

F04000004465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

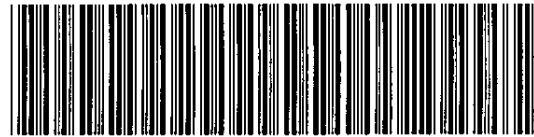
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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*Name Change
Amend*

05/05/08--01038--006 **52.50

RECEIVED
08 MAY -5 PM 12:42
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 MAY -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*5/13/08
ADR*

** 02250, 00641, 00524, 00672*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 555620 7480315

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 2, 2008

ORDER TIME : 11:58 AM

ORDER NO. : 555620-010

CUSTOMER NO: 7480315

FOREIGN FILINGS

NAME: PRINCIPAL HEALTH INSURANCE
COMPANY

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER: _____

File Second



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2008

CSC
Atten: Joyce Markley
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: PRINCIPAL HEALTH INSURANCE COMPANY
Ref. Number: F04000004465

We have received your document for PRINCIPAL HEALTH INSURANCE COMPANY and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

The certificate from Iowa needs to show both the "old" and "new" names. Please do not attach the list of officers and directors to the amendment application. That information has already been included on the annual report.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 808A00028632

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 MAY 13 AM 10:39

RECEIVED

FILED
2008 MAY -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Senior Vice President & Corporate
(Title of person signing) Secretary

Principal

**Financial
Group**

284553

**Government
Relations**

TO: The Iowa Secretary of State

The attached AMENDED AND RESTATED ARTICLES OF INCORPORATION are intended to facilitate the REDOMESTICATION of Progressive American Life Insurance Company, an Ohio domiciled insurance company currently authorized by the Iowa Insurance Division to do business in Iowa.

Pursuant to the provisions of Section 490.1003, 490.1007 and 508.2 of the Code of Iowa and to effect the redomestication of a foreign insurance company from Ohio to Iowa pursuant to Section 490.902 of the Code of Iowa, the undersigned Corporation adopted the attached Amended and Restated Articles of Incorporation on October 22, 2003, which included changing the name of the corporation to Principal Health Insurance Company. The attached articles have been reviewed and approved by the Iowa Insurance Division and the Assistant Attorney General for the Iowa Insurance Division.

Dated this 5th day of November, 2003

Kevin F. Howe

Kevin Howe
Counsel - Government Relations
Principal Financial Group

Enclosures

KFH:bkl
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3 NOV -5 PM 1:20

6

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PRINCIPAL HEALTH INSURANCE COMPANY

Effective October 21, 2003

65187-3 AM 9-10
~~CONFIDENTIAL~~

ARTICLE I.

The name of the corporation is Principal Health Insurance Company, by which name it shall do business and shall have and retain all its property, rights and privileges.

ARTICLE II.

The street address of the initial registered office of the corporation is 711 High Street, Des Moines, Iowa 50392, and the name of its initial registered agent at that office is Karen E. Shaff.

ARTICLE III.

The purposes of this corporation are and it shall have full power to engage in, pursue, maintain and transact a general Health, health and accident insurance and annuity business, and to insure other risks, perform other services and engage in other businesses allowed by law. It may issue participating or nonparticipating contracts. It shall further have the power to enter into contracts with respect to proceeds of such insurance, to accept and reinsure risks, to enter into coinsurance agreements, to issue and perform policies and contracts of all types, including but not limited to individual and group, to act as trustee or advisor in any capacity, and to offer all services, including those of a financial, accounting or information technology nature, to all persons, partnerships, corporations and other business organizations, directly or indirectly incidental to its business. It shall have all the rights, powers and privileges granted or permitted by the Constitution and laws of the State of Iowa governing the conduct of insurance companies and by Subtitle I of Title XIII of the Iowa Code and all acts amendatory thereof or additional thereto.

The corporation shall be empowered: To sue and be sued, complain and defend, in its corporate or assumed name; to have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced; to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or tangible or intangible personal property, or any interest therein, wherever situated; to sell, convey, mortgage,

pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; to lend money to, and otherwise assist its employees, agents, officers and directors unless prohibited by law; to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, options, warrants or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof unless prohibited by law; to make contracts and guarantees and incur liabilities; to lend and borrow money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to acquire or organize subsidiaries; to conduct its business, carry on its operations, and have offices and exercise the powers granted in any state, territory, district or possession of the United States, or in any foreign country; to make donations for the public welfare, and for religious, charitable, scientific or educational purposes; to pay pensions and establish pension plans, pension trusts, profit-sharing plans and other incentive, insurance and welfare plans for any or all of its directors, officers, agents and employees; to enter into general partnerships, limited partnerships or limited liability partnerships whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on any or all of the purposes for which the corporation is organized, jointly or in common with others; and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

The private property of the shareholders, directors and other officers and managers of the corporation shall in no

case be liable for corporate debts, but shall be exempt therefrom.

ARTICLE VI.

SECTION 1. The aggregate number of shares of stock which the corporation is authorized to issue is 6,000,000 shares, consisting of (a) 5,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock") and (b) 1,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), issuable in one or more series.

SECTION 2. The Board of Directors of the corporation is hereby expressly authorized, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to issue from time to time in whole or in part the shares of Preferred Stock or the shares of any series thereof, and in the resolution or resolutions providing for the issue of shares of Preferred Stock or of a particular series to fix and determine the voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof that may be desired, to the fullest extent now or hereafter permitted by Section 602 of Chapter 490 of Title XII of the Iowa Code ("Chapter 490"), as amended from time to time, and the other provisions of these Articles of Incorporation; provided, however, that in no event shall Preferred Stock have more than one vote per share of Preferred Stock.

SECTION 3. Subject to any other provisions of these Amended and Restated Articles of Incorporation, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the corporation legally available therefor.

SECTION 4. No shareholder of the corporation shall be entitled to exercise any right of cumulative voting.

SECTION 5. No shareholder of the corporation shall have any preemptive or preferential right, nor be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of the corporation of any class or series, whether issued for money or for consideration other than money, or of any issue of securities convertible into stock of the corporation.

SECTION 6. The corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the corporation shall have notice thereof, except as expressly provided by applicable law.

SECTION 7. The corporation shall not issue any shares of Voting Stock (as hereinafter defined) of the corporation or securities convertible into Voting Stock of the corporation to persons other than Principal Financial Services, Inc. ("Principal Financial Services") if, as a result of such

issuance, the issued and outstanding Voting Stock of the corporation not held by Principal Financial Services equals or exceeds that held by Principal Financial Services. For purposes of this Section 7, "Voting Stock" means securities of any class or any ownership interest having voting power for the election of directors of the corporation, other than securities having voting power only to elect additional directors only because of the occurrence of a contingency. For purposes of the limitations set forth in this Article VI, any issued and outstanding securities of the corporation that are convertible into Voting Stock are considered issued and outstanding Voting Stock of the corporation as though such convertible securities had been converted into Voting Stock in accordance with their terms.

ARTICLE VII.

The corporate powers of the corporation (except as at the time otherwise provided by law, these Amended and Restated Articles of Incorporation or the By-Laws of the corporation) shall be exercised by the Board of Directors, and by such officers and agents as the Board of Directors may authorize, elect or appoint. Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the Board of Directors shall consist of not less than nine nor more than 21 directors, the number to be determined from time to time by the shareholders or a majority of the entire Board of Directors. The Board of Directors, other than with respect to those directors who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, as nearly equal numerically as possible, determined by terms expiring in successive years. Each director shall serve a term of approximately three years except as otherwise provided or where it is necessary to fix a shorter term in order to preserve classification. The term of office of each director shall begin at the annual meeting at which such director is elected or at the time elected by the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director. Each director shall serve until a successor is duly elected and qualified and shall be eligible for re-election. Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, any vacancy or vacancies on the Board of Directors may be filled by the shareholders, by the Board of Directors at any meeting of the Board of Directors or, if the directors remaining in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of directors remaining in office. The term of office of each director of the corporation shall not extend beyond the annual meeting of the corporation next following the date such director attains age 70, or such younger age as may be established for all directors by the Board of Directors, except that the terms of directors holding office prior to the annual meeting in 1984 may extend to the annual meeting next following the date such director attains age 72 and except that for officer-directors, other than one who is or has been Chief Executive Officer of the corporation, the term as director shall not extend beyond the annual meeting next following the date such director retires as an active officer of the corporation. Members of

the Board of Directors shall not be required to be policyowners of the corporation.

Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, any director may be removed, but only for cause, at a meeting of shareholders called for that purpose in the manner prescribed by law, upon the affirmative vote of the holders of a majority of the combined voting power of the then outstanding stock of the corporation entitled to vote generally in the election of directors.

The Board of Directors shall have the power without the assent or vote of the shareholders of the corporation to adopt such By-Laws and rules and regulations for the transaction of the business of the corporation not inconsistent with these Amended and Restated Articles of Incorporation or the laws of the State of Iowa, and to amend, alter or repeal such By-Laws, rules and regulations. In addition to any requirements of law and any other provision of these Articles of Incorporation, the shareholders of the corporation may adopt, amend, alter or repeal the By-Laws of the corporation upon the affirmative vote of holders of more than 50% of the combined voting power of the outstanding stock of the corporation entitled to vote generally in the election of directors. Advance notice of nominations for the election of directors and of business to be brought by shareholders before any meeting of shareholders of the corporation shall be given in the manner and to the extent provided in the By-Laws of the corporation. The Board of Directors may fix reasonable compensation of the directors for their services. The Board of Directors shall elect a President, and shall authorize, elect or appoint such other officers, agents or committees as in their judgment may be necessary or advisable.

A director, in determining what is in the best interests of the corporation when considering a proposal of acquisition, merger or consolidation of the corporation or a similar proposal, may consider any or all of the following community interest factors, in addition to consideration of the effects of any action on shareholders: (i) the effects of action on the corporation's employees, suppliers, creditors and customers; (ii) the effects of the action on the communities in which the corporation and its subsidiaries operate; and (iii) the long-term as well as short-term interests of the corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the corporation.

If on the basis of the community interest factors described above, the Board of Directors of the corporation determines that a proposal to acquire or merge the corporation is not in the best interests of the corporation, it may reject the proposal. If the Board of Directors of the corporation determines to reject any such proposal, the Board of Directors has no obligation to facilitate, to remove any barriers to or to refrain from impeding the proposal. Consideration of any or all of the community interest factors is not a violation of the business judgment rule or of any duty of the director to the shareholders, or a group of shareholders, even if the director reasonably determines that a community interest factor or factors outweigh the

financial or other benefits to the corporation or a shareholder or group of shareholders.

ARTICLE VIII.

The corporation shall indemnify directors, officers, employees and agents of the corporation as provided in Sections 850 through 859 of Chapter 490, subject to such limitations as may be established by the Board of Directors.

Any repeal or modification of this Article VIII or of Sections 850 through 859 of Chapter 490 shall not adversely affect any right of indemnification of a director, officer, employee or agent of the corporation existing at any time prior to such repeal or modification.

ARTICLE IX.

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for a breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) for a transaction from which the director derives an improper personal benefit or (d) under Section 833 of Chapter 490, as amended from time to time. If Chapter 490 is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the maximum extent permitted by law. Any repeal or modification of the provisions of this Article IX by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation in the personal liability or any other right or protection of a director of the corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE X.

Effective as of such time as the Common Stock shall be registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, any action required or permitted to be taken by the shareholders of the corporation must be effected at a duly called annual or special meeting of the shareholders of the corporation, and the ability of the shareholders to consent in writing to the taking of any action is specifically denied.

ARTICLE XI.

Amendments to these Articles of Incorporation are subject to the approval of the Iowa Insurance Commissioner and the Iowa Attorney General as provided in Section 508.4 of Title XIII of the Iowa Code.

CERTIFICATE

STATE OF IOWA)
) SS.
COUNTY OF POLK)

I, Patricia A. Barry, after being duly sworn upon my oath, depose and state:

1. That I am the duly elected and currently acting Assistant Corporate Secretary of Principal Health Insurance Company.

2. That attached hereto is a true and correct copy of the Amended and Restated Articles of Incorporation of Principal Health Insurance Company, which is currently in effect on the date of this Certificate.

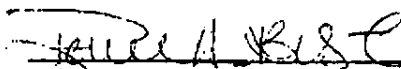
3. That the statements contained herein are true and correct as I verily believe.

Dated at Des Moines, Iowa, this 22nd day of October 2003.



Patricia A. Barry, Assistant Corporate Secretary
Principal Health Insurance Company

Subscribed and sworn to before me this 22nd day of October 2003.



NOTARY PUBLIC IN AND FOR THE STATE
OF IOWA

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation for Principal Health Insurance Company (adopted effective October 21, 2003) and finds them in conformance with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

11/03/03
Date

By: *Jeanie Kunkle Vaudt*
JEANIE KUNKLE VAUDT
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation for Principal Health Insurance Company (adopted effective October 21, 2003).

THERESE M. VAUGHAN
Commissioner of Insurance

10-31-03
Date

By: *James N. Armstrong*
JAMES N. ARMSTRONG
Deputy Commissioner of Insurance

FILED
IOWA
SECRETARY OF STATE

11-5-03
1:20 PM

W363783





CHESTER J. CULVER
Secretary of State
State of Iowa

**STATEMENT OF CHANGE
OF REGISTERED OFFICE
284553 AND/OR
REGISTERED AGENT**

Pursuant to Iowa law, the undersigned submits this Statement to change the business entity's registered office and/or registered agent in Iowa. Read the INSTRUCTIONS on the back of this form before completing the information and signing below.

1. The **NAME** of the business entity is: PRINCIPAL HEALTH INSURANCE COMPANY

2. The **street address** of the **CURRENT** registered **OFFICE** as indicated on the Secretary of State's records is:

711 High Street Des Moines IA 50392-0326
street city state zip

3. The **street address** of the **NEW** registered **OFFICE** is:

729 Insurance Exchange Building Des Moines IA 50809
street city state zip

4. The **name** of the **CURRENT** registered **AGENT** as indicated on the Secretary of State's records is:

Karen E. Shaff

(If more than one AGENT is registered, indicate which one is being replaced.)

5. The **name** of the **NEW** registered **AGENT** is: Corporation Service Company

6. If the **REGISTERED AGENT** has changed, the **NEW** Registered Agent must sign here, consenting to their appointment, or attach their written consent to this form.

Corporation Service Company

By: Jacqueline M. Giles

Signature of New Registered Agent
Jacqueline M. Giles, Asst. Vice President

Complete **ONLY** if the Registered Agent changes.

7. If the **REGISTERED AGENT** changes the **street address** of their **business office** on this form, the Registered Agent must sign here indicating that **NOTICE** of the change has been given to the business entity.

By: _____

Signature of Registered Agent

Complete **ONLY** if the Registered Agent changes the **street address** of their **business office**.

8. After any/all change(s) are made, the **street address** of the **registered office** and the **street address** of the **business office** of the **registered agent** will be identical.

9. Signature by authorized* representative: Maureen Cullen

Date: March 10, 2005

*See instruction #9 on back

Print Name and Title: Maureen Cullen

Name

Attorney in Fact

Title

4

STATE OF IOWA)
) SS
COUNTY OF POLK)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Joyce N. Hoffman, the Senior Vice President and Corporate Secretary of Principal Financial Group, Inc. ("the Company"), a corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grant its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Joyce N. Hoffman, whichever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 19th day of January, 2005.

PRINCIPAL FINANCIAL GROUP, INC.

BY: Joyce N. Hoffman
Joyce N. Hoffman
Senior Vice President and Corporate Secretary

Subscribed and sworn to before me this 19th day of January, 2005.

Kathleen M. Fonken
Notary Public

5-15-07



Principal Financial Group, Inc.
subsidiary list

AIR LORRAINE, LLC
BCI GROUP, LLC
BENEFIT FIDUCIARY CORPORATION
BOSTON INSURANCE TRUST, INC.
CAPSTONE INSURANCE GROUP, INC.
CCIP LLC —
COLUMBUS CIRCLE INVESTORS
COLUMBUS CIRCLE INVESTORS MANAGEMENT INC.
COLUMBUS CIRCLE INVESTORS MANAGEMENT INC.
DELAWARE CHARTER GUARANTEE & TRUST COMPANY
DENTAL-NET, INC.
EMPLOYERS DENTAL SERVICES, INC.
EQUITY FC, LTD.
EXECUTIVE BENEFIT SERVICES, INC.
EXECUTIVE BROKER DEALER SERVICES, LLC
HEALTHRISK RESOURCE GROUP, INC.
HIGH STREET INVESTMENTS, INC.
INSOURCE GROUP, LLC
INVISTA CAPITAL MANAGEMENT, INC.
J F MOLLOY & ASSOCIATES INC.
MITCHELL ENERGY LLC
MOLLOY ACTUARIAL AND CONSULTING CORPORATION
MOLLOY MEDICAL MANAGEMENT COMPANY, INC.
MOLLOY WELLNESS COMPANY
PATRICIAN ASSOCIATES, INC.
PETULA ASSOCIATES, LTD.
PETULA PROLIX DEVELOPMENT COMPANY
POST ADVISORY GROUP, LLC
PPI EMPLOYEE BENEFITS CORPORATION
PREFERRED PRODUCT NETWORK, INC.
PRINCIPAL ASSET MARKETS, INC.
PRINCIPAL ASSET MARKETS, INC.
PRINCIPAL CAPITAL FUTURES TRADING ADVISOR, LLC
PRINCIPAL COMMERCIAL ACCEPTANCE, LLC
PRINCIPAL COMMERCIAL FUNDING, LLC
PRINCIPAL DEVELOPMENT ASSOCIATES, INC.
PRINCIPAL DEVELOPMENT INVESTORS, L.L.C.
PRINCIPAL ENTERPRISE CAPITAL, LLC
PRINCIPAL FINANCIAL ADVISORS, INC.
PRINCIPAL FINANCIAL GROUP, INC.
PRINCIPAL FINANCIAL SERVICES (AUSTRALIA), INC.

Principal Financial Group, Inc.
subsidiary list

PRINCIPAL FINANCIAL SERVICES, INC.
PRINCIPAL GENERATION PLANT, LLC
PRINCIPAL GLOBAL COLUMBUS CIRCLE, LLC
PRINCIPAL GLOBAL INVESTORS HOLDING COMPANY, INC.
PRINCIPAL GLOBAL INVESTORS TRUST
PRINCIPAL GLOBAL INVESTORS, LLC
PRINCIPAL HEALTH CARE, INC.
PRINCIPAL HEALTH INSURANCE COMPANY
PRINCIPAL HOLDING COMPANY
PRINCIPAL INTERNATIONAL HOLDING COMPANY, LLC
PRINCIPAL INTERNATIONAL, INC.
PRINCIPAL INVESTMENTS (AUSTRALIA) LIMITED
PRINCIPAL INVESTORS CORPORATION
PRINCIPAL LIFE INSURANCE COMPANY
PRINCIPAL MANAGEMENT CORPORATION
PRINCIPAL NET LEASE INVESTORS, L.L.C.
PRINCIPAL OFFICE INVESTORS, LLC
PRINCIPAL REAL ESTATE FUND INVESTORS, LLC
PRINCIPAL REAL ESTATE INVESTORS, LLC
PRINCIPAL SPECTRUM ASSOCIATES, INC.
PRINCOR FINANCIAL SERVICES CORPORATION
PROFESSIONAL PENSIONS, INC.
SPECTRUM ASSET MANAGEMENT, INC.
THE PRINCIPAL FINANCIAL GROUP FOUNDATION, INC.
WIND RIVER CORPORATION

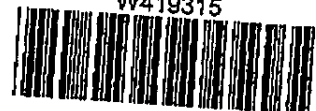
FILED
IOWA

SECRETARY OF STATE

3-14-2003

10:00 AM

W419315



284553

ARTICLES OF AMENDMENT

OF

PRINCIPAL HEALTH INSURANCE COMPANY

To the Secretary of State
of the State of Iowa

Pursuant to the provisions of the Iowa Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby submit the following Articles of Amendment.

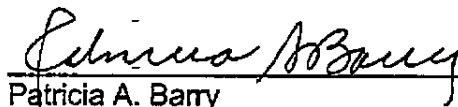
1. The name of the corporation is Principal Health Insurance Company.

2. Article VII of the Articles of Incorporation of the corporation is hereby amended to change the number of directors to not less than two nor more than 21 and to read, in part, as follows, with all other provisions of Article VII will remaining the same:

" Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances; the Board of Directors shall consist of not less than two nor more than 21 directors, the number to be determined from time to time by the shareholders or a majority of the entire Board of Directors."

3. The date of adoption of the aforesaid amendment was July 8, 2005.

4. On July 8, 2005, John Aschenbrenner, Executive Vice President of Principal Financial Services, Inc., who is empowered to vote the stock standing in the name of Principal Financial Services, Inc., the sole shareholder of Principal Health Insurance Company, approved the aforesaid amendment.

 9/9/05
Patricia A. Barry
Counsel and Assistant Corporate Secretary
Principal Health Insurance Company

AMEN10 \$50.00 DMC 28/305 507411

05 SEP 13 AM 10:46
SECRETARY OF STATE
IOWA

ACTION
OF
BOARD OF DIRECTORS
OF
PRINCIPAL HEALTH INSURANCE COMPANY

July 8, 2005

The undersigned, being all of the Board of Directors of Principal Health Insurance Company, do hereby adopt the following resolution:

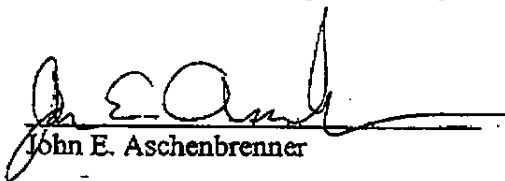
RESOLVED, that the current Articles of Incorporation, as amended, so that the Article VII shall be amended to change the number of directors to not less than two nor more than 21 and read, in part, as follows, and all other provisions of Article VII shall remain the same:

Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the Board of Directors shall consist of not less than two nor more than 21 directors, the number to be determined from time to time by the shareholders or a majority of the entire Board of Directors.

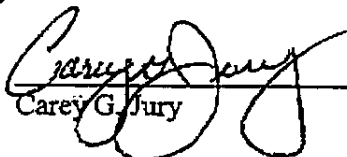
RESOLVED FURTHER, that this proposed amendment is advisable and should be recommended and presented to the shareholder of the Company; and

RESOLVED FURTHER, that the amendment shall be effective on filing with the Office of Secretary of State of Iowa; and

RESOLVED FURTHER, that the appropriate officer or officers of the Company are hereby authorized and empowered to execute all necessary documents, make all required filings and to do all other things necessary or desirable to effectuate the intent of this resolution.


John E. Aschenbrenner


Michael H. Gersie


Carey G. Jury


Ellen Z. Lamale


Karen E. Shaff


Larry D. Zampelman

ACTION
OF
SHAREHOLDER
OF
PRINCIPAL HEALTH INSURANCE COMPANY


On and effective July 8, 2005, the undersigned, representing the sole shareholder Principal Financial Services, Inc., is empowered to vote all of the stock standing in the name of the sole shareholder and hereby adopts the following resolutions:

RESOLVED, that the current Articles of Incorporation, as amended, so that the Article VII shall be amended to change the number of directors to not less than two nor more than 21 and read, in part, as follows, and all other provisions of Article VII shall remain the same:

Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the Board of Directors shall consist of not less than two nor more than 21 directors, the number to be determined from time to time by the shareholders or a majority of the entire Board of Directors.

RESOLVED FURTHER, that the amendment shall be effective on filing with the Office of Secretary of State of Iowa;

RESOLVED FURTHER, that the appropriate officer or officers of the Company are hereby authorized and empowered to execute all necessary documents, make all required filings and to do all other things necessary or desirable to effectuate the intent of this resolution.


John E. Aschenbrenner
President - Insurance and Financial Services
Principal Financial Services, Inc.

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned commission approves the Amended Articles of Incorporation for Principal Health Insurance Company (adopted effective July 8, 2005).

SUSAN E. VOSS

Iowa Commissioner of Insurance

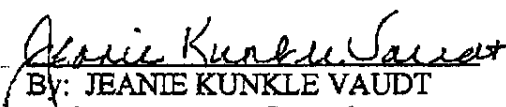

By: JAMES N. ARMSTRONG
Deputy Commissioner of Insurance

Date:

9/12/05

THOMAS J. MILLER

Iowa Attorney General


By: JEANIE KUNKLE VAUDT
Assistant Attorney General

Date:

9/12/5

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AMENDMENT \$50.00 KELLY 2/07/07

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

PRINCIPAL NATIONAL LIFE INSURANCE COMPANY

Effective September 7, 2007

ARTICLE I.

The name of the corporation is Principal National Life Insurance Company, by which name it shall do business and shall have and retain all its property, rights and privileges.

ARTICLE II.

The street address of the initial registered office of the corporation is 711 High Street, Des Moines, Iowa 50392, and the name of its initial registered agent at that office is Karen E. Shaff.

ARTICLE III.

The purposes of this corporation are and it shall have full power to engage in, pursue, maintain and transact a general Life, Health, health and accident insurance and annuity business, and to insure other risks, perform other services and engage in other businesses allowed by law. It may issue participating or nonparticipating contracts. It shall further have the power to enter into contracts with respect to proceeds of such insurance, to accept and reinsure risks, to enter into coinsurance agreements, to issue and perform policies and contracts of all types, including but not limited to individual and group, to act as trustee or advisor in any capacity, and to offer all services, including those of a financial, accounting or information technology nature, to all persons, partnerships, corporations and other business organizations, directly or indirectly incidental to its business. It shall have all the rights, powers and privileges granted or permitted by the Constitution and laws of the State of Iowa governing the conduct of insurance companies and by Subtitle I of Title XIII of the Iowa Code and all acts amendatory thereof or additional thereto.

The corporation shall be empowered: To sue and be sued, complain and defend, in its corporate or assumed name; to have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced; to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or

tangible or intangible personal property, or any interest therein, wherever situated; to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; to lend money to, and otherwise assist its employees, agents, officers and directors unless prohibited by law; to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, options, warrants or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof unless prohibited by law; to make contracts and guarantees and incur liabilities; to lend and borrow money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to acquire or organize subsidiaries; to conduct its business, carry on its operations, and have offices and exercise the powers granted in any state, territory, district or possession of the United States, or in any foreign country; to make donations for the public welfare, and for religious, charitable, scientific or educational purposes; to pay pensions and establish pension plans, pension trusts, profit-sharing plans and other incentive, insurance and welfare plans for any or all of its directors, officers, agents and employees; to enter into general partnerships, limited partnerships or limited liability partnerships whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on any or all of the purposes for which the corporation is organized, jointly or in common with others; and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

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The private property of the shareholders, directors and other officers and managers of the corporation shall in no case be liable for corporate debts, but shall be exempt therefrom.

ARTICLE VI.

SECTION 1. The aggregate number of shares of stock which the corporation is authorized to issue is 6,000,000 shares, consisting of (a) 5,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock") and (b) 1,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), issuable in one or more series.

SECTION 2. The Board of Directors of the corporation is hereby expressly authorized, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to issue from time to time in whole or in part the shares of Preferred Stock or the shares of any series thereof, and in the resolution or resolutions providing for the issue of shares of Preferred Stock or of a particular series to fix and determine the voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof that may be desired, to the fullest extent now or hereafter permitted by Section 602 of Chapter 490 of Title XII of the Iowa Code ("Chapter 490"), as amended from time to time, and the other provisions of these Articles of Incorporation; provided, however, that in no event shall Preferred Stock have more than one vote per share of Preferred Stock.

SECTION 3. Subject to any other provisions of these Amended and Restated Articles of Incorporation, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the corporation legally available therefor.

SECTION 4. No shareholder of the corporation shall be entitled to exercise any right of cumulative voting.

SECTION 5. No shareholder of the corporation shall have any preemptive or preferential right, nor be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of the corporation of any class or series, whether issued for money or for consideration other than money, or of any issue of securities convertible into stock of the corporation.

SECTION 6. The corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the corporation shall have notice thereof, except as expressly provided by applicable law.

SECTION 7. The corporation shall not issue any shares of Voting Stock (as hereinafter defined) of the corporation or securities convertible into Voting Stock of the corporation to

persons other than Principal Financial Services, Inc. ("Principal Financial Services") if, as a result of such issuance, the issued and outstanding Voting Stock of the corporation not held by Principal Financial Services equals or exceeds that held by Principal Financial Services. For purposes of this Section 7, "Voting Stock" means securities of any class or any ownership interest having voting power for the election of directors of the corporation, other than securities having voting power only to elect additional directors only because of the occurrence of a contingency. For purposes of the limitations set forth in this Article VI, any issued and outstanding securities of the corporation that are convertible into Voting Stock are considered issued and outstanding Voting Stock of the corporation as though such convertible securities had been converted into Voting Stock in accordance with their terms.

ARTICLE VII.

The corporate powers of the corporation (except as at the time otherwise provided by law, these Amended and Restated Articles of Incorporation or the By-Laws of the corporation) shall be exercised by the Board of Directors, and by such officers and agents as the Board of Directors may authorize, elect or appoint. Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the Board of Directors shall consist of not less than nine nor more than 21 directors, the number to be determined from time to time by the shareholders or a majority of the entire Board of Directors. The Board of Directors, other than with respect to those directors who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, as nearly equal numerically as possible, determined by terms expiring in successive years. Each director shall serve a term of approximately three years except as otherwise provided or where it is necessary to fix a shorter term in order to preserve classification. The term of office of each director shall begin at the annual meeting at which such director is elected or at the time elected by the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director. Each director shall serve until a successor is duly elected and qualified and shall be eligible for re-election. Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, any vacancy or vacancies on the Board of Directors may be filled by the shareholders, by the Board of Directors at any meeting of the Board of Directors or, if the directors remaining in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of directors remaining in office. The term of office of each director of the corporation shall not extend beyond the annual meeting of the corporation next following the date such director attains age 70, or such younger age as may be established for all directors by the Board of Directors, except that the terms of directors holding office prior to the annual meeting in 1984 may extend to the annual meeting next following the date such director attains age 72 and except that for officer-directors, other than one who is or has been Chief Executive Officer of the corporation, the term as director shall not extend beyond

the annual meeting next following the date such director retires as an active officer of the corporation. Members of the Board of Directors shall not be required to be policyowners of the corporation.

Subject to the rights of any holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, any director may be removed, but only for cause, at a meeting of shareholders called for that purpose in the manner prescribed by law, upon the affirmative vote of the holders of a majority of the combined voting power of the then outstanding stock of the corporation entitled to vote generally in the election of directors.

The Board of Directors shall have the power without the assent or vote of the shareholders of the corporation to adopt such By-Laws and rules and regulations for the transaction of the business of the corporation not inconsistent with these Amended and Restated Articles of Incorporation or the laws of the State of Iowa, and to amend, alter or repeal such By-Laws, rules and regulations. In addition to any requirements of law and any other provision of these Articles of Incorporation, the shareholders of the corporation may adopt, amend, alter or repeal the By-Laws of the corporation upon the affirmative vote of holders of more than 50% of the combined voting power of the outstanding stock of the corporation entitled to vote generally in the election of directors. Advance notice of nominations for the election of directors and of business to be brought by shareholders before any meeting of shareholders of the corporation shall be given in the manner and to the extent provided in the By-Laws of the corporation. The Board of Directors may fix reasonable compensation of the directors for their services. The Board of Directors shall elect a President, and shall authorize, elect or appoint such other officers, agents or committees as in their judgment may be necessary or advisable.

A director, in determining what is in the best interests of the corporation when considering a proposal of acquisition, merger or consolidation of the corporation or a similar proposal, may consider any or all of the following community interest factors, in addition to consideration of the effects of any action on shareholders: (i) the effects of action on the corporation's employees, suppliers, creditors and customers; (ii) the effects of the action on the communities in which the corporation and its subsidiaries operate; and (iii) the long-term as well as short-term interests of the corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the corporation.

If on the basis of the community interest factors described above, the Board of Directors of the corporation determines that a proposal to acquire or merge the corporation is not in the best interests of the corporation, it may reject the proposal. If the Board of Directors of the corporation determines to reject any such proposal, the Board of Directors has no obligation to facilitate, to remove any barriers to or to refrain from impeding the proposal. Consideration of any or all of the community interest factors is not a violation of the business judgment rule or of any duty of the director to the shareholders, or a group of shareholders, even if the director reasonably determines

that a community interest factor or factors outweigh the financial or other benefits to the corporation or a shareholder or group of shareholders.

ARTICLE VIII.

The corporation shall indemnify directors, officers, employees and agents of the corporation as provided in Sections 850 through 859 of Chapter 490, subject to such limitations as may be established by the Board of Directors. Any repeal or modification of this Article VIII or of Sections 850 through 859 of Chapter 490 shall not adversely affect any right of indemnification of a director, officer, employee or agent of the corporation existing at any time prior to such repeal or modification.

ARTICLE IX.

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for a breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) for a transaction from which the director derives an improper personal benefit or (d) under Section 833 of Chapter 490, as amended from time to time. If Chapter 490 is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the maximum extent permitted by law. Any repeal or modification of the provisions of this Article IX by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation in the personal liability or any other right or protection of a director of the corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE X.

Effective as of such time as the Common Stock shall be registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, any action required or permitted to be taken by the shareholders of the corporation must be effected at a duly called annual or special meeting of the shareholders of the corporation, and the ability of the shareholders to consent in writing to the taking of any action is specifically denied.

ARTICLE XI.

Amendments to these Articles of Incorporation are subject to the approval of the Iowa Insurance Commissioner and the Iowa Attorney General as provided in Section 508.4 of Title XIII of the Iowa Code.

CERTIFICATE OF NAME CHANGE

STATE OF IOWA)
) SS
COUNTY OF POLK)

The undersigned, after being duly sworn upon her oath, deposes and states as follows:

1. That I am the duly appointed and acting Counsel and Assistant Corporate Secretary of Principal National Life Insurance Company, formerly known as Principal Health Insurance Company, formerly known as Progressive American Life Insurance Company (the "Company"), an Iowa corporation located at 711 High Street, Des Moines, Iowa 50392.

2. That the sole Shareholder, effective as of September 10, 2007, by written action in lieu of a meeting, by a majority of the votes cast by ballot thereon, approved a proposal to amend the Articles of Incorporation of the Company to, among other things, change the name of the Company to PRINCIPAL NATIONAL LIFE INSURANCE COMPANY. A true and correct copy of the proposal adopted by the sole Shareholder is shown below and remains in full force and effect on the date of this Certificate.

RESOLVED, that the current Articles of Incorporation, as amended, be deleted and new Articles of Incorporation be substituted, so that the name of the Company shall be and read as follows:

"The name of the corporation is Principal National Life Insurance Company"

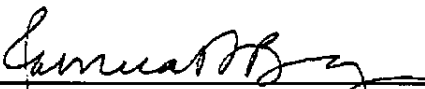
and that the Articles of Incorporation be and are as shown attached as Exhibit A.

RESOLVED FURTHER, that the amendment to the Certificate of Incorporation of the Company, as amended, shall be effective on filing with the Office of Secretary of State of Iowa;

RESOLVED FURTHER, that the appropriate officer or officers of the Company are hereby authorized and empowered to execute all necessary documents, make all required filings and to do all other things necessary or desirable to effectuate the intent of this resolution, including but not limited to changing the name of the Company on the records of the various Secretaries of State Offices and with the Insurance Departments with which the Company holds a corporate insurance license.

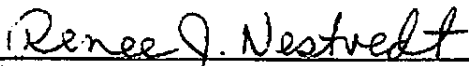
3. That the statements contained herein are true and correct as I verily believe.

Dated at Des Moines, Iowa, this 21st day of September 2007.

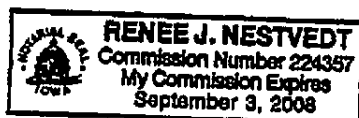


Patricia A. Barry, Assistant Corporate Secretary
Principal National Life Insurance Company

Subscribed and sworn to before me this 21st day of September 2007.



NOTARY PUBLIC IN AND FOR THE STATE
OF IOWA




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COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Amended and Restated Articles of Incorporation of Principal National Life Insurance Company (adopted effective September 7, 2007).

SUSAN E. VOSS
Iowa Insurance Commissioner

THOMAS J. MILLER
Iowa Attorney General


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner


By JEANIE KUNKLE VAUDT
Assistant Attorney General

Date: 10-16-07

Date: 10-16-07

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