F01000002661

JOHNSON, SMITH, HIBBARD & WILDMAN
LAW FIRM, L.L.P.
220 NORTH CHURCH STREET
SPARTANBURG, SC 29306
MAILING ADDRESS: P.O. DRAWER 5587
SPARTANBURG, SOUTH CAROLINA 29304-5587
864-582-8121

TELECOPIER 864-585-5328
jshwlaw@bellsouth.net

MILTON A. SMITH
PAUL R. HIBBARD
DONALD B. WILDMAN
DOUG SMITH
DONNA FAYE SHETLEY
RANSOME A. COLEMAN
GORDON G. COOPER
also admitted in Florida

RICHARD L. VOIGT
STEVEN M. QUERIN

EDWIN W. JOHNSON (1904-1979)

May 9, 2001

Florida Secretary of State
Amendments Section
Attn: Susan Payne
P.O. Box 6327
Tallahassee, FL 32314

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FILED
01 MAY 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Florida Employers Life Insurance Corporation n/k/a
Employers Life Insurance Corporation
JSH&W File: 200299

Dear Susan:

Enclosed herewith please find an Application by a Foreign Corporation for Authorization to Transact Business in Florida for Employers Life Insurance Corporation ("ELIC"). Also enclosed for your information is a certified copy of the Certificate of Redomestication/Articles of Incorporation and a current Certificate of Existence for ELIC issued by the state of South Carolina.

As I explained in our recent telephone conversation (and as set forth in the recitals contained in the enclosed Articles), ELIC purchased all of the issued and outstanding stock of Florida Employers Life Insurance Corporation ("FELIC") and redomesticated the corporation to the state of South Carolina. I am hopeful that the enclosed filing along with the supporting documentation will allow you to amend the records of the state of Florida to indicate that ELIC is now a South Carolina corporation authorized to do business in the state of Florida rather than a Florida domestic corporation. I believe that it is also necessary to amend your records to make it clear that ELIC is the same corporation as FELIC and has been continually in existence since 1988.

New Profit

S. PAYNE MAY 17 2001

FLORIDA EMPLOYERS LIFE INSURANCE CORPORATION, K40963, REDOMESTICATED T O SOUTH CAROLINA UNDER THE NAME OF EMPLOYERS LIFE INSURANCE CORPORATIO N, F01000002661 - FILED 5/16/01 - THIS REDOMESTICATION IS DEEMED A MER GER PURSUANT TO 607.1107(5) F.S.

Thank you in advance for your kind assistance in this regard. If you require any additional documentation I will be happy to provide the same to you upon request.

Sincerely,

Steven M. Querin

SMQ:dlh
Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Employers Life Insurance Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Steven M. Querin, Esquire
(Name of Person)

Johnson, SMith, Hibbard & Wildman, L.L.P.
(Firm/Company)

P.O. Drawer 5587
(Address)

Spartanburg, SC 29304
(City/State and Zip code)

For further information concerning this matter, please call:

Steven M. Querin at (864) 582-8121
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Employers Life Insurance Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. South Carolina
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. October 2, 2000 (Date of Redomestication)
(Date of incorporation)

Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. October 25, 1988 under document number K40963
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 333 S. Pine Street, Spartanburg, SC 29302
(Principal office address)

(same)
(Current mailing address)

8. Insurance business and all lawful business and services related thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: State of Florida Commissioner of Insurance

Office Address: 2000 East Gaines Street

Tallahassee (City), Florida 32399 (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Insurance Commissioner is already the registered agent for the existing coporation in the state of Florida
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: William M. Worthy, II

Address: 333 S. Pine Street

Spartanburg, SC 29302

~~Vice Chairman~~ Director: Paul Woodrow Sprouse, Jr.

Address: same

Director: Duncan MacDonald

Address: same

Director: Choice L. Eubanks, Jr.

Address: same

B. OFFICERS

President: William M. Worthy, II

Address: 333 S. Pine Street

Spartanburg, SC 29302

Vice President: Duncan MacDonald

Address: same

Secretary: Choice L. Eubanks, Jr.

Address: same

Treasurer: Choice L. Eubanks, Jr.

Address: same

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. WMWorthy

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William M. Worthy, II, Chairman of the Board of Directors

(Typed or printed name and capacity of person signing application)

Jim Miles 4
SECRETARY OF STATE
FILED
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7 8 9 10 11 12 1 2 3 4 5 6

CERTIFICATE OF REDOMESTICATION

ARTICLES OF INCORPORATION
OF
EMPLOYERS LIFE INSURANCE CORPORATION

WHEREAS, Florida Employers Life Insurance Corporation was incorporated in the State of Florida on October 25, 1988 and has continued to actively conduct its business as a corporation, incorporated under the laws of the State of Florida until the date of filing of these Articles of Incorporation with the South Carolina Secretary of State; and

WHEREAS, Florida Life Insurance Corporation, simultaneously with the approval of its redomestication to South Carolina and simultaneously with the filing of its Articles with the South Carolina Secretary of State, shall change its name to "Employers Life Insurance Corporation"; and

WHEREAS, Florida Employers Life Insurance Corporation was redomesticated to the State of South Carolina pursuant to Section 38-5-170 of the Code of Laws of South Carolina, as amended, thereby becoming recognized as a South Carolina corporation as of the date of its incorporation in the State of South Carolina as a life, accident and health insurance company and therefore no longer conducts business as a corporation incorporated under the laws of the State of Florida; and

WHEREAS, Employers Life Insurance Corporation, in order to avoid any confusion regarding its state of domicile, wishes to have the records of the State of South Carolina reflect the facts as stated herein.

NOW, THEREFORE, for the reasons and purposes stated above, the redomestication of Florida Employers Life Insurance Corporation to the State of South Carolina, the dissolution of Florida Employers Life Insurance Corporation as a Florida corporation and the change of the corporate name from Florida Employers Life Insurance Corporation to Employers Life Insurance Corporation, have been duly authorized by the Board of Directors of Florida Employers Life Insurance Corporation in accordance with the laws of the State of Florida, the laws of the State of South Carolina, and by the State of Florida Department of Insurance, as evidenced by its written approval (a copy of which is attached hereto) .

1. The name of the proposed corporation is **Employers Life Insurance Corporation.**

2. The initial registered office of the corporation is **333 South Pine Street, Spartanburg, South Carolina, 29302** and the initial registered agent at such address is **William M. Worthy, II.**

3. The corporation is authorized to issue a single class of common stock, the total number of shares authorized is **2,500,000** Since there is only one class of common stock, the relative rights, preferences and limitations of the shares are not applicable.

4. The existence of the corporation began in the State of Florida on October 25, 1988 and shall continue as a South Carolina domiciled corporation effective on the date of filing hereof.

5. The optional provisions, which the corporation elects to include in the articles of incorporation, are as follows (See the applicable provisions of Sections 33-2-102, 35-2-105, and 35-2-221 of the 1976 South Carolina Code of Laws, as amended):

   (a) No shares of stock issued by this corporation shall be subject to preemptive rights.

   (b) No shares of stock issued by this corporation may be cumulatively voted for the election of directors of the corporation or for any other corporate decision.

6. I, Steven M. Querin, an attorney licensed to practice in the state of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 South Carolina Code of Laws, as amended, relating to the articles of incorporation.

Date: 10/2/00

Steven M. Querin, Esq.
Johnson, Smith, Hibbard and Wildman, L.L.P.
P.O. Drawer 5587
Spartanburg, SC 29304
(864) 582-8121

The herein Certificate of Redomestication
approved this ____ day of _____, 2000
by the South Carolina Department of Insurance.

By:_____
Name:_____
Its:_____

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

MAY 0 2 2001

SECRETARY OF STATE OF SOUTH CAROLINA

00-039002AC

RESOLUTION OF THE BOARD OF DIRECTORS
OF
FCCI INSURANCE GROUP INCORPORATED

I HEREBY CERTIFY that I am the duly elected Secretary of FCCI Insurance Group Incorporated, a Florida corporation, (the "Corporation") and the following is a true and correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation held on July 27, 2000 at the office of the Corporation. I further certify that said resolutions remain in full force and effect, as of the date hereof, and have not been amended, revised or repealed in any respect.

WHEREAS, the Board of Directors believes it is in the best interest of the Corporation to sell its subsidiary company, Florida Employers Life Insurance Corporation (FELIC), and

WHEREAS, a Letter of Intent has been entered into by and between FELIC and a potential purchaser. The execution of this Letter of Intent is hereby ratified, approved and adopted by the Board of Directors, and

WHEREAS, the Board of Directors acknowledges that certain actions are required to complete the sale of FELIC to potential purchaser, Employers Life Holding Company, LLC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Corporation hereby authorizes the sale of its subsidiary company, FELIC, to Employers Life Holding Company, LLC.

BE IT FURTHER RESOLVED that the Board of Directors authorizes the President and other officers and staff of the Corporation and FELIC to execute documents, obtain appropriate regulatory approvals and perform any other acts necessary to facilitate and complete the sale of FELIC and ratifies any actions already so taken to facilitate and complete the sale.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this, the 7th day of September, 2000.

FCCI INSURANCE GROUP INCORPORATED

By: _____

Secretary

CERTIFICATE OF SECRETARY

I, the undersigned, Secretary of FCCI Insurance Group, Incorporated (FCCI), do hereby certify as follow:

The Board of Directors of FCCI did hereby approve the sale of its wholly owned subsidiary, Florida Employers Life Insurance Corporation, to Carolina Benefit Administrators [Employers Life Holding Company]. This action was taken by the Board at a meeting held in Sarasota, Florida on Thursday, July 27, 2000.

Duly Certified this 30 day of August, 2000

Robert E. McManus, Secretary
FCCI Insurance Group, Incorporated

Seal

CERTIFICATE OF AUTHORITY

The undersigned Timothy W. Campbell, Chief Financial Analyst, for the State of South Carolina Department of Insurance, hereby approves the attached Articles of Incorporation and Certificate of Redomestication of Employers Life Insurance Corporation with an effective date as of the date of filing with the Secretary of State.

Timothy W. Campbell
Chief Financial Analyst

Attachment

THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

Bill Nelson

September 26, 2000

Mr. Paul P. Sanford
Attorney at Law
Rogers, Towers, Bailey, Jones & Gay
P.O. Box 1872
Tallahassee, Florida 32302-1872

Re: Florida Employers Life Insurance Corporation – Redomestication to South Carolina

Dear Mr. Sanford:

In response to your letter dated September 12, 2000, concerning the redomestication of Florida Employers Life Insurance Corporation to South Carolina, please be advised that the Florida Department of Insurance does not object to the proposed redomestication subject to the approval of the South Carolina Department. In order to complete the transaction as described, the following requirements must be completed:

1. A copy of the order from South Carolina accepting the company as a domestic insurer and the approval of the change in control must be submitted to the Department.

2. The Florida Secretary of State's office must be advised that the company's status has changed from a domestic insurer to an authorized foreign insurer domiciled in South Carolina. In addition, the required filings should be provided to the Secretary of State's office to support the corporation's name change.

3. As a result of the proposed name change, a new Florida Certificate of Authority must be issued. Return the original Certificate of Authority and a copy of the South Carolina order approving the name change.

4. Biographical information on new officers and directors must be submitted. (forms enclosed)

In closing, it is understood that the remaining Florida policyholders will continue to be serviced by the company in accordance with Florida Statutes and Regulations. Please let me know if we can be of further assistance.

Sincerely,

Michelle L. Newell

cc: W.Timothy Baker SC DOI (803) 737-6229
Ray Kennedy
C. Robert Norris
Paul Johns
Strom Maxwell

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL
MICHELLE L. NEWELL, FLMI, ARE, AIRC • BUREAU CHIEF • LIFE & HEALTH INSURANCE SOLVENCY & MARKET CONDUCT
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0327 • VOICE: (850) 413-3150 EXT. 5060 • TELECOPIER (850)488-7051
An Affirmative Action/Equal Opportunity Employer

The State of South Carolina

Office of Secretary of State Jim Miles

Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

EMPLOYERS LIFE INSURANCE CORPORATION,
a corporation duly organized under the laws of the State of South Carolina on **October 5th, 2000**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 2nd day of May, 2001.

Jim Miles, Secretary of State

the annual reports, a certificate of compliance must be obtained from the Tax Commission