

F15000004345

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

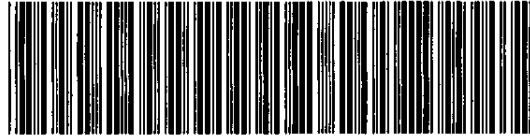
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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15 SEP 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 01 2015
D CUSHING

MITCHELL || WILLIAMS

June Stracener, FLMI
Direct Dial: 479.464.5668
Fax: 479.464.5680
E-mail: jstracener@mwlaw.com

5414 Pinnacle Point Drive, Suite 500
Rogers, Arkansas 72758-8131
Telephone: 479-464-5650
Fax: 479-464-5680

September 29, 2015

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **STERLING INVESTORS LIFE INSURANCE COMPANY**
Document Number P14000008200

Dear Diane:

Thank you again for speaking with me this past week concerning the above captioned company's registration with your Department. As I mentioned on the phone and in my e-mail message of September 18, 2015, another copy of which is enclosed for your convenience, the Company is incorrectly registered as a Florida corporation with your office. On top of that, it recently redomesticated from Georgia to Indiana and was acquired – both effective August 31, 2015.

Pursuant to our telephone conversations, I am enclosing the following documents which I understand your office needs to have all of this corrected in your Department's records:

1. A completed Application by Foreign Corporation for Authorization to Transact Business in Florida. The application has been originally executed by an officer of the Company. The registered agent provided the signed page 1 via e-mail.
2. A completed Articles of Dissolution together with a copy of same for certification (if needed).
3. Our check in the amount of which represents the following;
 - \$ 87.50 filing fee, Certificate of Status and certified copy of the Application form; and
 - \$ 52.50 filing fee, Certificate of Status and certified copy of the Articles of Dissolution.
4. The following certified documents provided by the Indiana Department of Insurance. Note that the Department of Insurance is the entity in Indiana that has ultimate regulatory authority over insurance companies in that state.

Ms. Diane Cushing
September 29, 2015
Page 2

- A Certificate of Compliance (aka Certificate of Existence/Certificate of Good Standing); and
- A certified copy of the Articles of Incorporation for Redomestication which evidences the approval of the redomestication from Georgia to Indiana.

Upon receipt of evidence of that all of this has been corrected in your Department's records, we will need to file that documentation with the Florida Office of Insurance Regulation. Therefore, anything you can do to expedite this request will be greatly appreciated.

If you have any questions or if there is anything further that you need to handle this, please don't hesitate to let me know, Diane. Your courtesy and assistance in this matter is greatly appreciated.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

A handwritten signature in cursive script, appearing to read "June Stracener".

By

June Stracener, FLMI
Paralegal

Enclosures

June Stracener

From: June Stracener
Sent: Friday, September 18, 2015 1:57 PM
To: 'corphelp@dos.myflorida.com'
Subject: Sterling Investors Life Insurance Company -- Document Number P14000008200
Attachments: FL SOS Detail Screenshot.htm

Tracking:	Recipient	Delivery
	'corphelp@dos.myflorida.com'	
	Ark Monroe	Delivered: 9/18/2015 1:57 PM
	Derrick Smith	Delivered: 9/18/2015 1:57 PM
	scottmatthews103@gmail.com	

Our client, Sterling Investors Life Insurance Company, is registered with your office under Document Number P14000008200. While working on some matters for the Company, we noticed that the Company is registered as a Florida Profit corporation. See the attached screenshot. This is not correct.

At the time the filing would have been made with your office (January 27, 2014), the Company was a Georgia profit domestic insurer. We need to have this corrected but, at the same time, have your records updated to reflect 2 very recent transactions: (1) the Company redomesticated from Georgia to Indiana effective 8-31-15; and (2) the Company was acquired effective 8-31-15. Can you please identify for me all forms that must be completed to have all of this corrected in your records. This will also include a change in officers and directors and possibly the registered agent for service of process.

Many thanks in advance for your courtesy and assistance in this matter.

June

MITCHELL || WILLIAMS

June Stracener, FLMI | Paralegal
T 479.464.5668 | F 479.464.5680
jstracener@mwlaw.com | MitchellWilliamsLaw.com
5414 Pinnacle Point Dr. | Ste. 500 | Rogers, AR 72758-8131
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

COVER 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," or "Certificate of Good Standing" 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:
JUNE STRACENER

Name of Person

C/O MITCHELL WILLIAMS LAW FIRM

Firm/Company

5414 PINNACLE POINT DRIVE, SUITE 500

Address

ROGERS, AR 72758

City/State and Zip code

SCOTT.MATTHEWS@STERLINGLIFECO.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JUNE STRACENER

at (**479**)

464-5668

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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15 SEP 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. INDIANA 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) (Date of duration, if other than perpetual)
6. JANUARY 27, 2014 UNDER P14000008200
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 201 W. 103rd STREET, SUITE 280, INDIANAPOLIS, IN 46290
(Principal office address)
- 5085 W Park Blvd #700, Plano, TX 75093 (Previous to that 16801 Addison Rd, Suite 400, Addison TX 75001)
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Business Filings Incorporated
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324
(City) (Zip code)

9. 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.

Bernard J. Sutter, Asst. Secretary
for Business Filings Incorporated
(Registered agent's signature)

10. 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
15 SEP 30 PM 1:46
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

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

A. DIRECTORS CONTINUED ON ATTACHMENT

Chairman: STEPHEN HILBERT

Address: 201 W. 103rd STREET, SUITE 280
INDIANAPOLIS, IN 46290

Vice Chairman: _____

Address: _____

Director: JAMES S. ADAMS

Address: 201 W. 103rd STREET, SUITE 280
INDIANAPOLIS, IN 46290

Director: SCOTT D. MATTHEWS

Address: 201 W. 103rd STREET, SUITE 280
INDIANAPOLIS, IN 46290

B. OFFICERS CONTINUED ON ATTACHMENT

President: KENNETH W. PHILLIPS

Address: 201 W. 103rd STREET, SUITE 280
INDIANAPOLIS, IN 46290

Vice President: KATRINA STARKIE

Address: 5085 W. PARK BLVD., SUITE 700
PLANO, TX 75093

Secretary: KATRINA STARKIE

Address: 5085 W. PARK BLVD., SUITE 700, PLANO, TX 75093

Treasurer: PAUL C. CROOKS

Address: 5085 W. PARK BLVD., SUITE 700, PLANO, TX 75093

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

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Scott D. Matthews, Sr. Vice President and General Counsel

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

FILED
15 SEP 30 PM 1:46
SECRETARY OF STATE
INDIANAPOLIS, IN

ATTACHMENT TO ITEMS 11.A. and 11.B.

A. ADDITIONAL DIRECTORS

Director: TomiSue Hilbert
Address: 201 W. 103rd Street, Suite 280, Indianapolis, IN 46290

Director: William C. Stone
Address: 80 Lamberton Road, Windsor, CT 06095

B. ADDITIONAL OFFICERS

Chief Executive Officer Stephen C. Hilbert
201 W. 103rd Street, Suite 280, Indianapolis, IN 46290

Vice Chairman of Finance James S. Adams
201 W. 103rd Street, Suite 280, Indianapolis, IN 46290

Controller Katrina Starkie
5085 W. Park Blvd., Suite 700, Plano, TX 75093

Sr. Vice President and General Counsel Scott D. Matthews
201 W. 103rd Street, Suite 280, Indianapolis, IN 46290

Applicant Name: **Sterling Investors Life Insurance Company**

NAIC No: 89184

FEIN: 59-1838073

Uniform Certificate of Authority Application (UCAA)

Certificate of Compliance

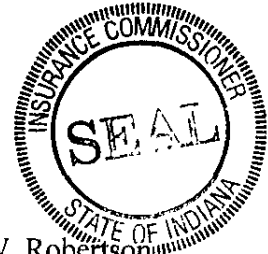
State of **Indiana** Office of the **Insurance Commissioner**.

I, Stephen W. Robertson, hereby certify that I am the* Insurance Commissioner, of the State of Indiana and I have supervision of insurance business in said State and as such I hereby certify that **Sterling Investors Life Insurance Company** of **Carmel, Indiana** is duly organized under the laws of said State and is authorized to transact the business**of insurance in this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Indianapolis,

Indiana on this 24th day of September 2015, A.D.

Stephen W. Robertson
Insurance Commissioner



Stephen W. Robertson
(printed name)

- * Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.
- ** Lines of Insurance as shown on Form 3 of UCAA

Department of Insurance

State of Indiana

OFFICE OF

Insurance Commissioner

CERTIFICATE OF AUTHORITY

Indianapolis, Indiana August 26, 2015

Whereas, the *Sterling Investors Life Insurance Company*, an insurance company organized under the laws of Indiana, and located in Carmel, Indiana having complied with all the requirements of the laws regulating *Stock Life Insurance Companies doing business in the State of Indiana*.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class I (a)(b)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.

IN TESTIMONY WHEREOF I hereunto

subscribe my name and affix the seal of my
office the date written above.

Stephen W. Robertson

Stephen W. Robertson

INSURANCE COMMISSIONER



89184

**Certificate of Similarity
11-9-33**

**INSURANCE DEPARTMENT
STATE OF INDIANA
Office of
COMMISSIONER OF INSURANCE**

Indianapolis, Indiana **September 23, 2015**

I, Stephen W. Robertson, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of **Articles of Incorporation for Redomestication of Sterling Investors Life Insurance Company** dated **August 26, 2015** with the original on file at this Department and find the same to be a correct transcript of the whole of said original.



In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.

Stephen W. Robertson

Stephen W. Robertson, Insurance Commissioner

APPROVED
AND
FILED
Corrie Zannon
IND. SECRETARY OF STATE

ARTICLES OF INCORPORATION
FOR REDOMESTICATION

APPROVED

AUG 26 2015

STATE OF INDIANA
DEPT. OF INSURANCE

OF
STERLING INVESTORS LIFE INSURANCE COMPANY

Approved Ultimate Authority

The undersigned, being officers of Sterling Investors Life Insurance Company, do hereby adopt the following Articles of Incorporation for Redomestication, pursuant to the Indiana Insurance Law and all amendments thereto, to become effective after the approval of the domestication of the Corporation from Georgia to Indiana by the Indiana Department of Insurance and the Georgia Department of Insurance and the approval and closing of the sale of the Corporation to SILAC, LLC:

- A. The name of the corporation shall be Sterling Investors Life Insurance Company.
- B. The post office address of its principal office shall be 1120 Laurelwood, Carmel, IN 46032
- C. The corporation was originally incorporated under Florida law on July 14, 1978, and subsequently redomesticated to Georgia.
- D. The purposes for which the corporation is organized under the Indiana Insurance Law are to write all Class 1 kinds of insurance and reinsurance, as provided in I.C. 27-1-5-1 including that set forth below and to engage in any other business in which it may lawfully engage, under the laws of the State of Indiana, other states, territories, possessions and protectorates of the United States or of any other country:

(i) To insure the lives of persons, including insurance against permanent mental or physical disability resulting from accident or disease, or against accidental death combined with a policy for life insurance, and to grant, purchase or dispose of annuities;

(ii) To insure against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto, including contracts between an insurer and policyholder providing for the indemnification of the policyholder (or the other party) obligated to pay benefits resulting from bodily injury, death by accident, or disablement from sickness in accordance with the provisions of a benefit plan; and

(iii) Within the meaning of the insurance generally described in Class 1, are to be included, among other things:

(1) contracts providing for immediate or future life insurance and/or annuity benefits, fundable and/or computable as to cost or payment or both; and

(2) contracts providing for insurance against bodily injury or sickness, a portion of which may be funded;

out of or on the basis of assets in a segregated investment account; the assets being those received by the company from or in relation to contributions, premiums or considerations received by it under such contracts. The establishment of such account shall in no way affect the company's absolute ownership of the investment items to which the account from time to time pertains. A company issuing contracts of the nature described may as to them establish one (1) or more segregated accounts, dependent upon the company's plan of operation.

A segregated investment account established as contemplated in this paragraph D shall not be chargeable with liabilities arising out of any other business the company may conduct and which has no specific relation to or dependence upon such account. Any surplus or deficit which may arise in any such segregated investment account by virtue of any guarantee by the company of the value of the assets allocated to the account, their investment or income, or mortality experience shall be adjusted by withdrawals from or additions to such account so that the assets of such account shall always equal the assets required to satisfy all liabilities arising under contracts fundable by such account.

E. The term for which it shall continue as a corporation shall be perpetual and indefinite.

F. The current amount of capital stock outstanding is \$2,500,000 and the aggregate number of shares which the corporation shall have authority to issue shall be 5,000,000 shares of common stock with a par value of \$1 per share.

G. The amount of paid-in capital with which the corporation shall begin business in Indiana shall be not less than \$1,000,000.

H. The plan or principle upon which the business is to be transacted is: a stock insurance company, organized under the Indiana Insurance Law to write Class 1 insurance as set forth in I.C. 27-1-5-1.

I. The name and post office address of each of the current directors, who shall serve until their successors are duly elected and qualified or until the next annual meeting, whichever comes first, are as follows:

NAME	ADDRESS
Kenneth Wayne Phillips	5085 W Park Blvd, Ste 700, Plano, TX 75093
Matthew Wade McIntyre	5085 W Park Blvd, Ste 700, Plano, TX 75093
Paul Chris Crooks	5085 W Park Blvd, Ste 700, Plano, TX 75093
Katrina Starkie	5085 W Park Blvd, Ste 700, Plano, TX 75093
Daniel R. French	9506 Bear Creek Ct, Leo, IN 46765

J. The name, title, and post office address of each of the current officers, who shall serve until their successors are duly elected and qualified or until the next annual meeting, whichever comes first, are as follows:

NAME	TITLE	ADDRESS
Kenneth Wayne Phillips	President	5085 W Park Blvd, Ste 700, Plano, TX 75093
Katrina Starkie	Vice President, Secretary and Controller	5085 W Park Blvd, Ste 700, Plano, TX 75093
Paul Chris Crooks	Treasurer	5085 W Park Blvd, Ste 700, Plano, TX 75093

K. Consistent with the laws of the state of Indiana, the corporation shall have the following authority and powers:

(i) To continue as a corporation, under its corporate name, for the period set forth in these articles of incorporation for redomestication;

(ii) To sue and be sued in its corporate name;

(iii) To have a corporate seal and to alter the same at pleasure;

(iv) To acquire, own, hold, lease, mortgage, pledge, convey, or otherwise dispose of property, real and personal, tangible and intangible;

(v) To acquire, subscribe for, own, hold, vote, mortgage, lend, pledge, convey, or otherwise dispose of, and to guarantee or otherwise deal in and with, shares or other interests in, or obligations of, any entity, including itself, except as otherwise prohibited or limited by Indiana Insurance Law;

(vi) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

(vii) To borrow money, and to issue its notes or debentures to evidence such borrowings, but any debentures so issued shall be subordinate to the rights of policyholders, members, or creditors of such corporations;

(viii) To conduct business in this state and elsewhere; to have one (1) or more offices out of this state; to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real and personal, tangible and intangible, out of this state;

(ix) To appoint such officers and agents as the business of the corporation may require, and to define their duties and fix their compensation;

(x) To lend money, invest and reinvest its funds, and receive and hold real estate and personal property as security for repayment, except as otherwise limited by the Indiana Insurance Law;

(xi) To pay pensions and establish and administer pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, welfare plans, qualified and nonqualified retirement plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;

(xii) To make donations for the public welfare or for charitable, scientific, or education purposes;

(xiii) To make bylaws for the government and regulation of its affairs;

(xiv) To cease doing business and to dissolve and surrender its corporate franchise and authority and license to transact an insurance business in this state;

(xv) To become a member of any federal home loan bank; to purchase stock therein, to borrow money or obtain advances from any such bank and to transfer, assign, and pledge property to or with such bank as security for the payment of such loans or advances, to do and perform all acts required of members of a federal home loan bank, and to possess and exercise all rights, powers, and privileges conferred upon such members under the provisions of the act of Congress entitled Federal Home Loan Bank Act; and

(xvi) To do all acts and things necessary, convenient, or expedient to carry out the purposes or obtain the objectives for which it is formed or to further any of the powers set forth herein, and to do every other act or thing incidental thereto or connected therewith which is not forbidden by the laws of the State of Indiana or by these Articles of Incorporation for Redomestication.

L. 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 omission which involve willful misconduct, recklessness or a knowing violation of the law;

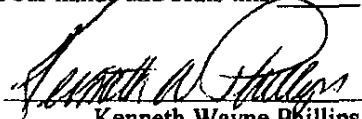
(iii) As provided in Indiana Insurance Code § 27-1-7-12.5

(iv) For any transaction from which the director received a personal benefit not permitted by § 27-1-7-12.5. Neither the amendment nor repeal of this Article L, nor the adoption of any provision of the Article of Incorporation of the Corporation inconsistent with this Article L, shall eliminate or reduce the effect of this Article L in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article L, would accrued or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Indiana Insurance Code 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 Indiana Insurance Code.

M. All meetings of shareholders, members, or policyholders may be held within or without the State of Indiana at the principal office of the corporation or other place as designated by the Board of Directors of the Corporation. Any action required or permitted to be taken at a shareholder meeting may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled

to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of August, 2015.



Kenneth Wayne Phillips
President

ATTEST:

Katrina Starkie
Vice President, Secretary & Controller

Paul Chris Crooks
Treasurer

[acknowledgment(s) on the following page(s)]

to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

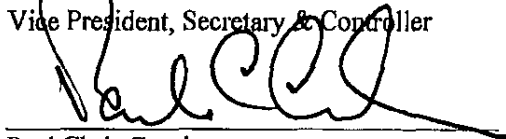
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of August, 2015.

Kenneth Wayne Phillips
President

ATTEST:



Katrina Starkie
Vice President, Secretary & Controller



Paul Chris Crooks
Treasurer

[acknowledgment(s) on the following page(s)]

STATE OF New York)
COUNTY OF New York) ss:

ACKNOWLEDGMENT

I, the undersigned, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, hereby certify that Kenneth Wayne Phillips whose name is signed to the foregoing Articles of Incorporation for Redomestication and who is the President of Sterling Investors Life Insurance Company, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation for Redomestication, he/she executed the same voluntarily on the day the same bears date.

Given under my hand this 26th day of August, 2015.

Mary Ann Casey
Notary Public

My commission expires:

April 12, 2019
(SEAL)

MARY ANN CASEY
Notary Public, State of New York
No. 01CA6023083
Qualified in Queens County
Certificate Filed in New York County
Commission Expires April 12, 20 19



STATE OF TEXAS)
) ss:
COUNTY OF COLLIN)

ACKNOWLEDGMENT

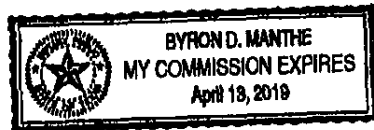
I, the undersigned, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, hereby certify that Katrina Starkie whose name is signed to the foregoing Articles of Incorporation for Redomestication and who is the Vice President, Secretary & Controller of Sterling Investors Life Insurance Company, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation for Redomestication, he/she executed the same voluntarily on the day the same bears date.

Given under my hand this 25th day of August, 2015.

Byron D Manthe
Byron, Manthe Notary Public

My commission expires:

April 13, 2019
(S E A L)



STATE OF TEXAS)
) ss:
COUNTY OF COLLIN)

ACKNOWLEDGMENT

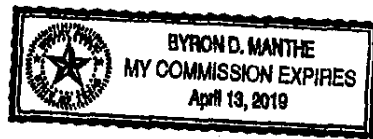
I, the undersigned, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, hereby certify that Paul Chris Crooks whose name is signed to the foregoing Articles of Incorporation for Redomestication and who is the Treasurer of Sterling Investors Life Insurance Company, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation for Redomestication, he/she executed the same voluntarily on the day the same bears date.

Given under my hand this 25th day of August, 2015.

Byron D. Manthe
Byron Manthe, Notary Public

My commission expires:

April 13, 2019
(S E A L)



**State of Indiana
Office of the Secretary of State**

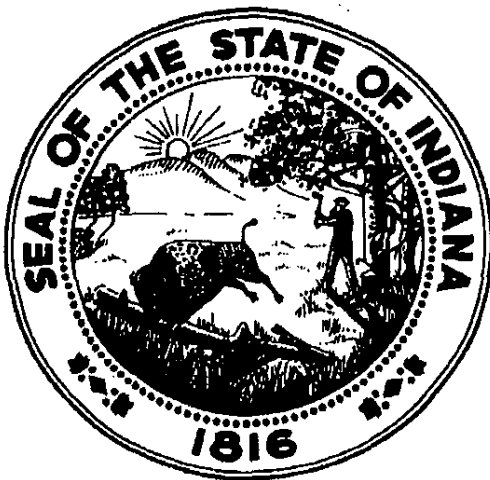
CERTIFICATE OF INCORPORATION

of

STERLING INVESTORS LIFE INSURANCE COMPANY

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, August 31, 2015.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 31, 2015.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL
INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
302 W. WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770
www.AttorneyGeneral.IN.gov

2015 AUG 31 AM 8:39

TELEPHONE: 317.232.6201
FAX: 317.232.7979

GREG ZOELLER
INDIANA ATTORNEY GENERAL

August 27, 2015

CERTIFICATION

I have examined the Articles of Incorporation for Redomestication of Sterling Investors Life Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

GREGORY ZOELLER
Attorney General of Indiana
Atty No. 1958-98

Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49

851861