

848870

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TALLAHASSEE, FLORIDA

AOR
9/9/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Medico Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 848870

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donald D. Peeler
Name of Contact Person

Ability Insurance Company
Firm/Company

1515 South 75th Street
Address

Omaha, NE 68124
City/State and Zip Code

dpeeler@abilityre.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald D. Peeler at (402) 939-7974
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

FILED
2009 SEP -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Assistant Secretary
(Title of person signing)

STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Amendment to
the Articles of Incorporation of

MEDICO LIFE INSURANCE COMPANY

changing the corporate name to

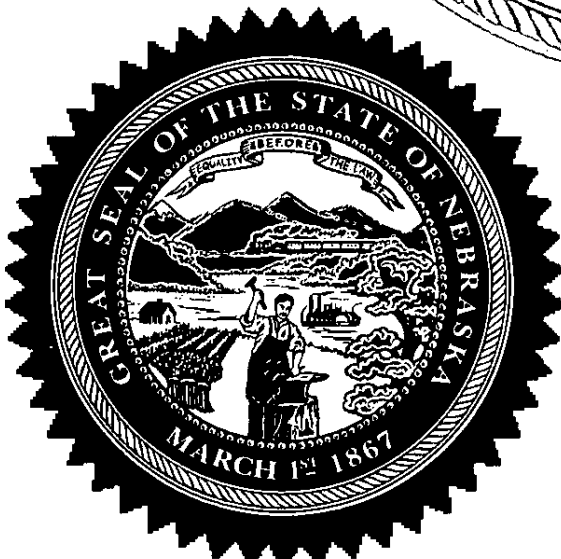
ABILITY INSURANCE COMPANY

with registered office located in LINCOLN, Nebraska, as filed in this
office on February 10, 2009.

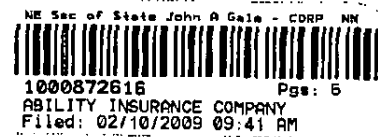
In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on July 8, 2009.

John A. Gale
SECRETARY OF STATE



This certificate is not to be construed as an endorsement,
recommendation, or notice of approval of the entity's
financial condition or business activities and practices.



ABILITY INSURANCE COMPANY
RESTATED ARTICLES OF INCORPORATION

February 2, 2009

Ability Insurance Company (the "Corporation"), organized and existing under and by virtue of the Business Corporation Act of the State of Nebraska (the "NBCA"), does hereby certify as follows:

1, The Corporation filed its original Articles of Incorporation with the Secretary of the State of Nebraska on October 6, 1967.

2. By unanimous written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 21-2090, 21-20,118 and 21-20,122 of the NBCA, setting forth a Restated Articles of Incorporation of the Corporation and recommending said Restated Articles of Incorporation to the sole shareholder of the Corporation. By written consent pursuant to Section 21-2054 of the NBCA, the sole shareholder of the Corporation approved and duly adopted the Restated Articles of Incorporation recommended by the Board of Directors. The resolution setting forth the Restated Articles of Incorporation has been duly adopted by all necessary action on the part of the Corporation and is as follows:

RESOLVED: That the Articles of Incorporation of the Corporation be, and hereby are, amended and restated in their entirety so that the same shall read as follows:

ARTICLE I

NAME

The name of the corporation is amended to ABILITY INSURANCE COMPANY from MEDICO LIFE INSURANCE COMPANY (the "Corporation").

ARTICLE II

INITIAL REGISTERED OFFICE,
INITIAL REGISTERED AGENT AND
PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation as of the date hereof is 1900 First Bank Building, Lincoln, Nebraska 68508, and the name of the Corporation's initial registered agent as of the date hereof is CSC-Lawyers Incorporating Service Company. The principal office of the Corporation shall be in the City of Omaha, Douglas County, Nebraska.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The purposes for which this Corporation is organized are:

- A. To engage in the business of writing insurance upon lives of persons, including endowments and annuities, and every insurance pertaining thereto and disability benefits;
- B. To engage in the business of writing insurance against loss or expense resulting from the sickness of the insured, or from bodily injury or death of the insured by accident, or both, and every insurance pertaining thereto, including quarantine;
- C. To engage in the assumption by reinsurance, in whole or in part, of insurance, as described in subsections A and B of this Article IV, written by any other insurer.

ARTICLE V

POWERS

The Corporation shall have and exercise all powers and rights conferred upon business corporations and insurance corporations by the Laws of the State of Nebraska as now set forth in the Revised Statutes of Nebraska of 1943, and any enlargement of such powers conferred upon such corporations by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights, not otherwise denied corporations by the Laws of the State of Nebraska, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article IV above.

ARTICLE VI

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is Three Million (3,000,000) shares of common stock, and the par value of each said share is to be One Dollar (\$1.00).

ARTICLE VII

PRIVATE PROPERTY OF SHAREHOLDERS AND INCORPORATORS

The private property of the shareholders and the incorporators of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII

INTEREST OF DIRECTORS IN TRANSACTIONS

A director's conflicting interest transaction, as defined in section 21-20, 112 of the Business Corporation Act, may not be enjoined or set aside or give rise to an award of damages or other sanction in a proceeding by a shareholder or by or in the right of the corporation because the director or any person with whom or which he or she has a personal economic, or other association has an interest in the transaction, if:

(1) Directors' action respecting the transaction was at any time taken in compliance with section 21-20, 114 of the Business Corporation Act;

(2) Shareholders' action respecting the transaction was at any time taken in compliance with section 21-20, 115 of the Business Corporation Act; or

(3) The transaction judged according to the circumstances at the time of the commitment, is established to have been fair to the corporation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the NBCA, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person; provided that, the Corporation shall not be obligated, except as required by the provisions of the NBCA, to indemnify any and all persons of the Corporation for acts or omissions to act that occurred prior to September 28, 2007.

Any repeal or amendment of this Article IX shall be prospective only and shall not limit the rights of any person or the obligations of the Corporation with respect to any

claim arising from or related to the services of such person in any of the foregoing capacities prior to any such repeal or amendment to this Article IX.

ARTICLE X

DIRECTOR LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent permitted by the provisions of the NBCA, as the same may be amended and supplemented; provided that the foregoing shall not apply to any action taken, or any failure to take action, by a director that occurred prior to September 28, 2007. Any repeal or amendment of this Article X by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from any action taken, or any failure to take any action, prior to the time of such repeal or amendment.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation in a manner now or hereinafter prescribed by the laws of the State of Nebraska, and all rights herein conferred upon shareholders or others are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has duly executed these Restated Articles of Incorporation as of the date first above written.



Name: Donald K. Lawler
Title: Senior Vice President