

849616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

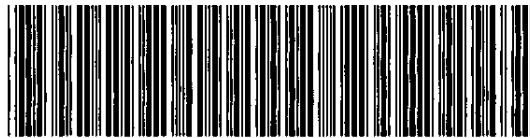
(Document Number)

Certified Copies

Certificates of Status

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09/30/08--01024--016 **52.50

FILED
2008 SEP 30 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Tears
10-7-08

UNITED FAMILY LIFE INSURANCE COMPANY

17550 NORTH PERIMETER DRIVE, SUITE 210,
SCOTTSDALE, AZ 85255-0131
TELEPHONE: (480) 473-5546
FACSIMILE: (480) 502-5088

September 29, 2008

Via Courier

Amendment Section
Division of Corporations
Clifton Buidling,
2661 Executive Center Circle
Tallahassee, FL 32301

Azmina Karim-Bondy
Assistant Corporate Secretary
Telephone: (604) 737-9305
Facsimile: (604) 737-3884
Email: azmina.karimbondy@lapacific.com

File Ref: 1000.535.9.7.10

Dear Sir/Madam:


RE: United Family Life Insurance Company ("UFL"), Document #849616
Application for an Amended Certificate of Authority

Kindly find enclosed UFL's "Cover Letter" and "Application By Foreign Profit Corporation..." for an amended Certificate of Authority changing its name to **IA American Life Insurance Company**. Please find enclosed the following supporting items:

1. A Certificate of Amendment issued by the Georgia Secretary of State, along with original certification that the Certificate and attachments are "true and correct copies" of the official Charter documents of the company with By-laws, as recently amended.
2. A cheque payable to your office in the amount of \$52.50 reflecting fees, as well as extra fees for a certified copy and Certificate of Status to be issued.

Please note that authentication is now only provided electronically by the Georgia Secretary of State by entering the certification number appearing in the lower left corner of the Certification document at the website provided. We trust this will satisfy the Division of Corporations as to the authenticity of the documents, and appreciate any efforts to notify the Office of Insurance Regulation (copied with this letter per annotation at the bottom of this page) of your registration of the new name of the company and approval of the issuance of its new Certificate of Status.

Yours truly,



Azmina A. Karim-Bondy,
Assistant Corporate Secretary

Cc: Gwen Chick, Applications Coordinator (enclosed with UCAA name change application)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Family Life Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 849616

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Azmina Karim-Bondy

(Name of Contact Person)

IA American Life Insurance Company

(Firm/Company)

P.O. Box 27650,

(Address)

Scottsdale, AZ, 85255

(City/State and Zip Code)

For further information concerning this matter, please call:

Azmina Karim-Bondy

(Name of Contact Person)

at (604) 737-9305

(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)

849616

(Document number of corporation (if known))

FILED
2008 SEP 30 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. United Family Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Georgia

(Incorporated under laws of)

3. July 2, 1981

(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? June 20, 2008

5. IA 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.

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

Azmina Karim- Bondy

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

Control No. J716995

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

Certified Copy

I, Karen C Handel, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

IA AMERICAN LIFE INSURANCE COMPANY

Domestic Insurance Company

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 30th day of May, 1980 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 4th day of September, 2008

Karen C Handel
Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

UNITED FAMILY LIFE INSURANCE COMPANY

a Domestic Insurance Company

has filed articles/certificate of amendment in the Office of the Secretary of State on 06/20/2008 changing its name to

IA AMERICAN LIFE INSURANCE COMPANY

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on June 20, 2008



Karen C Handel
Secretary of State



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

August 28, 2008

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2056
www.gainsurance.org

Honorable Karen Handel
Secretary of State
214 State Capitol
Atlanta, Georgia 30334

Re: UNITED FAMILY LIFE INSURANCE COMPANY
Atlanta, Georgia
Amendment to Company Charter and Bylaws

Dear Secretary Handel:

I am enclosing a Certificate approving the proposed amendment of charter for UNITED FAMILY LIFE INSURANCE COMPANY. This amendment includes the name change from United Family Life Insurance Company to IA American Life Insurance Company. The amendment allows them to comply with the requirements of the Georgia Insurance Code.

With warmest personal regards, I remain

Sincerely,

John W. Oxendine
Commissioner of Insurance

Enclosure

RECEIVED
10:41 AM 08 AUG 2008

CERTIFICATE APPROVING

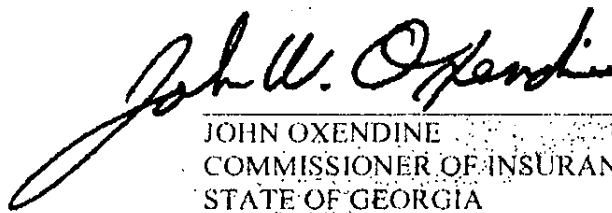
The name change of the corporation from United Family Life Insurance Company to IA American Life Insurance Company.

IA AMERICAN LIFE INSURANCE COMPANY

I, John Oxendine, Commissioner of Insurance of the State of Georgia, certify that I have examined the Proposed Amendment to the Charter and Bylaws of IA AMERICAN LIFE INSURANCE COMPANY. This filing is made pursuant to O.C.G.A. Section 33-14-8.

Based upon my examination of the Charter and Bylaws, I conclude that this proposed amendment, if granted, will enable IA American Life Insurance Company to comply with the applicable laws of the State of Georgia. Said Amendment is, therefore, hereby approved.

Given under my Hand and Seal of Office this 28th day of August, 2008.


JOHN OXENDINE
COMMISSIONER OF INSURANCE
STATE OF GEORGIA

NOV 11 2008
CORPORATION DIVISION

2008 AUG 28 PM 4:01

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL



SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING JR. DR.
ATLANTA, GA 30334
(404) 656-2056 TDD#(404) 656-4031

OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

DATABASE CHANGE MEMORANDUM

TO: *Kim Samuel*
Financial Analyst, Regulatory Services Division

THROUGH: *Scott Sanders*
Supervisor, Regulatory Services Division

FROM: *Lyndsay M. Moses*
Financial Analyst, Regulatory Services Division

DATE: 6/24/08

ADD NEW COMPANY: NAME CHANGE/MERGER: X CHANGES:

COMPANY: United Family Life Insurance Company

MAILADD1: P.O. Box 27650

MAILCITY/STATE/ZIP: Scottsdale, AZ 85255

DOMADD1: 1600 Atlanta Financial Center
3343 Peachtree Road, NE

DOMCITY/STATE/ZIP: Atlanta, GA 30326

CERTCLASS: TYPE: L&H PHONE: EIN#:

NAIC CO#: 91693 NAIC GP#: GIDNO: LICENSE#:

PRESIDENT:

CONTACT:

CONTACT PH: DOM CITY: DATELIC:

ATTORNEY:

ATTY ADD1:

CITY: COUNTY: ZIP:

"MEMO" REMARKS:

United Family Life Insurance Company changed it's name to IA American Life Insurance Company effective 6/20/08.

Application for Amendment of Charter

TO THE HONORABLE INSURANCE COMMISSIONER
STATE OF GEORGIA

Application of **UNITED FAMILY LIFE INSURANCE COMPANY** respectfully shows the following:

1. That Applicant, **UNITED FAMILY LIFE INSURANCE COMPANY** is a Georgia domestic stock insurer.
2. That its principal place of business is in Georgia.
3. That Applicant's original Charter was granted on or about May 20, 1980.
4. That the following amendments of the Charter have been granted: June 30, 1981 Articles of Merger and Agreement and Plan of Merger, and April 20, 2007 Home Office Relocation.
5. That Applicant desires to amend its Charter in the following respect:

By amending paragraph 1 (one) to read as follows:

"The name of the corporation shall be:

LA AMERICAN LIFE INSURANCE COMPANY"

6. That the purpose of the amendment is to change the name of the Applicant.
7. That in accordance with Georgia Insurance Code, Section 33-14-8 and with the other applicable laws of the State of Georgia, the Board of Directors and the sole shareholder of the Applicant's outstanding capital stock have authorized Applicant to amend its Charter for the purposes stated above.

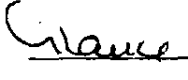
WHEREFORE, Applicant respectfully requests that this Application for Amendment of Charter be approved as submitted herein. Dated this 2nd day of June, 2008.

UNITED FAMILY LIFE INSURANCE COMPANY

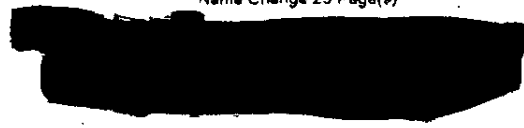
By: 

Douglas A. Carrothers, Corporate Secretary

ATTEST:


SECRETARY OF STATE
CORPORATION DIVISION
2008 AUG 20 PM 4:01


State of Georgia
Name Change 23 Page(s)



CERTIFICATE OF CORPORATE SECRETARY

I, **Douglas A. Carrothers**, the duly elected and acting Corporate Secretary of **UNITED FAMILY LIFE INSURANCE COMPANY**, ("Company"), do hereby certify that the attached hereto is a true, accurate and complete copy of the Bylaws of United Family Life Insurance Company in effect as of the date hereof, reflecting the amendment of the Company's name, which shall be effective upon approval of such name change by the applicable regulatory authorities of the State of Georgia.

IN WITNESS WHEREOF, I have hereto set my hand as Secretary of the Company and affixed its Corporate Seal this 20th day of June 2008.



Douglas A. Carrothers, Corporate Secretary

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of amendment have been filed to amend certain articles of incorporation and that the Office of the Commissioner of Insurance has filed a certificate of approval authorizing the amendment of said articles for

UNITED FAMILY LIFE INSURANCE COMPANY

a Domestic Insurance Company

This certificate is issued pursuant to Title 33 of the Official Code of Georgia Annotated and is conclusive evidence of the facts stated therein.

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on April 20, 2007



Karen C Handel
Secretary of State

Application for Amendment of Charter

RECEIVED
DEC 01 2006

TO THE HONORABLE INSURANCE COMMISSIONER
STATE OF GEORGIA

REGULATORY SERVICES
SECTION

Application of **UNITED FAMILY LIFE INSURANCE COMPANY** respectfully shows the following:

1. That Applicant, UNITED FAMILY LIFE INSURANCE COMPANY is a Georgia domestic stock insurer.
2. That its principal place of business is in Georgia.
3. That Applicant's original Charter was granted on or about May 30th, 1980.
4. That the following amendments of the Charter have been granted: June 30th, 1981 Articles of Merger and Agreement and Plan of Merger.
5. That Applicant desires to amend its Charter in the following respect:
 - a) By amending paragraph 10 (ten) to read as follows:


"The home office and principal place of business of the corporation in the State of Georgia shall be located in the City of Atlanta, Cobb County."
6. That the purpose of this amendment is to change the home office and principal place of business to a new location in Cobb County.
7. That in accordance with Georgia Insurance Code, Section 33-14-8 and with the other applicable laws of the State of Georgia, the sole shareholder of the Applicant's outstanding capital stock have authorized Applicant to amend its Charter for the purposes stated above.

WHEREFORE, Applicant respectfully requests that this Application for Amendment of Charter be approved as submitted herein. Dated this 25th day of September, 2006.

UNITED FAMILY LIFE INSURANCE COMPANY

By: 
Christopher Rezyk, President

ATTEST:


Jeannie Aragon-Cruz
Secretary

Corpdac/unitedfamily/application amend charter DOI form.doc



CERTIFICATE OF CORPORATE RESOLUTION

I, JEANNIE ARAGON-CRUZ, the duly elected and acting Secretary of UNITED FAMILY LIFE INSURANCE COMPANY, ("Company"), do hereby certify that the following resolution was adopted by the Board of Directors through a Unanimous Consent Action dated on September 20th, 2006:

Amendment to Articles and Bylaws - Principal Place of Business

WHEREAS, UFLIC recently moved the location of its principal office from Fulton County, Georgia to the City of Atlanta, Georgia, Cobb County;

RESOLVED, that the Articles of UFLIC shall be amended to read as follows:

Article 10: *The home office and principal place of business of the corporation in the State of Georgia shall be located in the City of Atlanta, Cobb County.*

FURTHER RESOLVED, that the Amended and Restated Bylaws of UFLIC shall be amended to read as follows:

Article 1 Offices: *The principal office of the Corporation in the State of Georgia shall be located in Atlanta, Cobb County, 260 Interstate North Circle, SE, Atlanta, Georgia. The Corporation may have such other offices, either within or without the State of Georgia as the Board of Directors may designate or as the business of the Corporation may require from time to time.*

FURTHER RESOLVED, that the President and Secretary of said Corporation are hereby authorized, empowered and instructed to execute and deliver the Amendment to the Articles and any other form as required, with the Georgia Secretary of State's office.

I FURTHER CERTIFY that the foregoing resolution remains in full force and effect and have not been rescinded, amended or modified in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Company and affixed its Corporate Seal at Miami, Florida, this 30th day of November, 2006.

(CORPORATE SEAL)

Jeannie Aragon-Cruz
Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On November 30th, 2006 before me Beatriz Corzo personally appeared Jeannie Aragon-Cruz, Secretary of United Family Life Insurance Company, sworn to upon oath and personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and her signature on the instrument on behalf of the entity.

Witness my hand and official seal this 30th day of November, 2006.

Beatriz Corzo
NOTARY PUBLIC, State of Florida at Large
My Commission Expires
Commission Number:

I:\document\resolution\amendment board action.doc





OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR., DRIVE
ATLANTA, GEORGIA 30334
(404) 856-2056 TDD# (404) 856-4031
www.gainurance.org

April 20, 2007

Honorable Karen Handel
Secretary of State
214 State Capitol
Atlanta, Georgia 30334

Re: UNITED FAMILY LIFE INSURANCE COMPANY
Cobb County, Georgia
Amendments to Charter

Dear Secretary Handel:

I am enclosing a Certificate approving the proposed amendments to charter for UNITED FAMILY LIFE INSURANCE COMPANY. These amendments will allow for the company to change the location of its registered office and principal place of business to "City of Atlanta, Cobb County, Georgia."

With warmest personal regards, I remain

Sincerely,

John W. Oxendine
Commissioner of Insurance

JWO:lm

Enclosure



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

CERTIFICATE APPROVING AMENDMENTS TO CHARTER

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR., DRIVE
ATLANTA, GEORGIA 30334
(404) 658-2058 TDD# (404) 658-4031
www.gainsurance.org

UNITED FAMILY LIFE INSURANCE COMPANY

I, John W. Oxendine, Commissioner of Insurance of the State of Georgia, certify that I have examined the Proposed Amendments to the Charter of UNITED FAMILY LIFE INSURANCE COMPANY. This filing is made pursuant to O.C.G.A. § 33-14-8. These Articles were filed in the Office of the Commissioner of Insurance on November 16, 2006, and their publication certified by the Honorable Judge David Dodd, Chief Judge of the Probate Court of Cobb County, Georgia on March 6, 2007.

Based upon my examination of these Articles, I conclude that this proposed amendment, if granted, will enable UNITED FAMILY LIFE INSURANCE COMPANY, to comply with the applicable laws of the State of Georgia. Said Amendment is, therefore, hereby approved.

Given under my Hand and Seal of Office this 20 day of April, 2007.

John W. Oxendine
Commissioner of Insurance
State of Georgia



To All To Whom These Presents May Come — Greeting:

WHEREAS, In pursuance of Acts of the General Assembly of Georgia approved March 2, 1960, as amended, known as the Georgia Insurance Code, and April 3, 1961, as amended, known as the Georgia Business Corporation Code, ANEV UNITED INSURANCE COMPANY, a corporation created and existing under the laws of Georgia, and UNITED FAMILY LIFE INSURANCE COMPANY, a corporation created and existing under the laws of Georgia, have filed in this office a certain petition, with Articles of Merger and Agreement and Plan of Merger, praying that UNITED FAMILY LIFE INSURANCE COMPANY be merged with and into ANEV UNITED INSURANCE COMPANY, with Annuity Insurance Company continuing as the surviving corporation resulting from such merger under the name of

UNITED FAMILY LIFE INSURANCE COMPANY

with its principal office and place of business in Atlanta, Fulton County, Georgia, with an authorized capital stock of Ten Million (10,000,000) shares of common stock of a par value of two (\$2.00) dollars per share, and with power to continue to transact the business of insurance as provided by the laws of the State of Georgia; the charter of ANEV UNITED INSURANCE COMPANY, as amended and the Agreement and Plan of Merger between the said corporations, and having complied with the statutes in such cases made and provided and said merger having been approved by the Insurance Commissioner of the State of Georgia;

THEREFORE, the State of Georgia hereby grants unto the above-named petitioners their petition for merger, and grants unto ANEV UNITED INSURANCE COMPANY, Atlanta, Fulton County, Georgia, the surviving corporation under the name of UNITED FAMILY LIFE INSURANCE COMPANY, its successors and assigns, full authority to exercise the power and privileges of a corporation for the purposes above stated, subject to the provisions of the Constitution of this State and all the laws, rules and regulations governing insurance companies of force at the date of this Certificate or that may hereafter become of force, either by constitutional or statute law.

In Witness Whereof, These presents have been signed by the Secretary of State, and the Great Seal has been attached hereto, at the Capitol in Atlanta, on this 30th day of June, 1961.

Philip B. Gandy
DAVID E. POTWISS
SECRETARY OF STATE

1-9273

Filed Secretary of State MAY 29 1981
Charter Records Number I-929

RECEIVED
MAY 29 8 40 AM '81

SECRETARY
OF STATE

SECRETARY OF STATE OF GEORGIA
PETITION FOR MERGER
OF
UNITED FAMILY LIFE INSURANCE COMPANY
WITH AND INTO
AMEV UNITED INSURANCE COMPANY
AND
APPLICATION FOR AMENDMENT OF CHARTER
OF
SURVIVING CORPORATION

The petition of AMEV UNITED INSURANCE COMPANY, a corporation chartered and existing pursuant to the laws of the State of Georgia, and UNITED FAMILY LIFE INSURANCE COMPANY, a corporation chartered and existing pursuant to the laws of the State of Georgia, shows as follows:

MERGER

1.

The Articles of Merger of UNITED FAMILY LIFE INSURANCE COMPANY with and into AMEV UNITED INSURANCE COMPANY are attached hereto.

2.

Both Petitioners are authorized to do business as insurers in the State of Georgia, and maintain registered offices, registered agents, and their principal places of business at Atlanta, Fulton County, Georgia.

3.

All things required by the laws of the State of Georgia to be done before filing this Petition for Merger have been done.

I-929-S

8.

The purpose of said amendments is to enable the Surviving Corporation to have the same name, number of directors and at least the same amount of paid-in capital as does the present UNITED FAMILY LIFE INSURANCE COMPANY, so as to permit the Surviving Corporation to become licensed in or otherwise be permitted to continue the transaction of insurance in all of the states and territories in which the present UNITED FAMILY LIFE INSURANCE COMPANY is now licensed.

WHEREFORE, Petitioners pray that this Petition for Merger and Amendment of Charter of Surviving Corporation be transmitted to the Insurance Commissioner of Georgia and that upon his approval the merger provided for in said Articles of Merger and the amendments requested herein be granted.

AMEV UNITED INSURANCE COMPANY


Daniel H. Mathews, Vice-President

ATTEST:

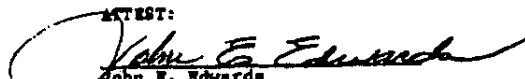

Thomas P. Knox
Assistant Secretary

[CORPORATE SEAL]

UNITED FAMILY LIFE INSURANCE COMPANY

By: 
Robert H. Dunham, President

ATTEST:


John E. Edwards
Secretary

[CORPORATE SEAL]

ARTICLES OF MERGER

These Articles of Merger of UNITED FAMILY LIFE INSURANCE COMPANY with and into AMEV UNITED INSURANCE COMPANY, the undersigned Georgia corporations, are executed pursuant to the laws of the State of Georgia and are as follows:

ARTICLE I.

The names of the corporations proposing to merge are UNITED FAMILY LIFE INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Georgia, and AMEV UNITED INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Georgia.

ARTICLE II.

The laws of the State of Georgia permit such a merger.

ARTICLE III.

As more fully set forth in the Agreement and Plan of Merger dated May 20, 1961, which is attached hereto as Exhibit "A", UNITED FAMILY LIFE INSURANCE COMPANY shall be liquidated as of the effective date of the merger and shall thereafter cease to exist; Provided that simultaneously with said liquidation, all of the assets, liabilities, rights, duties and obligations of UNITED FAMILY LIFE INSURANCE COMPANY shall be transferred to, assumed by and merged with and into AMEV UNITED INSURANCE COMPANY, which shall be the surviving corporation of the merger.

ARTICLE IV.

Simultaneously with and as of the effective date of the merger, the name of the surviving corporation, AMEV UNITED INSURANCE COMPANY, shall be changed to UNITED FAMILY LIFE INSURANCE COMPANY. Said surviving corporation, renamed as UNITED FAMILY LIFE INSURANCE COMPANY, shall be governed by the laws of the State of Georgia.

ARTICLE V.

After unanimous approval of the Plan by the Board of Directors of UNITED FAMILY LIFE INSURANCE COMPANY in accordance with the provisions of Section 22-1003 of the Georgia Business Corporation Code, and with other applicable provisions of the laws of the State of Georgia, and upon the

Plan was adopted by an affirmative vote of 100% of the holders of the issued and outstanding shares of the corporation's common stock; that is to say, 250,000 shares or all of the corporation's issued and outstanding shares of common stock were voted in favor of adoption of the Plan and there were no votes against adoption of said Plan. The corporation has no preferred shares or other classes of shares of stock which are entitled to vote on the Plan.

ARTICLE VII.

The effective date of this Merger shall be June 30, 1981, or upon such other date as all acts and things shall have been done as shall be required for accomplishing the merger under the applicable provisions of the laws of the State of Georgia.

ARTICLE VIII.

The surviving corporation, renamed as UNITED FAMILY LIFE INSURANCE COMPANY, a Georgia corporation, having heretofore been authorized to do business in the State of Georgia as an insurer shall continue to maintain its registered office and registered agent within the State of Georgia at 230 Houston Street, Atlanta, Georgia 30303. The Registered Agent's name is Thomas P. Knox.

WITNESSETH:

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice-President, and its Secretary or Assistant Secretary, and to have its corporate seal affixed hereunto this 20 day of May, 1981.

UNITED FAMILY LIFE INSURANCE COMPANY

By:

Robert M. Denham
Robert M. Denham, President

ATTEST:

John E. Edwards
John E. Edwards, Secretary

[CORPORATE SEAL]

ATTEST:

Thomas P. Knox
Thomas P. Knox
Assistant Secretary

[CORPORATE SEAL]

UNITED INSURANCE COMPANY

Daniel H. Mathews
Daniel H. Mathews, Vice-President

ARTICLE II.

The following changes shall be effected in the Charter of the Surviving Corporation by such merger:

- (1) The name of the surviving corporation shall be changed to UNITED FAMILY LIFE INSURANCE COMPANY;
- (2) The authorized capital stock of the surviving corporation shall be changed to 10,000,000 shares of common stock of a single class with a par value of Two (\$2.00) Dollars per share; and
- (3) The number of directors who shall conduct the affairs of the surviving corporation shall be fifteen (15).

Said Charter, as amended, shall thereafter continue in full force and effect until altered or amended as provided therein or as provided by law.

ARTICLE III.

The By-Laws of the Surviving Corporation, in effect on the effective date of the Merger, shall be amended by changing the number of directors on the Board of the Surviving Corporation, as shown in Section 6 of its By-Laws, from six (6) to fifteen (15). Said By-Laws, as amended, shall thereafter continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.

ARTICLE IV.

The officers of the Surviving Corporation, holding office on the effective date of the Merger, shall continue to hold office until removed as provided by law or until the election of their respective successors; and, effective as of the date of the Merger, the directors of UNITED FAMILY shall succeed to and become the directors of the Surviving Corporation. Such directors shall thereafter continue to hold office until removed as provided by law or until the election of their respective successors. Any vacancy existing on the Board of Directors of the Surviving Corporation as of the effective date of the Merger may be filled in the manner provided by the By-Laws of the Surviving Corporation.

ARTICLE VIII.

Until the effective date of the Merger, or termination, or abandonment of this Agreement and Plan of Merger, neither corporation shall, without the consent of the other:

- (i) pay any dividend or make any distribution on any of its shares;
- (ii) issue any shares, any options, warrants or rights to purchase any shares or any securities convertible into or exchangeable for any of its shares.

ARTICLE IX.

The effective date of the Merger shall be June 30, 1981, or such other date upon which all of the provisions set forth in this Agreement have been complied with or fulfilled and all requisite or appropriate approvals or exemptions therefrom by governmental agencies have been obtained.

ARTICLE X.

This Agreement and Plan of Merger may be terminated and abandoned at any time prior to the effective date of the Merger by mutual consent of the Boards of Directors of the respective corporations.

ARTICLE XI.

This Agreement and Plan of Merger shall be governed by the laws of the State of Georgia.

ARTICLE XII.

In the event of any controversy, claim, or dispute between the parties hereto, arising out of or relating to this Agreement or the breach thereof, the prevailing party shall be entitled to recover from the losing party reasonable expenses, attorney's fees and costs.

ARTICLE XIII.

This Agreement contains the entire agreement of the parties hereto, and supersedes any prior written or oral agreements between them concerning the subject matter contained herein. There are no representations, agreements, arrangements, or understandings, oral or written, between and among the parties hereto, relating to the subject matter contained in this Agreement, which are not fully expressed herein.



JOHNNIE L. CALDWELL
COMPTROLLER GENERAL

OFFICE OF
COMPTROLLER GENERAL
STATE CAPITOL
ATLANTA, GEORGIA 30334

RECEIVED
JUN 30 3 20 PM '81

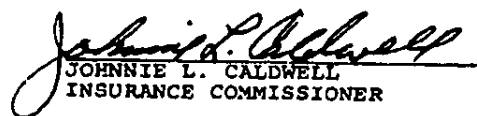
SECRETARY
OF STATE

CERTIFICATE APPROVING
PROPOSED PETITION FOR MERGER OF
UNITED FAMILY LIFE INSURANCE COMPANY
WITH AND INTO
AMEV UNITED INSURANCE COMPANY

I, Johnnie L. Caldwell, Insurance Commissioner of the State of Georgia, certify that I have examined the Petition for Merger of United Family Life Insurance Company with and into Amev United Insurance Company, which Petition for Merger was filed in the Office of the Secretary of State on May 29, 1981, transmitted to me on May 29, 1981, and received in this Office on May 29, 1981.

Based upon my examination of this Petition, I conclude that the proposed Petition for Merger, if granted, will enable Amev United Insurance Company to comply with the applicable insurance laws of the State of Georgia. Said Petition is, therefore, hereby approved.

Given under my Hand and Seal of Office this 30th
day of JUNE, 1981.


JOHNNIE L. CALDWELL
INSURANCE COMMISSIONER

Charter Record Number I-999 - 1

OFFICE OF SECRETARY OF STATE

Petition for:
MERGER of

UNITED FAMILY LIFE INSURANCE COMPANY
Atlanta, Fulton County

with & into

AMEV UNITED INSURANCE COMPANY
Atlanta, Fulton County

MacKto

UNITED FAMILY LIFE INSURANCE COMPANY
.....

Filed in office in triplicate
May 29, 1981 with fee of \$100.00
One copy certified and returned to
petitioner May 29, 1981 and one
copy transmitted to Insurance
Commissioner May 29, 1981
.....

DAVID B. POYTHRESS
Secretary of State

GRANTED:.....
JUN 30 1981

Filed by:

Honorable Robert P. Constantine
Heyman & Sizemore
1940 Equitable Building
Atlanta, Georgia 30643



OFFICE OF SECRETARY OF STATE

To All To Whom These Presents May Come: Greeting:

WHEREAS, In pursuance of an Act of the General Assembly of Georgia approved March 1, 1960, as amended, Robert W. Probert of Decatur, Georgia, Allen R. Freckman and H. Caldwell Beckley of Sumter, New Jersey, F. L. Hudson of Marietta, Georgia, Terry P. Williams of Covington, Georgia and J. R. Ross of Atlanta, Georgia, have filed in this office in each of the two a petition seeking the formation of a corporation to be known as

NEW UNITED INSURANCE COMPANY

with its principal office in Atlanta, Fulton County, Georgia, with an authorized capital stock of five hundred thousand (500,000) shares of common stock of a par value of Ten (10.00) dollars per share, for the purpose of organizing and running a life and accident and sickness insurance business as defined by the Georgia Insurance Code, as amended, all as set forth in its petition for incorporation, and has complied with the statutes in such cases made and provided;

THEREFORE, the State of Georgia hereby grants unto the above-named persons, their successors and assigns, full authority, by and under the said name of NEW UNITED INSURANCE COMPANY, to exercise the powers and privileges of a corporation for the purpose above-stated, subject to the provisions of the Constitution of this State, and all of its laws, rules and regulations governing insurance companies of force at the date of this certificate, so that may hereafter become of force either by constitutional or statutory law.

In Witness Whereof, These presents have been signed by the Secretary of State, and the Great Seal has been attached hereon, at the City of Atlanta, on this 24th day of May, 1960.

DAVID E. POTTER
SECRETARY OF STATE

5.

All of said incorporators are citizens of the United States and at least two-thirds (2/3rds) of said incorporators are residents of the State of Georgia.

6.

The corporation is formed to transact the following kinds of insurance: life and accident and sickness.

7.

The authorized capital stock of the corporation shall consist of 500,000 shares of common stock of a single class with a par value of two (\$2.00) dollars per share. The minimum capitalization of the corporation shall be \$1,000,000 consisting of \$400,000 of paid-in capital and \$600,000 of paid-in surplus.

8.

The corporation shall have six (6) directors who shall conduct the affairs of the corporation. The corporation's first directors shall serve for a term of one (1) year and the names and addresses of said first directors are as follows:

Robert M. Lenham
1757 Angelique Drive
Decatur, Georgia 30033

Allen R. Freedman
35 Plymouth Road
Summit, New Jersey 07901

H. Carroll Mackin
88 Beekman Road
Summit, New Jersey 07901

F. L. Maddox
424 Chowning Place, N.W.
Marietta, Georgia 30064

Terry P. McKenna
31 Meadow Way
Covington, Georgia 30209

J. R. Ross
312 Lake Forrest Lane, N.E.
Atlanta, Georgia 30342

Each of said first directors is a citizen of the United States and more than one-fourth of all of said first directors are residents of the State of Georgia.

1-907-6

IN WITNESS WHEREOF, the undersigned have hereunto
affixed their hands and seals as incorporators this 5th day of
May, 1980.

Allen Westman

N. Carroll Page

J. R. Rous

F. L. M. ...

Robert M. ...

Samuel P. ...

2-907-2

IN THE PROBATE COURT FOR THE
COUNTY OF FULTON
STATE OF GEORGIA

CERTIFICATION OF PUBLICATION

* * * * *

I, Floyd E. Propst, Judge of the Probate Court of
Fulton County, Georgia, do hereby certify that the "Application
for Charter of AMEV United Insurance Company" has been
published once a week for four (4) weeks in the "Fulton County
Daily Report", the newspaper in which the legal advertisements
of Fulton County Georgia, the county where the principal
office of AMEV United Insurance Company is to be located,
are published, and that the dates of publication of said
"Application for Charter" were May 9, May 12, May 19 and
May 26, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal of Office, this 28th day of May, 1980

Floyd E. Propst
Judge of the Probate Court
Fulton County, Georgia

SECRETARY
OF STATE

RECEIVED
MAY 29 2 57 PM '80

Charter Records Number 1-907

OFFICE OF SECRETARY OF STATE

PETITION FOR
CHARTER OF

ARBY UNITED INSURANCE COMPANY
Atlanta, Fulton County

Filed in office in-triplicate

May 7, 1980 with fee of \$100.00
.....

One copy certified and returned to
petitioner May 7, 1980 and one copy
transmitted to Insurance Commissioner
May 7, 1980
.....

DAVID B. PORTHRESS
Secretary of State

GRANTED:..... MAY 30 1980

Filed by:

Honorable Robert P. Constantine
Heyman and Sizemore
1940 Equitable Building
Atlanta, Georgia 30303

07 070

065 0000

I-3177



JOHNNIE L. CALDWELL
COMPTROLLER GENERAL

OFFICE OF
COMPTROLLER GENERAL
STATE CAPITOL
ATLANTA, GEORGIA 30334

CERTIFICATE APPROVING
PROPOSED PETITION FOR CHARTER OF
AMEV UNITED INSURANCE COMPANY

SECRETARY
OF STATE

MAY 30 2 54 PM '80

RECEIVED

I, Johnnie L. Caldwell, Insurance Commissioner of the State of Georgia, certify that I have examined the Petition for AMEV UNITED INSURANCE COMPANY seeking its Charter, which Petition for Charter was filed in the Office of the Secretary of State on May 7, 1980, transmitted to me on May 7, 1980, by the Secretary of State, and received in this Office on May 7, 1980.

Based upon my examination of this Petition, I conclude that this proposed Charter, if granted, will enable AMEV UNITED INSURANCE COMPANY to comply with the applicable insurance laws of the State of Georgia. Said Petition is, therefore, hereby approved.

Given under my Hand and Seal of Office this 30th
day of May, 1980.

JOHNNIE L. CALDWELL
INSURANCE COMMISSIONER
STATE OF GEORGIA

87 878

865 0006

9.

The first officers of said corporation shall serve for one (1) year. The names and addresses of said first officers are as follows:

F. L. Maddox	President
424 Chowning Place, N.W.	
Marietta, Georgia 30064	
Terry P. McKenna	Secretary
31 Meadow Way	
Covington, Georgia 30209	

10.

The home office and principal place of business of the corporation shall be located in Atlanta, Fulton County, Georgia.

11.

The initial registered office of the corporation is 5775-A Glenridge Drive, N.E., Atlanta, Georgia 30328. The initial registered agent of the corporation at such address is F. L. Maddox.

12.

The shares of common stock of the corporation shall not be subject to assessment.

13.

None of the incorporators have subscribed to purchase any shares of stock of the corporation.

14.

There shall be no limitations on the corporation's indebtedness other than those provided for in Title 56, the Georgia Insurance Code, or in the other applicable laws of the State of Georgia.

Therefore, applicants pray that this Application for a Charter be approved and that AMV United Insurance Company be duly incorporated as a stock insurer pursuant to the provisions of Chapter 56-15 of the Georgia Insurance Code and other applicable provisions of Georgia law and that such corporation be invested with all rights, powers, privileges and immunities allowed to like corporations under the laws of the State of Georgia.

I-907-3

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MAY 7 11 53 AM '90

Filed Secretary of State MAY 7 1990
Charter Records Number I-907

APPLICATION FOR CHARTER
FOR

SECRETARY
OF STATE

AMEV UNITED INSURANCE COMPANY

The undersigned applicants herewith submit this
Application for Charter for AMEV UNITED INSURANCE COMPANY pursuant
to the provisions of Georgia Insurance Code §56-1505 and other
applicable laws of the State of Georgia and show the following:

1.

The name of the corporation shall be:

AMEV United Insurance Company.

2.

The corporation shall have perpetual duration.

3.

The names and addresses of the incorporators are as
follows:

Robert M. Denham
1757 Angelique Drive
Decatur, Georgia 30033

Allen R. Freedman
35 Plymouth Road
Summit, New Jersey 07901

H. Carroll Mackin
88 Beekman Road
Summit, New Jersey 07901

F. L. Maddox
424 Chowning Place, N.W.
Marietta, Georgia 30064

Terry P. McKenna
31 Meadow Way
Covington, Georgia 30209

J. R. Ross
312 Lake Forrest Lane, N.E.
Atlanta, Georgia 30342

4.

All of said incorporators are over twenty-one (21) years
of age and are of good moral character. None of said incorpora-
tors have been convicted of any crime involving moral turpitude.

AMEV-UNITED-INSURANCE-COMPANY
UNITED FAMILY LIFE INSURANCE COMPANY

Atlanta, Fulton County

8716995

26

Chartor	Cap Stk — par value	SA	PP
1-907 May 30, 1980	Auth. \$1,000,000; P.V. \$2.00.		
Renewals			
Amended 1-929 Jun 30, 1981	United Family Life Insurance Company merged into Amev. NaChTo UNITED FAMILY LIFE INSURANCE COMPANY Auth. incr. to \$20,000,000; P.V. \$2.00.		
Mergers			
UNITED FAMILY LIFE INSURANCE COMPANY		ATLANTA, Fulton County	

I-929-17

RECEIVED
JUN 30 3 21 PM '81

IN THE PROBATE COURT FOR THE
COUNTY OF FULTON
STATE OF GEORGIA

SECRETARY
OF STATE

CERTIFICATION OF PUBLICATION

I Floyd E. Propst, Judge of the Probate Court of Fulton County, Georgia do hereby certify that the "Petition For Merger of United Family Life Insurance Company With and Into AMEV United Insurance Company and Application For Amendment of Charter of Surviving Corporation," has been published once a week for four weeks in the Fulton County Daily Report, the newspaper in which the legal advertisements of Fulton County, Georgia, the county where the principal offices of United Family Life Insurance Company and AMEV United Insurance Company are located, are published, and that the dates of publication of said Petition for Merger and Application For Amendment of Charter of Surviving Corporation" were:

May 29, 1981

June 8, 1981

June 1, 1981

June 15, 1981

IN WITNESS WHEREOF, I have hereunto set my hand and Seal of Office, this 24th day of June, 1981.

Floyd E. Propst
Floyd E. Propst, Judge
Probate Court of Fulton County
Georgia

IN WITNESS WHEREOF, ANEV UNITED and UNITED FAMILY have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized and have caused their respective corporate seals to be hereunto affixed this 20th day of May, 1981.

ATTEST:


John E. Edwards,
Secretary

[CORPORATE SEAL]

UNITED FAMILY LIFE INSURANCE COMPANY

By 
Robert H. Denham, President

ATTEST:


Thomas P. Knox
Assistant Secretary

[CORPORATE SEAL]

ANEV UNITED INSURANCE COMPANY


Daniel E. Matthews, Vice-President

ARTICLE V.

The shares of the Surviving Corporation issued and outstanding as of the effective date of the Merger shall not be converted as a result of the Merger, but shall remain issued and outstanding as shares of the Surviving Corporation; provided that Interfinancial Inc. has subscribed to and simultaneously with this Merger shall pay for an additional 1,170,000 shares of the capital stock authorized by the Surviving Corporation's Charter, as amended, so as to increase the paid-in capital of the Surviving Corporation to \$2,840,000.

Forthwith upon the effective date of the Merger the common shares of UNITED FAMILY then issued and outstanding shall be surrendered to UNITED FAMILY for cancellation. Any common shares of UNITED FAMILY held in its treasury on the effective date of the Merger shall also be cancelled.

ARTICLE VI.

UNITED FAMILY shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action as the Surviving Corporation may deem reasonably necessary or desirable in order to vest in or confirm to the Surviving Corporation title to and possession of the rights, property, assets and business of UNITED FAMILY, or otherwise to carry out the full intent and purpose of this Agreement of Merger.

ARTICLE VII.

The Surviving Corporation shall pay all expenses of the Merger. It is expressly agreed, however, that in the event this Agreement and Plan of Merger is terminated or abandoned for any reason, each of the corporations shall pay all expenses incurred by it to the date of such termination or abandonment in connection with the merger provided for herein.

NOW, THEREFORE, AMEV UNITED and UNITED FAMILY do hereby agree in accordance with the provisions of the Corporation Code and of the Insurance Code of the State of Georgia, that AMEV UNITED and UNITED FAMILY shall, on the effective date of the merger hereby agreed upon (hereinafter sometimes called the "Merger"), be merged into a single corporation, to-wit: AMEV UNITED (also sometimes hereinafter called the "Surviving Corporation"), which simultaneously with said merger shall be renamed "UNITED FAMILY LIFE INSURANCE COMPANY", and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the effect of the Merger upon the respective capital stock of the constituent corporations and the effect of such Merger upon the Charter of the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I.

Upon the effective date of the Merger the separate existence of AMEV UNITED and UNITED FAMILY shall cease and the Surviving Corporation (AMEV UNITED), as renamed UNITED FAMILY LIFE INSURANCE COMPANY, shall succeed, with its other transfer, to all the rights, privileges, immunities and franchises, both public and private, of UNITED FAMILY and to all property of UNITED FAMILY, whether real, personal or mixed, and shall assume and be subject to all the debts, duties, liabilities or obligations of UNITED FAMILY of whatever kind or description including, but not limited to, any debts, duties, liabilities or obligations arising out of any insurance policies, reinsurance contracts, agency agreements, pending suits, judgments or other similar responsibilities of UNITED FAMILY and any and all such debts, duties, liabilities, obligations, or responsibilities may be enforced against the Surviving Corporation in the same manner as if the Surviving Corporation had itself incurred them; and the Surviving Corporation shall issue such assumption certificates to the policyholders of UNITED FAMILY as may be required by law; and the Surviving Corporation shall continue to be vested with all the rights and property of AMEV UNITED and be subject to all the debts, duties and liabilities, obligations and responsibilities of AMEV UNITED.

resolve and direction of its Board of Directors, said Plan was submitted to the sole shareholder of UNITED FAMILY LIFE INSURANCE COMPANY, AMEV UNITED INSURANCE COMPANY, at a special consent meeting of said sole shareholder which was held on May 20, 1981. At said special consent meeting, the sole shareholder was present and voted for the Plan. The shareholder vote required to approve the Plan pursuant to the By-Laws of the corporation is an affirmative vote of a majority of the issued and outstanding shares of the corporation's common stock entitled to vote thereon. The number of issued and outstanding shares of UNITED FAMILY LIFE INSURANCE COMPANY's common stock entitled to vote thereon as of the date of submission to the sole shareholder was 2,834,678 shares. The Plan was adopted by an affirmative vote of 100% of the holders of the issued and outstanding shares of the corporation's common stock; that is to say, 2,834,678 shares or all of the corporation's issued and outstanding shares of common stock were voted in favor of adoption of the Plan and there were no votes against adoption of said Plan. The corporation has no preferred shares or other classes of shares of stock which are entitled to vote on the Plan.

ARTICLE VI.

After unanimous approval of the Plan by the Board of Directors of AMEV UNITED INSURANCE COMPANY in accordance with the provisions of Section 22-1003 of the Georgia Business Corporation Code, and with other applicable provisions of the laws of the State of Georgia, and upon the resolve and direction of its Board of Directors, said Plan was submitted to the sole shareholder of AMEV UNITED INSURANCE COMPANY, Interfinancial Inc., at the annual meeting of said sole shareholder which was held on May 20, 1981. At said annual meeting, the sole shareholder was present and voted for the Plan. The shareholder vote required to approve the Plan pursuant to the By-Laws of the corporation is an affirmative vote of a majority of the issued and outstanding shares of the corporation's common stock entitled to vote thereon. The number of issued and outstanding shares of AMEV UNITED INSURANCE COMPANY's common stock entitled to vote thereon as of the date of submission to the sole shareholder was 250,000 shares. The

1-929-6

CERTIFICATE

I, the undersigned, DANIEL H. MATHEWS, do hereby certify that I am a Vice-President of AMEV UNITED INSURANCE COMPANY, a Georgia domestic insurer and that the proposed amendments set forth in the Petition for Merger of United Family Life Insurance Company With and Into Amev United Insurance Company and Application for Amendment of Charter of Surviving Corporation have been authorized in writing by the holders of a majority (100%) of the voting power of the outstanding capital stock of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the corporate seal of the corporation to be affixed hereunto this 20th day of May, 1981.

AMEV UNITED INSURANCE COMPANY

Daniel H. Mathews
Daniel H. Mathews Vice-President

ATTEST:

Thomas P. Knox
Thomas P. Knox
Assistant Secretary

[CORPORATE SEAL]

I-939-4

4.

Petitioners are now in the process of making the necessary filings with the Insurance Commissioner of the State of Georgia pursuant to the applicable Georgia insurance laws. Such approvals or exemptions therefrom as may be required will be obtained prior to the effective date of the merger and evidence thereof will be forwarded to the Division of Special Services of the Office of the Secretary of State prior to the effective date of the merger.

AMENDMENT

5.

The name of the Surviving Corporation whose Charter is to be amended effective upon such merger is AMEV UNITED INSURANCE COMPANY ("AMEV UNITED", also sometimes herein referred to as the "Surviving Corporation"). It is a life, accident and sickness insurer chartered and authorized to transact insurance under the laws of the State of Georgia and its principal place of business is located at Atlanta, Fulton County, Georgia.

6.

AMEV UNITED's original Charter was granted on May 30, 1980. There have been no renewals or amendments of its Charter.

7.

AMEV UNITED, which is to be the surviving corporation of the merger herein proposed, desires that its Charter be amended effective upon such merger as follows:

(1) The name of the surviving corporation shall be changed to UNITED FAMILY LIFE INSURANCE COMPANY;

(2) The authorized capital stock of the surviving corporation shall be changed to 10,000,000 shares of common stock of a single class with a par value of Two (\$2.00) Dollars per share; and

(3) The number of directors who shall conduct the affairs of the surviving corporation shall be fifteen (15).

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into by and between UNITED FAMILY LIFE INSURANCE COMPANY, a Georgia corporation (hereinafter referred to as "UNITED FAMILY"), and AMEV UNITED INSURANCE COMPANY, a Georgia corporation (hereinafter referred to as "AMEV UNITED");

W I T N E S S E T H:

WHEREAS, AMEV UNITED is authorized to issue 500,000 common shares of the par value of \$2.00 per share, of which there are outstanding at the date hereof 250,000 common shares; and,

WHEREAS, UNITED FAMILY is authorized to issue 10,000,000 common shares of par value \$1.00 per share, of which there are outstanding at the date hereof 2,834,478 shares; and

WHEREAS, AMEV UNITED and UNITED FAMILY desire to effectuate a liquidation by merger upon the effective date of which UNITED FAMILY shall be liquidated and its assets, liabilities, rights, duties and obligations simultaneously transferred to, assumed by and merged with and into AMEV UNITED; and,

WHEREAS, all of the presently issued and outstanding capital stock of both corporations is presently owned (either directly or indirectly) by Interfinancial Inc., which is desirous that the two corporations merge; and,

WHEREAS, AMEV UNITED and UNITED FAMILY desire that the following changes be effected in the Charter of the Surviving Corporation by such merger:

- (1) The name of the surviving corporation shall be changed to UNITED FAMILY LIFE INSURANCE COMPANY;
- (2) The authorized capital stock of the surviving corporation shall be changed to 10,000,000 shares of common stock of a single class with a par value of Two (\$2.00) Dollars per share; and
- (3) The number of directors who shall conduct the affairs of the surviving corporation shall be fifteen (15).