

FO7000001896

(Requestor's Name)

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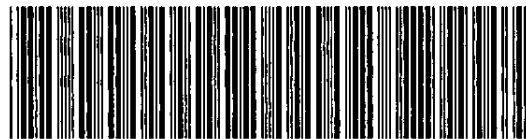
(Business Entity Name)

(Document Number)

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2012 MAY 11 A 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For
K

MAY 24 2012

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Admiral Life Insurance Company of America
Name of Corporation

DOCUMENT NUMBER: F07000001896

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Kraham
Name of Contact Person

Kutak Rock LLP
Firm/Company

8601 N. Scottsdale Road, Suite 300
Address

Scottsdale, AZ 85253
City/State and Zip Code

jennifer.kraham@kutakrock.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ken Phillips at (972) 331-4681
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 11, 2012

JENNIFER KRAHAM
8601 N SCOTTSDALE RD STE 300
SCOTTSDALE, AZ 85253

SUBJECT: ADMIRAL LIFE INSURANCE COMPANY OF AMERICA
Ref. Number: F07000001896

We have received your document for ADMIRAL LIFE INSURANCE COMPANY OF AMERICA and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 312A00009967

KUTAK ROCK LLP
SUITE 300
8601 NORTH SCOTTSDALE ROAD
SCOTTSDALE, ARIZONA 85253-2742
480-429-5000
FACSIMILE 480-429-5001
www.kutakrock.com

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OMAHA
PHILADELPHIA
RICHMOND
WASHINGTON
WICHITA

JENNIFER L. KRAHAM
jennifer.kraham@kutakrock.com
(480) 429-5000

May 9, 2012

VIA CERTIFIED MAIL

Tracy L. Lemieux
Regulatory Specialist II
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: *Admiral Life Insurance Company of America, NAIC #71390*
UCAA Corporate Amendments Application
Ref. No.: F0000001896
Letter No.: 312A00009967

Dear Ms. Lemieux:

If you may recall, you and I spoke last month in connection with the above-referenced matter and, more specifically, the documentation your office requires of certified proof of my client's name change from Admiral Life Insurance Company of America to Puritan Life Insurance Company of America ("Puritan"). I have enclosed a copy of your April 11, 2012 letter for ease of reference. I faxed you a copy of Puritan's Amended and Restated Articles of Incorporation, certified by the Arizona Corporation Commission (the "ACC"), on April 19, 2012, and I have attempted to confirm with you whether the filing of these articles comply with the requirements of your office, but I have not been able to reach you. I've enclosed a copy of the fax confirmation page for your records.

This morning, I spoke with Tina Roberts in your office and explained that neither the ACC nor the Arizona Department of Insurance issues, provides or has any form, certificate or documentation specifically acknowledging or approving a corporation's name change. Rather, in Arizona, all that is required for a corporation to change its name is to file amended and restated articles of incorporation with the ACC showing the company's new name, which Puritan filed on February 17, 2012. Ms. Roberts confirmed with a supervisor that your office will accept

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 14 2012
TALLAHASSEE, FL
TELEPHONE ROOM

KUTAK ROCK LLP

Tracy L. Lemieux

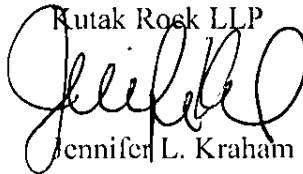
May 9, 2012

Page 2

a certified copy of Puritan's Amended and Restated Articles of Incorporation, reflecting its new change, since the ACC does not issue any certificate acknowledging a name change and Puritan was not required to file any documentation specifically affirming or approving its name change.

In order for Puritan to complete its name change application, and in light of my conversation with Ms. Roberts this morning, please find enclosed a copy of Puritan's Amended and Restated Articles of Incorporation, certified by the ACC, along with a check in the amount of \$35.00 made payable to the Florida Department of State. Thank you for your time and attention to this matter. Please let me know if you have any questions or need any additional information. You can reach me at (480) 429-4835.

Sincerely,

Kutak Rock LLP

Jennifer L. Kraham

Enclosures

cc: Tasha Smith, Esq. (w/o encl.)
Ken Phillips (w/o encl.)

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F0700001896

(Document number of corporation (if known))

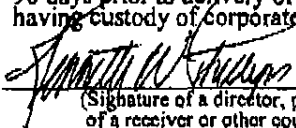
1. Admiral Life Insurance Company of America
(Name of corporation as it appears on the records of the Department of State)
2. Arizona 3. 4/3/2007
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/2011
5. Puritan Life Insurance Company of America
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ken Phillips
(Typed or printed name of person signing)

President
(Title of person signing)

FILED
2012 MAY 11 A 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

ARTICLES OF AMENDMENT, 02/17/2012

consisting of 11 pages, is a true and complete copy of the original of said document on file with this office for:

PURITAN LIFE INSURANCE COMPANY OF AMERICA
ACC file number: -0050915-4

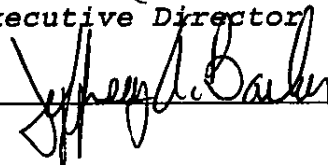
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
the official seal of the Arizona Corporation Commission on this date:
March 13, 2012.





Executive Director

By: _____



AZ Corp. Commission



03760985

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
PURITAN LIFE INSURANCE COMPANY OF AMERICA

AZ CORPORATION COMMISSION
FILED

FEB 17 2012

FILE NO. 0050915-4

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
PURITAN LIFE INSURANCE COMPANY OF AMERICA**

PURITAN LIFE INSURANCE COMPANY OF AMERICA, (the "Corporation" incorporated June 2, 1958, duly existing under the Arizona Insurance Law and desiring to amend and restate its Articles of Incorporation, sets forth the following facts:

**Article I
Amendment and Restatement of the
Articles of Incorporation**

Section 1. Name. The name of the Corporation is Puritan Life Company Of America.

Section 2. Articles of Incorporation. Upon the effectiveness of these Restatement, the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked "Exhibit A" (the "New Articles").

**Article II
Effective Date**

The effective date of the New Articles shall be the date and time of filing of these Articles of Restatement with the Arizona Corporations Commission in accordance with A.R.S. Section 10-1007.

**Article III
Manner of Adoption and Vote**

Section 1. Action by Directors. The Board of Directors of the Corporation, by unanimous consent in a meeting on February 8, 2012 adopted resolutions approving the New Articles and directed that the New Articles be submitted to the vote of the sole shareholder of the Corporation at a special meeting of the sole shareholder of the Corporation.

Section 2. Action by Sole Shareholder. On February 8, 2012, the sole shareholder of the Corporation, holding 5,000,000 outstanding shares of common stock of the Corporation, being 100% of the issued and outstanding capital stock of the Corporation, approved the New Articles by unanimous consent.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the New Articles and the vote by which it was adopted constitute full legal compliance with the provisions of the Arizona Insurance Law and the Corporation's Articles of Incorporation and By-Laws.

IN WITNESS WHEREOF, the undersigned officers of the Corporation execute these Articles of Restatement of the Articles of Incorporation of Puritan Life Insurance Company Of America, and certify to the truth of the facts herein stated this 8th day of February, 2012.

PURITAN LIFE INSURANCE COMPANY OF AMERICA

By: 
Kenneth W. Phillips

Its: President & Chief Executive Officer

By: 
Toni L. Harris

Its: Secretary

STATE OF TEXAS

COUNTY OF DALLAS

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Kenneth W. Phillips, the President and Chief Executive Officer of Puritan Life Insurance Company of America, and Toni L. Harris, the Secretary of Puritan Life Insurance Company of America, personally appeared before me, acknowledged execution of the foregoing Articles of Restatement to the Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 8th day of February, 2012.

Byron B. Manthe
Byron B. Manthe, Notary Public
My Commission Expires: April 13, 2015

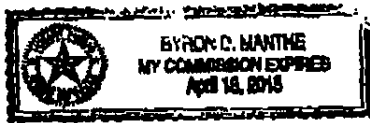


EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
PURITAN LIFE INSURANCE COMPANY OF AMERICA**

Puritan Life Insurance Company of America (the "Corporation"), incorporated June 2, 1958, duly existing under the Arizona Insurance Law and desiring to amend and restate its Articles of Incorporation, submits the following Restated Articles of Incorporation of the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is Puritan Life Insurance Company of America.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal Office. The principal office of the Corporation shall be located at 8601 Scottsdale Road, Suite 300, Scottsdale, Arizona 85253, but the Corporation shall be authorized to and intends to transact business and maintain offices in all the other counties of the State of Arizona and elsewhere throughout the world. Branch or subordinate offices of the corporation may at any time be established or maintained by the Board of Directors and business transacted at any place or places where the Corporation is qualified to do business.

Section 2.02. Statutory Agent. The name and address of the Corporation's statutory agent at the time of effectiveness of these Restated Articles of Incorporation is:

S. David Childers, Esq.
8601 Scottsdale Road
Suite 300
Scottsdale, Arizona 85253

**ARTICLE III
PURPOSES AND POWERS: BUSINESS PLAN OR PRINCIPLES**

Section 3.01. This Corporation is formed for the purpose of conducting any or all business for which an insurance corporation may be incorporated under Arizona Revised Statutes Title 20, Chapter 4, Article 1 and the laws of the State of Arizona and acting as a stock insurance company with the power to carry on the business of life and disability insurance in all their branches, including, but not limited to, insurance on human lives and insurance appertaining thereto or connected therewith, or both, including the granting of endowment benefits, additional benefits in the event of death or dismemberment by accident or accidental means, or both,

additional benefits in the event of the disability of the insured, and optional modes of settlement of proceeds of life insurance, including the granting, purchasing and disposing of annuities and the making of endowment contracts, including insurance against bodily injury, disablement, or death or any combination thereof, by accident or accidental means, or both, including insurance against the expense of any of the foregoing, and against disablement or expense, or both, resulting from sickness, and including every form and type of insurance appertaining to any of the foregoing, without restriction, express or implied, intending thereby to include the issuance of participating or nonparticipating policies or contracts of insurance, or both, on the individual, family group, group, franchise, industrial, ordinary or any other plan, as well as the reinsurance of risks and the cession of risks for reinsurance.

Section 3.02. Powers. The Corporation shall have the power to do all acts and things necessary, convenient, or expedient to carry out the purposes for which it was formed.

ARTICLE IV

PERIOD OF EXISTENCE

Section 4.01. Period. The period during which the Corporation will continue as a corporation shall be perpetual.

ARTICLE V

STOCK

Section 5.01. Authorized Shares. The authorized Capital Stock is divided into Five Million (5,000,000) shares of Common Stock. The Common Stock shall have a par value of One Dollar (\$1.00) per share.

Section 5.02. Terms. All shares of the Corporations Common Stock shall be of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties, and restrictions. All shares of Common Stock shall be issued and paid for at such times and upon such terms and conditions as the Board of Directors shall from time to time determine, but no shares of Common Stock shall be issued until fully paid for, in cash or assets taken at values determined in the uncontrolled discretion of the Board of Directors to be equivalent to cash, at such price not less than its par value as the Board of Directors shall have fixed. Following their issuance all shares shall be non-assessable by the Corporation. All shares of Common Stock shall be without preemptive rights.

ARTICLE VI

INCORPORATORS, FIRST OFFICERS, AND FIRST DIRECTORS

The names and addresses of the Incorporators, first Officers and first Directors of the Corporation at the time of the original incorporation in 1958 are included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

ARTICLE VII
LIMITATION ON INDEBTEDNESS

The indebtedness of the Corporation shall not be limited otherwise than by resolution of the shareholders.

ARTICLE VIII
LIABILITY OR ASSESSMENT

The Incorporators, directors, officers and agents of the Corporation and their property, and, to the extent permitted by law, the shareholders of the Corporation and their property shall be forever exempt from liability or assessment for the Corporation's debts, obligations or engagements.

ARTICLE IX
BOARD OF DIRECTORS

Section 9.01. Management. The business of the Corporation shall be managed by a Board of Directors and such officers as the directors shall from time to time appoint or elect. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Arizona Insurance Law. The number of Directors of the Corporation shall be not less than five (5) nor more than fifteen (15), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. Directors need not be either shareholders or residents of Arizona. Directors shall be elected by the shareholders at the annual meeting of shareholders as fixed by the Bylaws of the Corporation, shall hold office for such terms as shall be fixed by the Bylaws of the Corporation, and may be elected to succeed themselves. The Corporation shall have five (5) Directors at the effective time of these Restated Articles of Incorporation and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Section 9.02. Vacancy. The Board of Directors shall have power to fill vacancies in its own membership, however arising, to adopt bylaws, to select, appoint and remove officers of the Corporation, and to delegate any or all of its duties, powers and responsibilities to any committee, corporation or person.

Section 9.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of a majority of all the Directors remaining in office. No Director may be removed except as provided in this Section.

Section 9.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE X SHAREHOLDER MEETINGS

Section 10.01. Shareholder Meetings. The annual shareholders' meeting for the election of Directors and for the transaction of such other business as properly may come before such meeting shall be held each year at 11:00 am local time on the second Monday in February, at the Corporation's Principal Office, but if a legal holiday, on the next succeeding day not a legal holiday. Such meeting may be held at such other time as soon thereafter as is conveniently possible or, at such other place or both as may be designated by the Board of Directors. All other meetings of shareholders shall be held at such place, within or outside of the State of Arizona, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

ARTICLE XI INDEMNIFICATION

Section 11.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 11.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Arizona statutes relating to corporations formed for profit, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Arizona. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (L) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.