

847579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

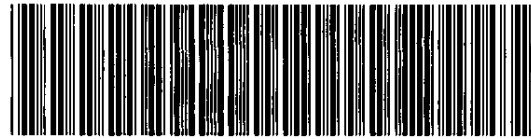
(Business Entity Name)

(Document Number)

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10 OCT 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Kemper Investors Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 847579

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mike Smiley
Name of Contact Person

Zurich
Firm/Company

105 East 17th Street
Address

New York, NY 10003
City/State and Zip Code

michael.smiley@zurich.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Smiley at (917) 534-4864
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.)

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OCT 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

847579

(Document number of corporation (if known))

1. Kemper Investors Life Insurance Company of Illinois
(Name of corporation as it appears on the records of the Department of State)
2. Illinois (Incorporated under laws of)
3. 11/25/1980 (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? August 23, 2010
5. Zurich American 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)

(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.

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

Michael Swirley
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
OF
ZURICH AMERICAN LIFE INSURANCE COMPANY
(f/k/a KEMPER INVESTORS LIFE INSURANCE COMPANY)

Article 1 The name of the Corporation shall be ZURICH AMERICAN LIFE INSURANCE COMPANY.

Article 2 The principal office of the Corporation shall be located in Schaumburg, Cook County, State of Illinois.

Article 3 The duration of the Corporation shall be perpetual.

Article 4 The purposes for which the Corporation is formed and the class of insurance business in which the Corporation may engage in are as follows:

- (a) Life: Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse or to give a special surrender value, or special benefit, or an annuity, in the event, that the insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.
- (b) Accident and Health: Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

Article 5 The corporate powers shall be exercised by a board of directors, not less than three nor more than twenty-one in number, at least three of whom are residents and citizens of the State of Illinois, elected by the shareholders of the Corporation at the first meeting of shareholders held following incorporation and thereafter the directors shall be elected by the shareholders of the Corporation at the annual meeting. In all elections for directors each shareholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve for a term of one year and until his successor is duly elected and qualified. The shareholders at any regular or special meeting may fill any vacancy in the board of directors for the unexpired term.



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: SEP 28 2010

Michael T. McKeith
Director of Insurance

Article 6 The amount of the authorized capital of the Corporation shall be \$3,000,000 consisting of 300,000 common shares with a par value of \$10.00 each. The number of common shares to be issued and outstanding at the effective date of this Article shall be 250,000 shares.

The board of directors shall have the power, by appropriate resolution, to authorize the issuance or sale at any time, or from time to time, of the whole or any part of the 50,000 authorized but unissued common shares as additions to the paid-up capital pursuant to permits issued at any time or from time to time by the Director of Insurance of the State of Illinois.

Article 7 The board of directors shall adopt bylaws for its own government and for the government of the business of the Corporation.

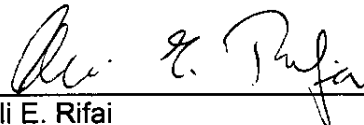
Article 8 The Corporation may issue both participating and non-participating policies. The board of directors shall have the power to determine the amount and manner of payment of dividends to the holders of participating policies. Such dividends shall be in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the board of directors, which shall have power to adopt any bylaws or resolutions pertaining to such declaration and payment which in the judgment of the said board of directors seem necessary or desirable.

Article 9 The Corporation shall have such other power and authority to exercise and conduct business not inconsistent with the laws of the State of Illinois as presently in effect or as may be amended from time to time.

IN WITNESS WHEREOF, we have hereto subscribed our names and caused the seal of Zurich American Life Insurance Company to be affixed this 16th day of August, 2010.



Nicolas A. Burnet
President and Chief Executive Officer



Ali E. Rifai
Senior Vice President, General
Counsel and Corporate Secretary

(SEAL)

