

# F 9500000 2671

*Independent Insurance Consultants*

5002 Pony Chase • Austin, Texas 78727 • Fax: 512/257-0499

Kay Wells  
512/257-1453

Donna L. Burns  
512/257-0448

June 7, 2001

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Application for Name Change  
Unified Life Insurance Company

Dear Sirs:

Enclosed please find the following documents to support the name change of the captioned company:

- 1) Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida
- 2) Certified Copy of the Amended Articles of Incorporation w/approval order issued by the Texas Department of Insurance
- 3) Check in the amount of \$43.75 payable to the Department of State for filing the amendment and a Certificate of Good Standing

If anything further is required, please feel free to contact me at 512/257-1453 or email at [pkwells@aol.com](mailto:pkwells@aol.com).

Sincerely,



Kay Wells  
Consultant

/kw

enclosures

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-06/21/01-01071-011  
\*\*\*\*\*43.75 \*\*\*\*\*43.75  
TALLAHASSEE  
SECRETARY OF  
01 JUN 21 PM 2:25  
FILED

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NC  
7/19/01  
6/27

8

**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)**

1. Unified Life Insurance Company

Name of corporation as it appears on the records of the Department of State.

2 Texas

Incorporated under laws of

3

6/2/95

Date authorized to do business in Florida

FILED  
JUN 21 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, 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? May 14, 2001

5. Americom Life & Annuity Insurance Company

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

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New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

## New Jurisdiction

Mr. L. J. Signature

Mark L. Perry

Typed or printed name

May 22, 2001 Date

Asst. Vice President

Title



**Texas Department of Insurance**

Financial, Company Licensing & Registration, Mail Code 305-20  
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS           §  
                                  §  
COUNTY OF TRAVIS      §

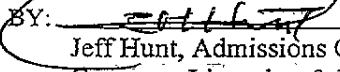
The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Original Articles of Incorporation and Amendments for AMERICOM LIFE & ANNUITY INSURANCE COMPANY, Houston, Texas, consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 6th day of June, 2001.

JOSE MONTEMAYOR  
COMMISSIONER OF INSURANCE

BY:   
Jeff Hunt, Admissions Officer  
Company Licensing & Registration Division  
Order No. 00-1002

01-0442

No. \_\_\_\_\_

OFFICIAL ORDER  
of the  
COMMISSIONER OF INSURANCE  
of the  
STATE OF TEXAS  
AUSTIN, TEXAS

Date: MAY 14 2001

Subject Considered:

UNIFIED LIFE INSURANCE COMPANY  
Houston, Texas  
TDI No. 01-05944

AMENDMENT TO THE ARTICLES OF INCORPORATION  
DOCKET NO. R-01-0442

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of UNIFIED LIFE INSURANCE COMPANY, Houston, Texas, for approval of an amendment to the Articles of Incorporation changing its name from UNIFIED LIFE INSURANCE COMPANY to AMERICOM LIFE & ANNUITY INSURANCE COMPANY and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

Action by UNIFIED LIFE INSURANCE COMPANY as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 3.05, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name AMERICOM LIFE & ANNUITY INSURANCE COMPANY, is not so similar to that of any other insurance company as to be likely to mislead the public. The name change endorsement for AMERICOM LIFE & ANNUITY INSURANCE COMPANY, Houston, Texas, Form No. AMCL.End.NE-1 (4/01) has been filed with the Life/Health Division of the Texas Department of Insurance.

Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby approved. It is further ORDERED that a Certificate of Authority be issued to AMERICOM LIFE & ANNUITY INSURANCE COMPANY, Houston, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 9096, dated December 27, 1989, be canceled.

JOSE MONTEMAYOR  
COMMISSIONER OF INSURANCE

BY:

*Godwin Ohaechesi*  
Godwin Ohaechesi, Director  
Company Licensing & Registration  
Order 94-0580

Recommended by:

*Nellie Nixon*

Nellie Nixon, Insurance Specialist  
Company Licensing & Registration

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
UNIFIED LIFE INSURANCE COMPANY**

Pursuant to the provisions of Part 4 of the Texas Business Corporation Act, and Article 3.05 of the Texas Insurance Code, the undersigned corporation adopts the following articles of amendment to its articles of incorporation and charter.

**ARTICLE ONE**

The name of the corporation is Unified Life Insurance Company.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the shareholder of the corporation on March 28, 2001. The Articles of Incorporation are amended to change the name of the corporation to AMERICOM LIFE & ANNUITY INSURANCE COMPANY. The amendment changes only Article II of the Articles of Incorporation, as last amended by Official Order 96-1001 of the Commissioner of Insurance of the State of Texas, without changing any other article. The full text of that provision as altered is as follows:

**"ARTICLE II**

The name of the corporation is AMERICOM LIFE & ANNUITY INSURANCE COMPANY."

**ARTICLE THREE**

The number of shares of the corporation issued and outstanding at the time of the adoption of the amendment was 500,000; and the number of shares entitled to vote thereon was 500,000.

**ARTICLE FOUR**

The holder of all of the shares outstanding and entitled to vote on the amendment has voted in favor of the amendment and has signed a consent in writing adopting said amendment.

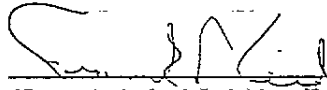
## ARTICLE FIVE

The corporations's name change will not increase or decrease the capital and surplus of the corporation.

In conformity with the above, I, Frank M. Neidig, President of the Company, have executed this instrument and I do hereby sign and acknowledge the same for and on behalf of the Company this 9<sup>th</sup> day of APRIL, 2001.

## UNIFIED LIFE INSURANCE COMPANY

By:

  
\_\_\_\_\_  
Frank M. Neidig, President

**Resolution of The Board of Directors of  
UNIFIED LIFE INSURANCE COMPANY**

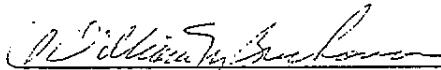
**Without Formal Special Meeting**


**Consent to Action.** The Directors of the corporation unanimously consent to the following actions without a formal Special Meeting of Directors, effective as of March 28, 2001.

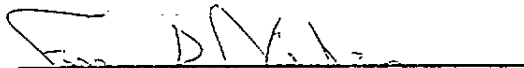
**Articles of Amendment to the Articles of Incorporation.** RESOLVED, that the corporation amend its Articles of Incorporation to change the name of the corporation to Americom Life & Annuity Insurance Company and to effect such change, file the Articles of Amendment in the form attached hereto as Exhibit A.

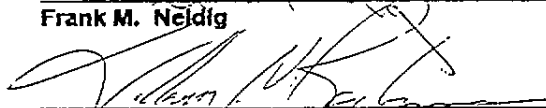
**Vote of Shareholders.** RESOLVED FURTHER, that the Articles of Amendment to the Articles of Incorporation be presented to the shareholders of the corporation and if the shareholders are in favor of such amendment, that the officers of the corporation take such actions as are necessary to file and seek approval of the Articles of Amendment by the Texas Department of Insurance and any other person as required.

**BOARD OF DIRECTORS OF  
UNIFIED LIFE INSURANCE COMPANY:**

 Date: 4/10, 2001  
William M. Buchanan

 Date: 4/10, 2001  
Timothy J. Buchanan

 Date: 4-10, 2001  
Frank M. Neidig

 Date: 4/10, 2001  
William M. Buchanan, III

 Date: 4/10, 2001  
Andreu L. Wiltse, Jr.

**Consent of the Shareholder of**  
**UNIFIED LIFE INSURANCE COMPANY**  
**Without Formal Special Meeting**

**Consent to Action.** The shareholder of the corporation consents to the following actions without a formal special shareholder meeting, effective as of March 28, 2001.

*Articles of Amendment to the Articles of Incorporation.* Having reviewed the recommendation and resolution of the Board of Directors to amend the Articles of Incorporation to change the name of the corporation to AMERICOM LIFE & ANNUITY INSURANCE COMPANY, such resolution attached hereto as Exhibit A, it is **RESOLVED** that such resolution and amendment be approved and implemented.

*All Actions Necessary.* It is **FURTHER RESOLVED** that the Board of Directors is authorized to take any and all actions necessary and appropriate to effect such amendment.

**UNIFIED INSURANCE SERVICES, INC.**

BY: \_\_\_\_\_

Frank M. Neidig, President

Date: 4-9, 2001

**CONSENT OF THE SHAREHOLDERS OF**  
**UNIFIED LIFE INSURANCE COMPANY**

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