

P03636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

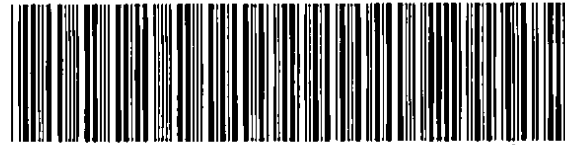
(Business Entity Name)

(Document Number)

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OCT 21 2017

R. WHITE

OCT 23 10 05 59

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 875278 8144206

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : October 19, 2017

ORDER TIME : 9:55 AM

ORDER NO. : 875278-125

CUSTOMER NO: 8144206

FOREIGN FILINGS

NAME: COLORADO BANKERS LIFE
INSURANCE COMPANY

XXX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Colorado Bankers Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: P03636

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tamre Edwards

Name of Contact Person

Global Bankers Insurance Group, LLC

Firm/Company

2327 Englert Drive

Address

Durham, NC 27713

City/State and Zip Code

tamre.edwards@globalbankers.com

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

For further information concerning this matter, please call:

Casey Smith

919 246-3391
at ()

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

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)

P03636

(Document number of corporation (if known))

1. Colorado Bankers Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Colorado

(Incorporated under laws of)

3. 10/09/1984

(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? _____

5. _____
(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.

North Carolina

(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)

Jeff Levin

President

(Typed or printed name of person signing)

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17-OCT-23 AM 8:59

FILED



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**REDOMESTICATION FROM A FOREIGN TO A NORTH CAROLINA
INSTITUTION
OF**

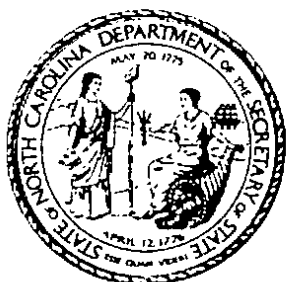
COLORADO BANKERS LIFE INSURANCE COMPANY

the original of which was filed in this office on the 1st day of December, 2015.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 20th day of October, 2017.

Elaine F. Marshall

Secretary of State



Scan to verify online

**ARTICLES OF REDOMESTICATION
AND
ARTICLES OF INCORPORATION INCLUDING ARTICLES OF CONVERSION
OF
COLORADO BANKERS LIFE INSURANCE COMPANY**

Pursuant to Chapters 58 and 55 of the North Carolina General Statutes, pursuant to the Colorado Revised Statutes and with the approvals of the Commissioners of Insurance of the States of North Carolina and Colorado, the undersigned does present these Articles of Incorporation Including Articles of Conversion for the purpose of redomesticating Colorado Bankers Life Insurance Company (the "Company") from the State of Colorado to the State of North Carolina, and for the purpose of amending the Articles of Incorporation of the Company consistent with such redomestication.

1. These Articles of Incorporation Including Articles of Conversion are submitted pursuant to the order of Wayne Goodwin, Commissioner of the North Carolina Department of Insurance, approving the July 24, 2015 Petition for Redomestication filed on behalf of the Company.
2. The Articles of Incorporation Including Articles of Conversion set forth herein and attached as Exhibit A have been approved by the Company and reflect the Company's redomestication to the State of North Carolina and to further conform such Articles of Incorporation Including Articles of Conversion to the requirements of the laws of the State of North Carolina.
3. It is the purpose of these Articles of Incorporation Including Articles of Conversion that the Company shall be and continue to be possessed of all privileges, franchise and powers to the same extent as if it had originally incorporated under the laws of the State of North Carolina; and all privileges, franchise and powers belonging to the Company, and all property, real, personal and mixed, all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure and all choses in action, shall be and the same hereby are, ratified, approved, and confirmed and assured to the Company with like effect and to all intents and purposes as if it had originally incorporated under the laws of the State of North Carolina.

COLORADO BANKER LIFE INSURANCE
COMPANY

By: 

Name: Joseph Dean Wieser

Title: President

EXHIBIT A

ARTICLES OF INCORPORATION INCLUDING ARTICLES OF CONVERSION

Pursuant to § 55-2-02 and § 55-11A-03 of the General Statutes of the North Carolina, the undersigned corporation hereby submits the following Articles of Incorporation Including Articles of Conversion for the purpose of effectuating its redomestication.

ARTICLE I

The name of the resulting corporation is Colorado Bankers Life Insurance Company. The corporation is being formed pursuant to a conversion of another business entity.

ARTICLE II

The name of the converting business entity is Colorado Bankers Life Insurance Company and the organization and internal affairs of the converting business entity are governed by the laws of the State of Colorado. A plan of conversion has been approved by the converting business entity as required by law.

ARTICLE III

The converting business is a foreign corporation.

ARTICLE IV

The number of shares the corporation is authorized to issue is one class of shares to be designated as Common Stock. The total number of shares the corporation has the authority to issue is 5,000,000 shares, \$1.25 par value.

ARTICLE V

The street address and county of the initial registered office of the corporation is 3110 Edwards Mill Road, Suite 300, Raleigh, Wake County, North Carolina 27612.

The name of the initial registered agent at such address is HLG Agent LLC.

ARTICLE VI

The principal office address of the corporation is 2015 Ayrsley Town Boulevard, Suite 202, Charlotte, Mecklenburg County, North Carolina 28273.

ARTICLE VII

To the full extent then permitted by the North Carolina Business Corporation Act as it may be amended from time to time, any action which is required or permitted to be taken at a meeting of the shareholders may be taken by written consent with a meeting and without prior

notice by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted, except that, in accordance with § 55-7-04(a1) of the General Statutes of North Carolina, the action of election of directors at the annual meeting may be taken without a meeting only by all the shareholders entitled to vote on such action. Such signed and dated consent must be filed with the Secretary of the corporation to be kept in the corporate minute book, whether done before or after the action so taken, but in no event later than sixty (60) days after the earliest dated consent delivered in accordance with this section. Delivery made to the Secretary of the corporation shall be by hand or by certified or registered mail, return receipt requested. When corporate action is taken without meeting by less than unanimous written consent, notice shall be given to those shareholders who have not consented in writing within ten (10) days after such action is taken. A shareholders' consent to action without meeting may be in electronic form and delivered by electronic means.

Notwithstanding the provisions of § 55-7-04(d) of the General Statutes of North Carolina, the corporation is not required to give the shareholders written notice of the proposed action at least ten (10) days before the action is taken in the event that shareholder approval is required for (i) an amendment to the articles of incorporation; (ii) a plan of merger or share exchange; (iii) a plan of conversion; (iv) the sale, lease, exchange or other disposition of all, or substantially all, of the corporation's property; or (v) a proposal for dissolution, and the approval is to be obtained through action without meeting.

ARTICLE VIII

The provisions of Articles 9 and 9A of Chapter 55 of the General Statutes of North Carolina shall not apply to the corporation.

ARTICLE IX

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director, provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under § 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit or (iv) acts or omissions occurring prior to the date of the effectiveness of this Article. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney or consultant of the corporation.

Furthermore, notwithstanding the foregoing provision, in the event that § 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the

corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X

Pursuant to North Carolina General Statute 58-7-60, the corporation adopts North Carolina as its corporate domicile and shall be a continuation of its corporate existence in Colorado, with the original date of incorporation in Colorado as its date of incorporation.

ARTICLE XI

The Articles of Conversion were adopted by the sole shareholder on the 22nd day of July, 2015, in the manner prescribed by law.

ARTICLE XII

The period of duration of this corporation is perpetual.

ARTICLE XIII

The purposes for which this corporation is organized are as follows:

To transact life insurance and accident and health insurance described in and as authorized by § 58-7-15(1), (2) and (3a), (3b), (3c) and (3d) of the General Statutes of North Carolina as it now exists or hereafter may be amended.

ARTICLE XIV

The paid-in-capital of the corporation shall be not less than \$1,000,000 and the paid-in-surplus of the corporation shall not be less than \$1,500,000.

ARTICLE XV

These articles of redomestication and articles of conversion shall be effective at the time of filing.

ARTICLE XVI

The name of the incorporator is Joseph Dean Wieser and the address of the incorporator is 5990 Greenwood Plaza, Suite 325, Greenwood Village, CO 80111.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
Including Articles of Conversion on the 23rd of November 2015.

**COLORADO BANKERS LIFE INSURANCE
COMPANY**

By: 

Name: Joseph Dean Wieser

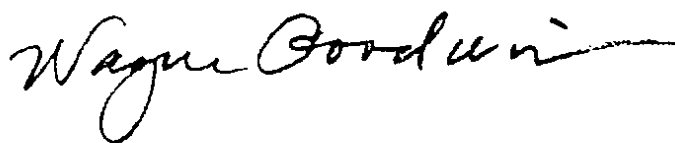
Title: President

FINANCIAL EVALUATION

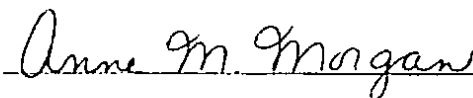
I, Wayne Goodwin, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that:

I have carefully examined the attached Articles of Redomestication and Articles of Conversion of Colorado Bankers Life Insurance Company, a Colorado corporation, redomesticating from Colorado to North Carolina and find said Articles of Redomestication and Articles of Incorporation to be in compliance with applicable insurance laws, and do hereby approve and certify them to the Secretary of State of North Carolina for filing.

In testimony whereof I have hereunto set my hand
and affixed my official seal at the city of Raleigh,
this 1st day of December, A.D. 2015.



Commissioner of Insurance

By 

Anne M. Morgan
Company Admissions Manager
Financial Evaluation Division