

850400

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

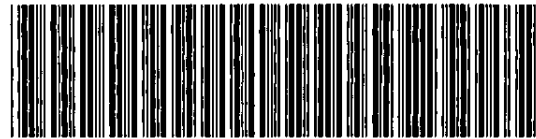
(Document Number)

Certified Copies ☒

Certificates of Status ☒

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S. TALLENT

JUN 08 2017

*Foreign Profit Amend
N/C*

FILED
17 MAY 25 PM 1:35
RECEIVED
CLERK OF SUPERIOR COURT
MASSACHUSETTS

OMAHA HEALTH INSURANCE COMPANY
3300 Mutual of Omaha Plaza
Omaha, NE 68175



Janie M. Boswell, ACP
Manager, Legal Operation
Mutual of Omaha Insurance Company
t 402-351-27355
f 402-351-5906
Janie.Boswell@mutualofomaha.com

VIA OVERNIGHT DELIVERY

May 24, 2017

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

Re: Omaha Health Insurance Company, formerly XL Life Insurance and Annuity
Company (the "Company"); Florida Document No. 850400

To Whom It May Concern:

On December 29, 2016, the Illinois Department of Insurance approved the Second Amended and Restated Articles of Incorporation of XL Life Insurance and Annuity Company to change the Company's name to Omaha Health Insurance Company. Pursuant to an Order dated February 21, 2017, the Nebraska Department of Insurance approved the application of Omaha Health Insurance Company to transfer its domicile from Illinois to Nebraska. On February 22, 2017, the Nebraska Department of Insurance approved the Certificate of Amendment and Restatement of Amended and Restated Articles of Incorporation of Omaha Health Insurance Company to effect the redomestication from Illinois to Nebraska.

Enclosed please find the following original documents to be filed on behalf of the Company in connection with the name change and redomestication:

1. One original and one copy of the completed Cover Letter and Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida in connection with the Company's name change from XL Life Insurance and Annuity Company to Omaha Health Insurance Company.
2. One original and one copy of the completed Cover Letter and Application by Foreign Profit Corporation to File Amendment to Application for Authorization to

May 24, 2017

Page 2

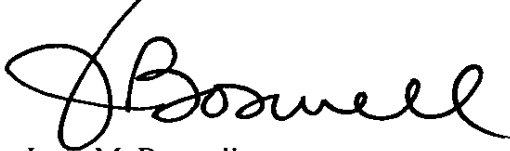
Transact Business in Florida in connection with the Company's redomestication from Illinois to Nebraska.

3. Two checks, each in the amount of \$52.50, payable to the Florida Division of Corporations to process the enclosed applications.

Please process these applications and forward the Certificate of Status to Leslie Hagg at the address indicated on the cover letter filing.

If you have any questions or need any additional information, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Boswell". The signature is fluid and cursive, with a large initial "J" and "B".

Janie M. Boswell
Manager of Legal Administration

Enclosures

cc: Yevgeniy Markov, Willkie Farr & Gallagher LLP
Dunia Rkein, Willkie Farr & Gallagher LLP
Leslie Hagg

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: XL Life Insurance and Annuity Company
Name of Corporation

DOCUMENT NUMBER: 850400

The enclosed Amendment and fee are submitted for filing.
Please return all correspondence concerning this matter to the
Leslie D. Hagg

Name of Contact Person

Mutual of Omaha Insurance Company

Firm/Company

3300 Mutual of Omaha Plaza

Address

Omaha, NE 68175

City/State and Zip Code

leslie.hagg@mutualofomaha.com

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

For further information concerning this matter, please call:

Leslie D. Hagg at (402) 351-2078
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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



PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

850400

(Document number of corporation (if known))

1. XL Life Insurance and Annuity Company
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. September 17, 1981
(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? December 29, 2016
5. Omaha Health 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.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Richard C. Anderl

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

Richard C. Anderl
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)

FILED
17 MAY 25 PM 1:35
TALLAHASSEE
FLORIDA



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: APR 26 2017

Jennifer Hammer
Director of Insurance

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

XL LIFE INSURANCE AND ANNUITY COMPANY

(the "Company")

The undersigned, pursuant to action by the Board of Directors of the Company, does hereby execute and acknowledge the following Second Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Company shall be:

Omaha Health Insurance Company

ARTICLE II

The Company was originally incorporated on February 21, 1978 under the laws of the State of Missouri, pursuant to the provisions of Chapter 376 of the Revised Statutes of Missouri (1975). The Company is reorganized pursuant to Illinois Insurance Code, Article XII, "Domestication of Foreign and Alien Companies".

ARTICLE III

The principal office of the Company shall be in the City of Oakbrook Terrace, County of DuPage, State of Illinois. The Company may transact business from time to time in any state or country in which it hereafter becomes fully qualified for the business to be undertaken.

ARTICLE IV

The duration of the Company's existence shall be perpetual.

ARTICLE V

The purpose of the Company shall be to make, write, issue and transact the kinds of insurance business classified under Illinois Insurance Code, Section 4, Clauses (a) and (b) of Class 1.

The foregoing enumeration of the purpose of the Company shall not be held to limit or restrict the power of the Company to carry out any other business activity reasonably complementary or supplementary to the Company's insurance business either to the extent necessary or properly incidental to the provision of the Company's insurance business or to the extent approved by the Illinois Director of Insurance.

ARTICLE VI

(a) The Board of Directors shall exercise the corporate powers and manage the business and affairs of the Company.

(b) The number of directors of the Company shall be as provided in the By-laws, but shall be no less than three (3) and no more than twenty-one (21). Each director shall be at least eighteen (18) years of age and at least three (3) of the directors shall be residents and citizens of the State of Illinois. At least 20%, but not less than one, of the directors shall be persons who are not officers or employees of the Company.

(c) Directors shall be elected at each annual meeting of shareholders for a term of one year. Any vacancy in the Board of Directors due to death, resignation, removal or otherwise, may be filled by the vote of the shareholders at an annual meeting of shareholders or a special meeting of shareholders called for that purpose. In all elections for directors, every shareholder of common shares has the right to vote, in person or by proxy, for the number of common shares owned by such shareholder, for as many candidates 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 such shares equals, or to distribute such votes on the same principle among as many candidates as such shareholder thinks fit.

ARTICLE VII

(a) The capital stock of the Company is of one class entitled "Common Stock".

(b) The amount of authorized capital of the Company shall be Nine Million Dollars (\$9,000,000). The aggregate number of shares which the Company shall be authorized to issue shall be Ninety Thousand (90,000) shares with a par value of One Hundred Dollars (\$100) per share. The aggregate number of shares currently issued and outstanding is 50,000.

(c) The Board of Directors shall have the power to authorize the issuance or sale from time to time of authorized but unissued shares or the increase of the par value of the Company's shares on such conditions and terms as the Board of Directors may determine, subject to the provisions of the Illinois Insurance Code.

(d) The Company shall at all times maintain a paid-up capital of not less than One Million Dollars (\$1,000,000) and a surplus of not less than Five Hundred Thousand Dollars (\$500,000).

ARTICLE VIII

(a) The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director, officer, employee or agent of the Company, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with

such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) The Company may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in the Company's favor by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

(c) The Company may indemnify any person to the full extent permitted by the Illinois Insurance Code, including by the By-laws of the Company or otherwise.

ARTICLE IX

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to similar domestic insurance companies organized or incorporated in Illinois.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed, acknowledged and sworn to on this 1st day of December, 2016.

By: James T. Blackledge
James T. Blackledge
President

Attest: Richard C. Anderl
Richard C. Anderl
Corporate Secretary

(CORPORATE SEAL)

