

103785

Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40201-1438
502 580 1000 Tel

November 2, 2000



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-11/03/00--01057--001
*****52.50 *****52.50

Secretary of State of Florida
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399-0300

RE: Emphesys Insurance Company—Amendment for Foreign Corporation

Dear Sir or Madam:

Enclosed is the executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Emphesys Insurance Company. The amendment changes the domestic state from Ohio to Texas. Also enclosed is a certified copy of the Redomestication and Restated Articles of Incorporation from the state of Texas. Even though the redomestication took place in 1998, your office was never properly notified. A check in the amount of \$52.00 to cover the filing fees is also enclosed.

Would you please take the steps to record this with your office and return the document to me at the above address.

Thank you for your prompt attention to this matter. If you should have any questions or if you should need additional information you may call on my direct line (502) 580-3719.

Sincerely,

Patricia K. Kaster

Patricia K. Kaster
Corporate Compliance Manager

/pkk

Enclosures

Amend
11-27-00
AKS

FILED
00 NOV -3 AM 8:39
TALLAHASSEE, FLORIDA

Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40201-1438
502 580 1000 Tel

November 20, 2000



Mr. Doug Spitler
Document Specialist
Secretary of State of Florida
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399-0300

RE: Emphesys Insurance Company—Ref. Number P03785

Dear Mr. Spitler:

Per your voice mail to me after your discussion with the Texas Secretary of State's office, I am enclosing the paperwork that you had mailed to me. Please record this with your office and return the document to me at the above address.

Thank you for your attention to this matter. If you should have any questions or if you should need additional information you may call on my direct line (502) 580-3719.

Sincerely,

Patricia K. Kaster
Corporate Compliance Manager

/pkk

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 16, 2000

NOV 20 2000

HUMANA INC.
ATTN: PATRICIA K. KASTER
P.O. BOX 1438
LOUISVILLE, KY 40201-1438

SUBJECT: EMPHESYS INSURANCE COMPANY
Ref. Number: P03785

We have received your document for EMPHESYS INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00059006

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. Emphesys Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Ohio 3. 10-22-84
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE§)

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.
6. If the amendment changes the period of duration, indicate new period of duration.
Perpetual
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Texas (effective 11-4-98)
New Jurisdiction

Joan O. Lenahan
Signature

Joan O. Lenahan
Typed or printed name

11-2-00
Date

Secretary
Title

FILED
00 NOV -3 AM 8:39
TALLAHASSEE, FLORIDA



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

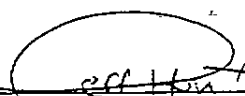
The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company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

Restated Articles of Incorporation for EMPHESYS INSURANCE COMPANY, Austin, Texas (formerly known as American Physicians Life Insurance Company), along with Commissioner Order No. 98-1290, dated November 4, 1998, altogether consisting of seven (7) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 10th day of October, 2000. --

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: 
Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 99-1650

No. 98-1290

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

Date NOV 04 1998

Subject Considered:

AMERICAN PHYSICIANS LIFE INSURANCE COMPANY
Pickerington, Ohio
TDI No. 02-94537

REDOMESTICATION
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-98-0968

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of AMERICAN PHYSICIANS LIFE INSURANCE COMPANY, Pickerington, Ohio, to redomesticate and to amend its Certificate of Authority to change its home office from Pickerington, Ohio, to Austin, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that AMERICAN PHYSICIANS LIFE INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Pickerington, Ohio to Austin, Texas. The Commissioner of the Department of Insurance of the State of Ohio has approved such redomestication.

THEREFORE, based upon the representations made by AMERICAN PHYSICIANS LIFE INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of AMERICAN PHYSICIANS LIFE INSURANCE COMPANY should be, and is hereby approved.

70-1290

COMMISSIONER'S ORDER
AMERICAN PHYSICIANS LIFE INSURANCE COMPANY
PAGE 2 of 2

Further, it is ORDERED that the Certificate of Authority No. 10948, dated October 19, 1995, issued to AMERICAN PHYSICIANS LIFE INSURANCE COMPANY, Pickerington, Ohio, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to AMERICAN PHYSICIANS LIFE INSURANCE COMPANY, Austin, Texas.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox
Director
Insurer Services
Order 94-0580

Recommended By:

M. J. Arendall
M. J. (Mike) Arendall
Admissions Officer
Insurer Services

RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN PHYSICIANS LIFE INSURANCE COMPANY

American Physicians Life Insurance Company (the "Corporation"), a corporation organized under the laws of the State of Texas, filing these Restated Articles of Incorporation, hereby certifies as follows:

WHEREAS, the Corporation was previously domiciled in the State of Ohio. The Corporation commenced business on March 12, 1978.

WHEREAS, the Corporation has been redomesticated from the State of Ohio to the State of Texas pursuant to the approval of the Texas and Ohio Commissioners of Insurance and Article 1.38 of the Texas Insurance Code, and pursuant to all other applicable provisions of Texas and Ohio law.

WHEREAS, the text of the Restated Articles of Incorporation of the Corporation is as follows:

ARTICLE I

The name of the Corporation is American Physicians Life Insurance Company.

ARTICLE II

The Corporation's home office is located in Austin, Travis County, Texas.

ARTICLE III

The kind or kinds of insurance business the Corporation transacts is that of a life, health and accident insurance company, within and without the State of Texas.

ARTICLE IV

The amount of authorized capital stock of the Corporation is Five Million Two Hundred Twenty Six Thousand Nine Hundred and no/100 Dollars (\$5,226,900.00) divided into One Hundred Twenty Four Thousand Four Hundred Fifty (124,450) shares having a par value of Forty Two and no/100 Dollars (\$42.00). At least fifty percent (50%) of such authorized capital has been subscribed and paid in and is possessed by the Corporation in lawful money of the United States of America, and such Two Million Six Hundred Thirteen Thousand Four Hundred Fifty and no/100 Dollars (\$2,613,450.00) of capital together with a surplus of not less than Two Million Nine Hundred Eighty Six Thousand Eight Hundred and no/100 Dollars (\$2,986,800.00) in lawful money of the United States of America, is in the possession of and is the bona fide property of the Corporation.

ARTICLE V

Cumulative voting by the stockholders of the Corporation for the election of its directors as provided by Article 2.29 of the Texas Business Corporation Act is hereby prohibited and at each election for directors, every shareholder entitled to vote in such election shall have only the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE VI

No stockholder of the Corporation shall have any preemptive right to subscribe to or acquire any additional or increased capital stock or other securities of the Corporation.

ARTICLE VII

The Corporation shall have a perpetual existence.

ARTICLE VIII

The Corporation shall have a Board of Directors of not less than five (5) persons which shall manage the affairs and property of the Corporation. The bylaws shall specify the number of directors if the number of directors be more than five (5) and such number may be increased or decreased from time to time by amendment to the bylaws of the Corporation, but shall never be decreased to less than five (5) in number. The directors shall be elected annually or as provided by law and shall hold office until their successors are elected and qualify.

ARTICLE IX

Each director, officer and former director or officer of the Corporation, and any person who may have served or who may hereafter serve at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, is hereby indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or person may be entitled under any bylaws, amendments, vote of stockholders or otherwise.

ARTICLE X

To the fullest extent provided by law, no director of the Corporation shall be liable to the Corporation or to its shareholders for monetary damages for an act or omission in the director's capacity as a director, except liability of a director, to the extent the director is found liable, for (1) a breach of the director's duty of loyalty to the Corporation or its shareholders or members; (2) an

act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the Texas statutory law hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding provisions in this article, shall not be liable to the fullest extent permitted by the amended Texas statutory law.

Any repeal or modification of the preceding provisions in this article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for any prior acts during a time when this article was operative.

These Restated Articles of Incorporation of American Physicians Life Insurance Company supersede the existing articles for the Corporation.

EXECUTED this 19th day of October, 1998.

AMERICAN PHYSICIANS LIFE INSURANCE
COMPANY

By: Richard H. Sharp
RICHARD H. SHARP
President

THE STATE OF California §
§
COUNTY OF San Diego §

I, Alice Mae Swiderski, a Notary Public in and for the State of California, do hereby certify that on this the 19th day of October, 1998, personally appeared Richard H. Sharp who, being by me duly sworn upon his oath did depose and acknowledge that he signed the foregoing Restated Articles of Incorporation as President of American Physicians Life Insurance Company and that each and every fact contained therein is true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 19th day of October, 1998.

Alice Mae Swiderski
Notary Public in and for the State of California

