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03 SEP -5 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SP
New Foreign
CORP.
9/8/03

STERLING INVESTORS LIFE INSURANCE COMPANY, 579120, REDOMESTICATED TO GEORGIA ON 9/5/03 - THE REDOMESTICATION OF A FLORIDA INSURER TO A FOREIGN STATE SHALL BE DEEMED TO BE A MERGER OF A FLORIDA AND FOREIGN CORPORATION. THE DOCUMENT NUMBER OF THE GEORGIA CORP. QUALIFIED IN FLORIDA IS F03000004481 UNDER THE NAME STERLING INVESTORS LIFE INSURANCE COMPANY



MORRIS, MANNING & MARTIN, LLP
ATTORNEYS AT LAW

September 4, 2003

Anthony C. Roehl
404-495-8477
aroehl@mmmlaw.com
www.mmmlaw.com

VIA FEDERAL EXPRESS

Ms. Susan Payne
Section Administrator
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Sterling Investors Life Insurance Company Redomestication

Dear Ms. Payne:

As we have previously discussed, enclosed is Sterling Investors Life Insurance Company's ("Sterling") application to do business in Florida as an admitted foreign company and a check for \$87.50 to cover the filing fee, certificate of status, and a certified copy of the application. Sterling has just received approval from the Florida and Georgia Departments of Insurance for its redomestication from Florida to Georgia. As such, it now needs to be classified as an admitted foreign corporation for purposes of doing business in the State of Florida.

Please feel free to contact me with any questions or if I may provide any further information.

Very truly yours,

MORRIS, MANNING & MARTIN, LLP


Anthony C. Roehl

ACR:
Enclosures

cc: Rodney L. Hale
Thomas A. Player, Esq.

Atlanta
404.233.7000

1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326-1044
Fax: 404.365.9532

With offices in

Washington, D.C.
Charlotte, North Carolina

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sterling Investors Life Insurance Company
(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:

Anthony C. Roehl

(Name of Person)

Morris, Manning & Martin LLP

(Firm/Company)

3343 Peachtree Rd. NE, Suite 1600

(Address)

Atlanta, GA 30326

(City/State and Zip code)

For further information concerning this matter, please call:

Anthony C. Roehl

(Name of Person)

at (404) 495-8477

(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. Sterling Investors Life Insurance Company
(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. Georgia 3. 59-1838073
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 14, 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 14, 1978 under document number 579120
(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. 2300 Lakeview Parkway, Suite 700, Alpharetta, GA 30004
(Principal office address)
2300 Lakeview Parkway, Suite 700, Alpharetta, GA 30004
(Current mailing address)
8. Insurance
(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: Insurance Commissioner
Office Address: The Capitol Building
Tallahassee, Florida 32301
(City) (Zip code)

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.

(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.

FILED
03 SEP -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Rodney L. Hale

Address: 218 Sand Key Estates Dr.

Clearwater, FL 33767

Vice Chairman: _____

Address: _____

Director: Delos Yancey, Jr.

Address: 855 Ocean Shore Blvd., Unit 219

Ormond Beach, FL 32176

Director: Karen Phillips

Address: 3390 Rivermont Parkway

Alpharetta, GA 30022

B. OFFICERS

President: Rodney L. Hale

Address: 218 Sand Key Estates Dr.

Clearwater, FL 33767

Vice President: Edito M. Gil

Address: 6921 Arbor Oaks CT

Bradenton, FL 34209

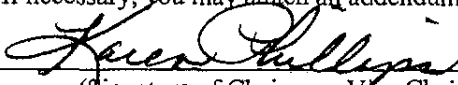
Secretary: Karen Phillips

Address: 3390 Rivermont Parkway, Alpharetta, GA 30022

Treasurer: Rodney L. Hale

Address: 218 Sand Key Estates Dr., Clearwater, FL 33767

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karen Phillips
(Typed or printed name and capacity of person signing application)

Sterling Investors Life Insurance Company
Attachment to Foreign Corporation Application

Additional Vice President:

Henry P. Martin
46-324 Haiku Rd. #105
Kaneohe, HI 96744

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0342518
DATE INC/AUTH/FILED: 08/01/2003
JURISDICTION : GEORGIA
PRINT DATE : 08/19/2003
FORM NUMBER : 211

MORRIS, MANNING & MARTIN
STEPHANIE PEARLE
1600 ATLANTA FINANCIAL, 3343 PEACHTREE ROAD
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

STERLING INVESTORS LIFE INSURANCE COMPANY INSURANCE COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

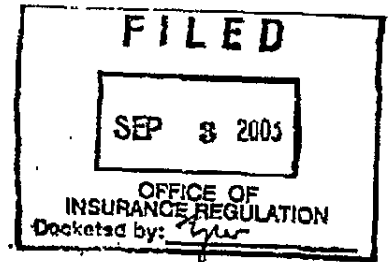
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Cathy Cox
Secretary of State



OFFICE OF INSURANCE REGULATION



KEVIN M. MCCARTY
DIRECTOR

IN THE MATTER OF:

CASE NO.: 70666-03-CO

STERLING INVESTORS LIFE INSURANCE COMPANY

ORDER

THIS CAUSE came on for consideration upon the filing by STERLING INVESTORS LIFE INSURANCE COMPANY (hereinafter referred to as STERLING INVESTORS LIFE), with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE") of an application to redomesticate to the state of Georgia pursuant to sections 628.525 and 628.530, Florida Statutes. Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:


1. The OFFICE has jurisdiction over the subject and the parties to this Order.
2. On June 17, 2003, STERLING INVESTORS LIFE informed the OFFICE of its intent to redomesticate to the state of Georgia and thereafter has completed the necessary prerequisites for approval to redomesticate.
3. STERLING INVESTORS LIFE's application to redomesticate to Georgia was approved on August 1, 2003, by the Georgia Office of Insurance and Safety Fire Commissioner.

4. STERLING INVESTORS LIFE intends to continue to transact insurance business in Florida subsequent to its redomestication to Georgia, accordingly its Florida Certificate of Authority is amended to that of a foreign insurer.
5. STERLING INVESTORS LIFE shall as a foreign insurer continue to operate in Florida in like a manner as it did as a domestic insurer as it relates to its policyholders and to the OFFICE.
6. STERLING HOLDINGS, INC. shall file an updated Holding Company Registration Statement within thirty (30) days of the date of entry of this Order.
7. STERLING INVESTORS LIFE shall make all necessary filings with the Florida Secretary of State regarding its redomestication to Georgia.

WHEREFORE, subject to the conditions set forth above, STERLING INVESTORS LIFE's application to redomesticate to the state of Georgia is APPROVED.

DONE and ORDERED this 3rd day of September, 2003.





KEVIN M. MCCARTY, Director
Office of Insurance Regulation

NOTICE OF RIGHTS

Pursuant to Section 120.569 and 120.57, Florida Statutes and Rule Chapter 28-106, Florida Administrative Code (F.A.C.), you have a right to request a proceeding to contest this action by the Office of Insurance Regulation. You may elect a proceeding by completing the attached Election of Rights form or filing a Petition. Your Petition or Election of a proceeding must be in writing and must be filed with the General Counsel acting as the Agency Clerk, Office of Insurance Regulation. If served by U.S. Mail, the Petition or Election should be addressed to the Florida Office of Insurance Regulation at 612 Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300. If Express Mail or hand delivery is utilized, the Petition or Election should be delivered to 612 Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300. The Petition or Election must be received by, and filed in the Department within twenty-one (21) days of the date of your receipt of this notice.

If a proceeding is requested and there is no dispute of fact the provisions of Section 120.57(2), Florida Statutes would apply. In this regard you may submit oral or written evidence in opposition to the action taken by this agency or a written statement challenging the grounds upon which the agency has relied. While a hearing is normally not required in the absence of a dispute of fact, if you feel that a hearing is necessary one will be conducted in Tallahassee, Florida or by telephonic conference call upon your request.

If you dispute material facts which are the basis for this agency's action you may request a formal adversarial proceeding pursuant to Sections 120.569 and 120.57(1), Florida Statutes. If you request this type of proceeding, the request must comply with all of the requirements of Rule Chapter 28-106, F.A.C. and contain

- a) A statement identifying with particularity the allegations of the Office Of

Insurance Regulation which you dispute and the nature of the dispute.

- b) An explanation of what relief you are seeking and believe you are entitled to.
- c) Any other information which you contend is material.

These proceedings are held before a State hearing officer of the Division of Administrative Hearings. Unless the majority of witnesses are located elsewhere the Office Of Insurance Regulation will request that the hearing be conducted in Tallahassee.

Failure to follow the procedure outlined with regard to your response to this notice may result in the request being denied. All prior correspondence in this matter shall be considered freeform agency action, and no such correspondence shall operate as a valid request for an administrative proceeding. Any request for administrative proceeding received prior to the date of this notice shall be deemed abandoned unless timely renewed in compliance with the guidelines as set out above.

COPIES FURNISHED TO:

Anthony C. Roehl, Esquire
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, GA 30326-1044

Jovita C. Ashton, Bureau Chief
Bureau of Life and Health Insurer Solvency
200 East Gaines Street, Room 319-B
Larson Building
Tallahassee, Florida 32399-0327

Ray R. Kennedy, Insurance Examiner II
Bureau of Life and Health Insurer Solvency
200 East Gaines Street, Room 316.08
Larson Building
Tallahassee, FL 32399-0327

John L. Swyers, Assistant General Counsel
Office of Insurance Regulation
Legal Services Office
200 East Gaines Street, Room 612
Larson Building
Tallahassee, Florida 32399-4206

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

CERTIFICATION

I, JOHN W. OXENDINE, Insurance and Safety Fire Commissioner of the State of Georgia, do hereby certify that the attached document is a true and correct copy of the Application For Charter regarding Sterling Investors Life Insurance Company, Inc. as Maintained by the Regulatory Services Division of the Office of Insurance and Safety Fire Commissioner.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the Official Seal of this Department of the City of Atlanta this 10th day of June, 2003.

John W. Oxendine
Insurance and Safety Fire Commissioner
State of Georgia



**APPLICATION FOR REDOMESTICATION OF CHARTER
FOR
STERLING INVESTORS LIFE INSURANCE COMPANY**

I.

The name of the Corporation shall be Sterling Investors Life Insurance Company (the "Corporation").

II.

The corporation shall be formed as a stock insurer under Georgia law and shall have perpetual duration.

III.

The names and addresses of the incorporators, all of whom are over 18 years of age, are of good moral character and never have been convicted of a crime involving moral turpitude, are as follows:

Judith A. Baird
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, GA 30326

Joseph L. Cregan
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, GA 30326

Rodney L. Hale
One Progress Plaza
Suite 810
St. Petersburg, FL 33701

Anthony C. Roehl
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, GA 30326

Kristin B. Zimmerman
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, GA 30326

All of the incorporators are citizens of the United States and more than two-thirds are residents of the State of Georgia.

IV.

The Corporation is hereby formed to transact life, and accident and sickness insurance, in the State of Georgia as such terms are defined in Chapter 7 of Title 33 of the Official Code of Georgia.

V.

The Corporation shall be a stock insurance company and shall have authority to issue not more than Five Million (5,000,000) shares of common stock of \$1.00 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law. Such stock shall not be subject to assessment and there shall be no limit on the Corporation's indebtedness.

VI.

The Board of Directors shall consist of not less than three (3) members. The Board of Directors shall conduct the affairs of the Corporation. Initially, the Board of Directors shall consist of three (3) members, whose names and addresses are as follows:

Rodney L. Hale
One Progress Plaza
Suite 810
St. Petersburg, FL 33701

Karen Phillips
3390 Rivermont Parkway
Alpharetta, GA 30022

Delos H. Yancey, Jr.
625C Ponte Vedra Boulevard
Ponte Vedra, FL 32082

The majority of the board members are citizens of the United States and at least one-fourth are residents of Georgia.

VII.

The names, addresses and titles of the officers of the Corporation are as follows:

Rodney L. Hale	President and Treasurer
One Progress Plaza	
Suite 810	
St. Petersburg, FL 33701	

Karen Phillips	Secretary
3390 Rivermont Parkway	
Alpharetta, GA 30022	

VIII.

The mailing address of the initial principal office of the Corporation is:

2300 Lakeview Parkway
Suite 700
Alpharetta, GA 30004

IX.

The initial registered office of the Corporation shall be at:

CT Corporation System
1201 Peachtree Street, N.E.
Atlanta, GA 30361

The initial registered agent of the Corporation shall be CT Corporation System. The county of the registered office is Fulton County.

X.

There have been no shares of stock in the Corporation subscribed for by any of the incorporators listed herein. However, one of the incorporators, Mr. Hale, holds shares in Sterling Holdings, Inc., which in turn owns the Corporation.

XI.

No director of the Corporation shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article XI shall not eliminate or limit the liability of a director: (i) for

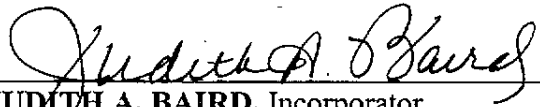
any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. Neither the amendment nor repeal of this Article XI, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article XI, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

XII.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

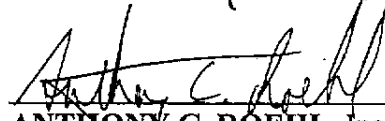
[Signatures continued on next page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


JUDITH A. BAIRD, Incorporator


JOSEPH L. CREGAN, Incorporator


RODNEY L. HALE, Incorporator


ANTHONY C. ROEHL, Incorporator


KRISTIN B. ZIMMERMAN, Incorporator