

853409



CONSECO.

CONSECO SERVICES L.L.C.
11825 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46032

October 23, 1998

Amendment Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

100002675861--4
-10/29/98--01075--001
*****8.75 *****8.75

100002675861--4
-10/29/98--01075--002
*****43.75 *****43.75

RE: Connecticut National Life Insurance Company Name Change to Conseco Medical Insurance Company

Dear Sir/Madam:

Please find the following documentation enclosed to amend the name on the Certificate of Status to reflect the above referenced name change:

1. Application by Foreign Not for Profit Corporation to File Amendment to Application for Conducting Affairs in Florida;
2. Certified copy of the Amended and Restated Articles of Incorporation;
3. A check in the amount of \$52.50 (\$35.00 Filing Fee, \$17.50 for two Certified Copies of the Certificate of Status)

Thank you for your help. If any further documentation is required please contact me at the number listed below.

Sincerely,

Holley V. Schwab

Holley V. Schwab

Legal Assistant

Telephone: (800)888-4918 ext. 6931

Fax: (317)817-2559

Enclosure

FILED
98 OCT 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 2 1998

NOT FOR PROFIT CORPORATION

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

1. Connecticut National Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 7-12-82
Incorporated under laws of Date authorized to conduct affairs in Florida

FILED
98 OCT 29 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, 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? 8/24/98
5. Conseco Medical Insurance Company
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- | | |
|--------------|------------|
| <u>N/A</u> | <u>N/A</u> |
| New Duration | Date |
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- | | |
|------------------|------------|
| <u>N/A</u> | <u>N/A</u> |
| New Jurisdiction | Date |
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

N/A

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Michael A. Colliflower
Signature

10/22/98
Date

Michael A. Colliflower
Typed or printed name

Ast. Secretary/Sen. Vice President (Legal)
Title

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONNECTICUT NATIONAL LIFE INSURANCE COMPANY

ARTICLE ONE

The name of the corporation shall be Conseco Medical Insurance Company.

ARTICLE TWO

The corporation was originally organized and incorporated under the laws of the State of New Jersey. Effective April 1, 1993, the corporation redomesticated under the laws of the State of Connecticut. Effective November 1, 1995, the Company was reorganized and incorporated under the Illinois Insurance Code and shall be bound by all the terms and provisions of said code applicable to similar domestic companies organized or incorporated thereunder.

ARTICLE THREE

The location of the Principal Office shall be the County of Cook, in the State of Illinois.

ARTICLE FOUR

The corporation shall be formed for the following purposes: To engage in the kinds of insurance set forth in Class 1(a) and (b) of Section 4 of the Illinois Insurance Code including to make insurance upon the lives of individuals and every insurance pertaining thereto or connected therewith; to grant, purchase and dispose of annuities and endowments of every kind and description whatsoever; to provide for contracts of indemnity against death and for weekly or other periodic indemnities for disability occasioned by accident or sickness to the person of the insured, and to do such other things as may be permitted a corporation of this kind by law, and not prohibited by the Illinois Insurance Code.

In order to carry out the purposes for which it is organized, the corporation shall have the following rights and powers to the extent not inconsistent with nor prohibited by the provisions of

the law applicable to life insurance companies or applicable to all insurance companies;

(a) to sue and be sued, complain and defend in any court of law or equity;

(b) to have a corporate seal which may be altered at the pleasure of the corporation and to use such seal by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;

(c) to purchase, hold or convey such real estate as the purposes of the corporation shall require, and to take, hold or convey other property, real, personal or mixed, as shall be necessary in the transaction of its business, all to the extent permitted by law;

(d) to sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in or with shares, or the interest in or obligations of other domestic and foreign corporations, associations, partnerships or individuals, all to the extent permitted by law;

(e) to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without the goodwill for the corporation, upon such terms and conditions and for such consideration consisting in whole or in part, of money or property, real or personal, including but not limited to shares of any other domestic or foreign corporation as shall be consistent with the provisions of law applicable to such transfers under the Illinois law and consistent also with any and all provisions of law applicable to life, health and accident insurance companies and provisions of law applicable to all insurance companies;

(f) to make contracts and incur liabilities which may be appropriate to enable it to accomplish any and all of its purposes; to issue its notes, bonds, and other obligations, to secure any of its obligations by mortgage, deed of trust, or pledge of any or all of its property, franchise or income; to issue notes or bonds secured or unsecured, which by their terms are convertible to shares of stock of any class upon such terms and conditions and at such rates or prices as may be therein provided; to enter into

contracts of reinsurance, whether as reinsurer or otherwise, pertaining to life, health and accident insurance to the extent permitted by law to a corporation of this kind;

(g) to invest its capital, reserve and surplus funds of whatever kind or character from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned, all to the extent that such investments and loans may be permitted by the provisions of law applicable to life, health and accident insurance companies or applicable to all insurance companies;

(h) to elect or appoint officers and agents of the corporation and to define their duties and fix their compensation, such officers to consist of a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary;

(i) to make and alter By-laws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation;

(j) to terminate its corporate activities and to surrender its corporate franchise;

(k) to make contributions to corporations or other organizations formed for civic, charitable or benevolent purposes or to any incorporated or unincorporated association, United Fund or community funds not operated or used for profit to its members, but operated for the purposes of raising funds for and of distributing funds to other civic, charitable or benevolent organizations or agencies; and

(l) to have and exercise all of the powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was formed; to exercise all powers, now or hereafter permitted by law to a corporation of this character, and not prohibited by the Illinois Insurance Code.

ARTICLE FIVE

The amount of capital stock of said corporation is Two Million Five Hundred Twenty Thousand Dollars (\$2,520,000) divided into Three Hundred Thousand (300,000) shares of common stock with a par value of Eight Dollars and Forty Cents (\$8.40) per share. The number of common shares outstanding is 300,000. The total number of shares entitled to vote thereon is 300,000. Each share of stock shall be entitled to one (1) vote, except that in all elections for Directors, shareholders shall have the right of cumulative voting.

ARTICLE SIX

The property and business of the corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three (3) nor more than twenty-one (21) natural persons, who are shareholders, except where the Company is a wholly owned subsidiary, and who are at least eighteen (18) years of age, and at least three (3) of whom are residents and citizens of the State of Illinois. The actual number of Directors, within said limits, shall be fixed by the By-laws of the corporation. Directors shall be elected annually by the shareholders at the annual meeting of the corporation. Any vacancy in the Board of Directors, shall be elected by the shareholders at either the annual or a special meeting of the shareholders and such director so elected shall serve until the next annual meeting of the shareholders at which time a director shall be elected by the shareholders. Election of Directors need not be by ballot unless the By-laws so provide.

The Board of Directors may repeal or amend the By-laws of this corporation or may adopt new or additional By-laws, but such By-laws shall not be inconsistent with these Articles of Incorporation nor with the laws of the State of Illinois. Meetings of the Board of Directors may be held within or without the State as the Board of Directors may decide. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

ARTICLE SEVEN

The period of existence of this corporation is perpetual.

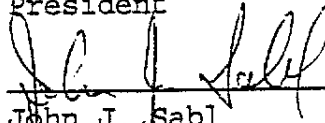
ARTICLE EIGHT

Amendments of the Articles of Incorporation may be submitted by resolution of the Board of Directors at any regular or special meeting of shareholders and adopted by the affirmative vote of the holders of at least two-thirds of the outstanding shares.

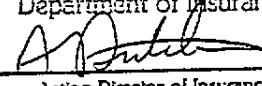
IN WITNESS WHEREOF, we the President and Secretary of Connecticut National Life Insurance Company, have hereunto set our hands and affixed the corporate seal this 18th day of August, 1998.



Thomas J. Kilian
President



John J. Sabl
Secretary

| |
|--|
| Approved <u>24 August 1998</u> |
| State of Illinois Department of Insurance |
| by:  Acting Director of Insurance |

STATE OF INDIANA
COUNTY OF HAMILTON

) SS. _____
) ,

The foregoing instrument was acknowledged before me this 18TH
day of AUGUST, 1998, by the President and Secretary of
Connecticut National Life Insurance Company.

Cindy J. Newman

Notary Public

My Commission Expires: 4-22-01

~~~~~  
Cindy J. Newman  
Notary Public, State of Indiana  
Hancock County  
My Commission Exp. 04/22/2001  
~~~~~




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



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 Department of Insurance.

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

Date: SEP 14 1998

A. Dutcher

Acting Director of Insurance