bloomfield Hills, Michigan.
3. The Amended and Restated Articles of Incorporation (the "Articles") are approved and shall be effective as of December 31, 1996 or the date approved by the Michigan Insurance Department, if later. The Articles correctly set forth the provisions of the Articles of Incorporation, as amended, of the corporation and shall be filed with the Michigan Insurance Department.

GIVEN AND CERTIFIED, at the City of Toronto, Province of Ontario, with the Common Seal of the Company hereto affixed by the undersigned having custody of same as Secretary of the Company, this day of 19th day of November, 1996.

**CAPITOL BANKERS LIFE
INSURANCE COMPANY**

By: _____

Stephen Rosen
Secretary

CAPITOL BANKERS LIFE INSURANCE COMPANY

SECRETARY'S CERTIFICATE

I, STEPHEN ROSEN, Secretary of Capitol Bankers Life Insurance Company (the "Company"), a corporation existing under the laws of Minnesota, hereby certify that the following is a true copy of a Consent Resolution passed by the Board of Directors on November 15, 1996:

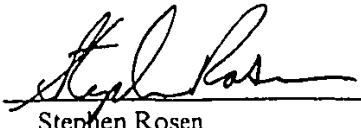
RESOLVED THAT:

1. The Company shall redomesticate to Michigan.
2. The Company shall apply to Michigan and Minnesota to have the effective date of such redomestication on December 31, 1996 or as soon thereafter as is practicable.
3. The Articles of Redomestication amend the Articles of Incorporation and are hereby adopted effective on December 31, 1996 or the date approved by the Department of Insurance of the State of Michigan, if later.
4. The amended By-laws correctly set forth the provisions of the By-laws as amended, and are hereby adopted as of the same date as the Articles of Redomestication.
5. The President and Officers of the Company are hereby authorized and directed to take any steps, enter into any agreements and execute any and all documents necessary to carry out the purpose of this resolution.

GIVEN AND CERTIFIED, at the City of Toronto, Province of Ontario, with the Common Seal of the Company hereto affixed by the undersigned having custody of same as Secretary of the Company, this day of 19th day of November, 1996.

**CAPITOL BANKERS LIFE
INSURANCE COMPANY**

By: _____


Stephen Rosen
Secretary