

F97000005878

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FAMILY FINANCIAL LIFE INSURANCE COMPANY
(Name of corporation)

DOCUMENT NUMBER: F97000005878

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BECKY COGHILL
(Name of person)

FAMILY FINANCIAL HOLDINGS, INC.
(FORMERLY FAMILY FINANCIAL LIFE INSURANCE COMPANY)
(Name of firm/company)

2555 SEVERN AVENUE

(Address)

METAIRIE, LOUISIANA 70002-5932

(City/state and zip code)

For further information concerning this matter, please call:

BECKY COGHILL at 800 348-1555, EXT. 111
(Name of person) (504) 456-0101, EXT. 111
(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
409 E. Gaines Street
Tallahassee, FL 32399



June 16, 2005

Thelma Lewis
Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

REF: FAMILY FINANCIAL LIFE INSURANCE COMPANY
(NOW NAMED *FAMILY FINANCIAL HOLDINGS, INC.*)
Ref.Number: F97000005878

Dear Ms. Lewis:

Thank you for your letter dated May 11, 2005 regarding the above matter. Enclosed are the documents you requested and the updated application.

If you require additional information, please do not hesitate to contact us at (800) 348-1555 or (504) 456-0101.

Sincerely,
FAMILY FINANCIAL HOLDINGS, INC.

A handwritten signature in cursive script that reads "Becky Coghill".

Becky Coghill
Compliance Officer

Enclosures



April 28, 2005

VIA FEDERAL EXPRESS

Amendment Section
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

To Whom It May Concern:

Encloses is our Annual Report filing for 2005, Transmittal Letter and Application by Foreign Profit Corporation to File an Amendment to Application for Authorization to Transact Business in Florida. We are renewing this Annual Report so that we remain in compliance with the state; however, there have been some changes to the Company.

For your information, Family Financial Life Insurance Company, NAIC #76570, received approval from the State of Indiana to "convert" from an Indiana Stock Life Insurance Company to an Indiana business corporation with a new corporate name of Family Financial Holdings, Inc., in 2004. As a result the new corporation, is no longer a Life Company and will no longer transact insurance business.

If you require further documentation from us regarding this matter, please do not hesitate to contact us at (800) 348-1555, ext. 111 or (504) 456-0101, ext. 111.

Sincerely,


Becky Coghill
Compliance Officer

Attachments



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 11, 2005

BECKY COGHILL
FAMILY FINANCIAL LIFE INSURANCE COMPANY
2555 SEVERN AVENUE
METAIRIE, LA 70002-5932

SUBJECT: FAMILY FINANCIAL LIFE INSURANCE COMPANY
Ref. Number: F97000005878

We have received your document for FAMILY FINANCIAL LIFE INSURANCE COMPANY and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 corporate records in the jurisdiction under the laws of which it is incorporated. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please correct #3 to show the date authorized to do business in Florida is November 6, 1997. You must also state the date the change was effected under the laws of its jurisdiction of incorporation in #4.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 505A00033741

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)

F97000005878

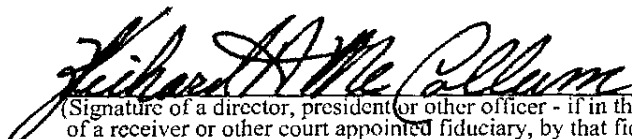
(Document number of corporation (if known))

FILED
05 JUN 21 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. FAMILY FINANCIAL LIFE INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. INDIANA
(Incorporated under laws of)
3. November 6, 1997
(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? May 20, 2004
5. FAMILY FINANCIAL HOLDINGS, INC.
(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.
- N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
(New jurisdiction)


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

RICHARD H. MCCOLLUM
(Typed or printed name of person signing)

APRIL 27, 2005
(Date)

SECRETARY
(Title of person signing)

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

CERTIFICATE OF AMENDMENT

of

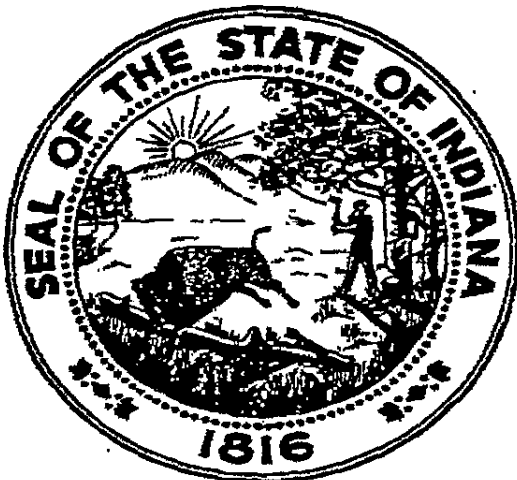
FAMILY FINANCIAL LIFE INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment 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.

The name following said transaction will be:

FAMILY FINANCIAL HOLDINGS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, May 20, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 20, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

**TODD ROKITA,
SECRETARY OF STATE**

RECEIVED
INDIANA SECRETARY
OF STATE

APPROVED
DEPARTMENT OF INSURANCE

APR 20 2004
Mark P. Panno

ARTICLES OF CONVERSION
of
Family Financial Life Insurance Company, an Indiana life insurance company
to
Family Financial Holdings, Inc., an Indiana business corporation
Duty INSURANCE COMMISSIONER

(Pursuant to IC 23-1-38.5-10 and IC 27-1-9-3)

1. The name of the Indiana life insurance company party to this conversion is Family Financial Life Insurance Company, an Indiana stock life insurance company incorporated under the laws of the State of Indiana (the "Company").
2. The date of the filing of the original articles of incorporation of the Company with the Secretary of State of Indiana was December 2, 1996.
3. The name of the entity resulting from this conversion is Family Financial Holdings, Inc., an Indiana business corporation (the "Corporation").
4. The conversion of the Company to the Corporation (the "Conversion") shall be effective upon the filing of this Articles of Conversion and the Articles of Incorporation, as amended and restated, of the Resulting Entity.
5. The Conversion has been approved in accordance with the provisions of Indiana law and the Articles of Incorporation of the Company by the directors and the stockholders of the Company.

IN WITNESS WHEREOF, the undersigned caused these Articles to be executed on the 5th day of April, 2004.

Family Financial Life Insurance Company,
an Indiana life insurance company

By:

Jack P. Panno
Jack P. Panno, President

Attest:

Richard H. McCollum
Richard H. McCollum, Secretary

APPROVED
DEPARTMENT OF INSURANCE

INDIANA PLAN OF CONVERSION
OF
FAMILY FINANCIAL LIFE INSURANCE COMPANY,
an Indiana life insurance company

APR 20 2004

Mark R. Papp
STATE OF INDIANA
INSURANCE COMMISSIONER

Family Financial Life Insurance Company, an Indiana life insurance company, pursuant to and in accordance with the laws of the state of Indiana, hereby submits and adopts the following Plan of Conversion which has been proposed and approved by the Board of Directors and Shareholders of Family Financial Life Insurance Company pursuant to the provisions of Indiana Code § 27-1-9-3 and Indiana Code § 23-1-38.5-10 ("Plan"):

1. The name and address of the constituent entity is Family Financial Life Insurance Company, an Indiana life insurance company (the "Constituent Entity"), whose business address is 501 Washington Street, Columbus, Indiana 47201.

2. The name and address of the resulting entity is Family Financial Holdings, Inc., an Indiana business corporation (the "Resulting Entity"), whose business address is 501 Washington Street, Columbus, Indiana 47201.

3. The jurisdiction of the law that governs both the Constituent Entity and the Resulting Entity is the State of Indiana.

4. As soon as is practicable, and upon the receipt of all required regulatory approvals in all relevant jurisdictions, the Constituent Entity will cause the conversion into the Resulting Entity (the "Conversion") to be consummated by filing, in the office of the Secretary of State of Indiana, the Articles of Conversion in such form as is required by and executed in accordance with the applicable provisions of the Indiana business corporation law. The date of such filing with the Indiana Secretary of State shall be the effective date of the Conversion (the "Effective Date").

5. At the Effective Date, to the extent permitted by applicable law:

(a) The Resulting Entity shall continue the existence of the Constituent Entity and shall possess all rights, privileges, powers and franchises of a public and a private nature, and shall be subject to all restrictions, disabilities and duties, of the Constituent Entity;

(b) The title to all real estate vested by deed or otherwise under the laws of any jurisdiction, and the title to all other property, real and personal, owned by the Constituent Entity, and all debts due to the Constituent Entity on whatever account, as well as stock subscriptions and all other things in action or belonging to the Constituent Entity, shall be vested in the Resulting Entity without reversion or impairment;

(c) The Resulting Entity shall have all of the debts, liabilities and duties of the Constituent Entity, but all rights of creditors and all liens upon any property of the