

850 400

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

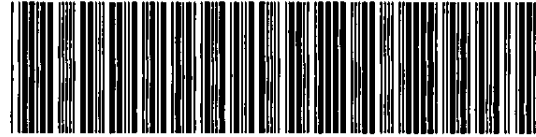
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*Foreign Profit
Amend*

S. TALLENT

JUN 08 2017

FILED
17 MAY 25 PM 2:38
TALLERSETT LEALD

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. Omaha Health Insurance 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? N/A
5. N/A
(Name of corporation after 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.

Nebraska
(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 2:58
RECEIVED
SECRET

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
OMAHA HEALTH INSURANCE COMPANY
a Nebraska corporation

Omaha Health Insurance Company (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is OMAHA HEALTH INSURANCE COMPANY.

SECOND: The amendments adopted pursuant to § 21-267 of the Nebraska Model Business Corporation Act revoke the original Articles of Incorporation and all prior amendments thereto in their entirety and substitute the Third Amended and Restated Articles of Incorporation attached to this Certificate.

THIRD: The Third Amended and Restated Articles of Incorporation ("Amended Articles") contain amendments which require shareholder approval. The Amended Articles were unanimously recommended by the Board of Directors and adopted by the sole shareholder of the Corporation. The date of the adoption of the Amended Articles by the shareholder was January 27, 2017.

FOURTH: The number of shares of the Corporation issued and outstanding at the time of the Amended Articles and entitled to vote thereon was 50,000 shares of common stock. No preferred stock is authorized, issued or outstanding. The Amended Articles were adopted by the unanimous vote of the sole shareholder, owner of all of the issued and outstanding shares of the common stock of the Corporation, by consent in writing and without a meeting of such shareholder.

IN WITNESS WHEREOF, Omaha Health Insurance Company has caused this Certificate of Amendment and Restatement of Amended and Restated Articles of Incorporation of Omaha Health Insurance Company to be executed by its President and Secretary this 27th day of January, 2017.

OMAHA HEALTH INSURANCE COMPANY

By: James T. Blackledge
Its President
and Richard C. Anderson
Its Corporate Secretary

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

FEB 22 2017

APPROVED



STATE OF NEBRASKA
DEPARTMENT OF INSURANCE
I hereby certify that this is a full
and correct copy of the document
now on file and forming a part of
the records of this Department.

Date: April 21, 2017
Brian R. Roney

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OMAHA HEALTH INSURANCE COMPANY
a Nebraska corporation

NEBRASKA DEPT INSURANCE

FEB 03 2017

Tentative Approval

NOT FINAL

Omaha Health Insurance Company (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation. The Corporation was originally incorporated as a Missouri domestic life insurance company under the name ITT Lyndon Life Insurance Company on February 21, 1978. Effective December 1, 1995, the Corporation changed its name to Lyndon Life Insurance Company. Effective March 29, 2002, the Corporation reorganized under the laws of the State of Illinois. Effective August 14, 2002, the Corporation changed its name to XL Life Insurance and Annuity Company. Effective December 29, 2016, the Corporation changed its name to Omaha Health Insurance Company. The Corporation is executing and filing these Amended and Restated Articles of Incorporation ("Articles of Incorporation") pursuant to the applicable provisions of the Nebraska Model Business Corporation Act ("BCA") and the insurance laws of the State of Nebraska for the purpose of redomesticating the Corporation to Nebraska.

ARTICLE I

Name and Principal Office of Corporation

The name of this corporation is Omaha Health Insurance Company. The principal business office of the corporation shall be in the City of Omaha, Douglas County, Nebraska.

ARTICLE II

Registered Office and Address

The street address of the initial registered office shall be 3300 Mutual of Omaha Plaza, Omaha, Nebraska 68175 and the name of the initial registered agent shall be Mutual of Omaha Insurance Company.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ninety thousand (90,000) shares of common stock with a par value of each of said shares to be one hundred dollars (\$100) per share].

ARTICLE IV

Purpose of Corporation

The general nature of the business and the purposes of the corporation shall be to: (i) issue insurance upon lives of persons, including endowments and annuities, and every insurance thereto and disability benefits; and (ii) issue insurance against loss or expense resulting from sickness of the insured, from bodily injury or death of the insured by accident, or both, and every insurance pertaining thereto.

The corporation shall have all incidental powers customarily exercised by such corporations for processing and developing its business as may be permitted or authorized. It shall also have power to exercise any general or specific grants of power provided in the statutes of the State of Nebraska.

ARTICLE V

Organization

The corporation is organized under the Statutes of the State of Nebraska and shall conduct its business pursuant to the Nebraska Statutes now or hereafter applicable to such a corporation. The operation of the corporation may be extended to any other state, territory, or foreign country with power to comply with all legal and regulatory requirements and demands thereof when and as authorized by the Board of Directors. Said Board may authorize and approve the issuance of policies, and fix the premiums relating thereto.

ARTICLE VI

Officers and Directors

The officers of the corporation shall consist of such officers as the Bylaws may provide. The manner of election of officers and the terms of such officers shall be such as the Bylaws may provide.

The Board of Directors of the corporation shall consist of such number of directors as shall be specified in the Bylaws of the corporation. The Directors shall be elected, in such class or classes and for such term or terms as the Bylaws may provide. The Board of Directors shall have the general management and control of the business of the corporation.

ARTICLE VII

Personal Liability of Directors

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty] as a director, except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled, (ii) an intentional infliction of harm on the corporation or its shareholders, (iii) a violation of Section 21-2,104 of the Nebraska Business Corporation Act (including paying or approving a dividend which is in violation of Nebraska law), or (iv) an intentional violation of criminal law.

If the Nebraska Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Nebraska Business Corporation Act as so amended.

Any repeal or modification of the foregoing Article VII by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII

Indemnification of Directors

To the fullest extent permitted by law, the corporation shall 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, arbitative or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, member, trustee,

employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, 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; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm on the corporation or its shareholders, (iii) a violation of section 21-2,104 of the BCA, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-2,111 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal, the corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the corporation, who is a party to such action, suit or proceeding because he or she is a director of the corporation or is or was serving at the request of the corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if the director delivers to the Corporation: (a) a signed written affirmation of the director's good faith belief that the relevant standard of conduct has been met by the director or that the proceeding involves conduct for which liability has been eliminated under a provision of these Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) the director's signed written undertaking to repay any funds advanced if the director is not entitled to mandatory indemnification under section 21-2,112 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-2,114 or 21-2,115 of the BCA that the director has not met the relevant standard of conduct described in section 21-2,111 of the BCA. This undertaking shall be an unlimited general obligation of the director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

ARTICLE IX Forum

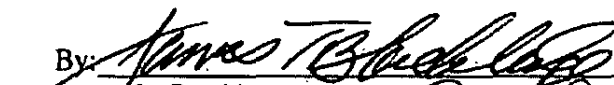

Unless the corporation consents in writing to the selection of an alternative forum, the Douglas County District Court in the State of Nebraska shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's policyowners, or (3) any action asserting a claim arising pursuant to any provisions of the Nebraska Business Corporation Act.

ARTICLE X Amendments

Amendments to these Articles of Incorporation may be adopted by two-thirds vote of all the Directors, approved by the Nebraska Department of Insurance and approved by two-thirds vote of all the stock voted in person or by proxy at an annual or legally called special meeting.

IN WITNESS WHEREOF, Omaha Health Insurance Company has caused this Certificate of Amendment and Restatement of Amended and Restated Articles of Incorporation of Omaha Health Insurance Company to be executed by its President and Secretary this 27th day of January, 2017.

OMAHA HEALTH INSURANCE COMPANY

By: 
Its President
and 
Its Corporate Secretary