# POSSENIOR 36 SENIOR AMERICAN Life Insurance Company

1800 Street Road, Warrington, PA 18976 • Phone: 877-725-4582, Fax: 215-918-0565

January 5, 2000

Amendment Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

900003092229--9 -01/07/00--01094--007 \*\*\*\*\*43.75 \*\*\*\*\*\*43.75

RE: Name Change for Penn Treaty Life Insurance Company

To Whom It May Concern:

Enclosed you will find the following documents regarding the name change of Peen Treaty Life Insurance Company, to Senior American Life Insurance Company:

- 1. A completed application for amendment.
- 2. An original certificate from Pennsylvania evidencing the name change.
- 3. The application is signed by our President.
- 4. A check in the amount of \$43.75.

If you have any questions, please contact me at the following number;

Edward Grace
Compliance Manager
1800 Street Road
Warrington, Pa 18976
215-918-0515

Thank you, for your consideration in this matter.

Sincerely

**Edward Grace** 

Compliance Manager

Amend

S. PAYNE

JAN 19 2000

## 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. Penn Treaty Life Insurance Company		
Name of corporation as it appear	rs on the records of the Department of State.	
Pennsylvania Incorporated under laws of	3. July 23, 1985 Date authorized to do busin	ess in Florida
SI	ECTION II	
I. If the amendment changes the name of the corpora its jurisdiction of incorporation? February 1, 19		ler the laws of
Name of corporation after the amendment, adding suffix "co not contained in new name of the corporation.	orporation" "company" or "incorporated," or a	ppropriate abbreviation, if
<ol> <li>If the amendment changes the period of duration, i</li> <li>N/A</li> </ol>	indicate new period of duration.	FILE JAN-7 CRETARY "AHASSE
7. If the amendment changes the jurisdiction of incorp	New Duration poration, indicate new jurisdiction.	D PM 2: 13 OF STATE
N/A Ne Signature	December 30, 1999  Date	
Aloysius J. Abel, III Typed or printed name	President Title	

# Commonwealth of Pennsylvania

### INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Articles of Incorporation of SENIOR AMERICAN LIFE INSURANCE COMPANY (Formally PENN TREATY LIFE INSURANCE COMPANY), as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand, and affixed the Official Seal of this Department at the City of Harrisburg this 8th day of October, 1999.

Insurance Commissioner





1800 Street Road, Warrington, PA 18976 • Phone: 877-725-4582, Fax: 215-918-0565

#### CERTIFICATE

I, the undersigned Secretary of Senior American Life Insurance Company do hereby certify that the foregoing is a true and complete copy of the Charter of the said Corporation, including all amendments, and the same are in force at the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Senior American Life Insurance Company this 21st day of December, 1999.

Michael M. Schratz, Secretary

SEAL

#### CERTIFICATE

OF

#### AMENDMENT TO AND RESTATEMENT OF THE CHARTER

OF

#### PENN TREATY LIFE INSURANCE COMPANY

In compliance with the provisions of Sections 322 and 352 of "The Insurance Company Law of 1921" as amended, Penn Treaty Life Insurance Company ("Company"), through its President and Secretary and under its common seal, hereby certifies as follows:

That by Consent as and for a Special Meeting of the Directors and Stockholders of the Company dated as of the 16th day of October, 1987, the holders of 110,636 shares out of 110,636 shares outstanding having consented, there being no votes cast against the resolutions hereinafter set forth, and the record of said Consent having been spread upon the records of the Company, the following resolutions were adopted:

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, Clause (a) of

"The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to Ten Dollars and Eighty-Five Cents (\$10.85) per share consisting of capital stock of Two Million Five Hundred Ninety-Two Thousand Eight Hundred Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares of the par value of Ten Dollars and Eighty-Five Cents (\$10.85) each; and for the purpose of making such incidental changes in the wording and format of the Company's charter as are appropriate to a Restated Charter.

AND BE IT FURTHER RESOLVED, that said Charter as amended shall be restated to read as follows:

1st. The name by which the Company shall be known is Penn Treaty Life Insurance Company.

2nd. The class of insurance for which the Company is constituted is as set forth in Clause (a) of Section 202 of the above recited Act, viz.:

"(1). To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting

from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.

(2). To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto."

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the Company is to be established or located is the City of Allentown, County of Lehigh, Pennsylvania.

5th. The amount of the capital of the Company is

Two Million Five Hundred Ninety-Two Thousand Eight Hundred

Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares

of the par value of Ten Dollars and Eighty-Five Cents

(\$10.85) each.

6th. The general objects of the Company are to make insurances on the Joint Stock Principle as provided in Clause (a), Parts 1 and 2, of Section 202 of the above

recited Act.

7th. The proposed duration of the Company is perpetual.

and exercise are: To have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life insurance on the plan provided for in this amendment; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of seven (7) Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly

chosen and qualified, and whose names are as follows:

Irving Levit, President, Director
Aloysius J. Carden, Director
Domenic P. Stängherlin, Secretary, Director
Jack Baum, Director
Emile G. Ilchuk, Director
Bernard N. Edelstein, Director
Michael F. Grill, Treasurer, Director

IN WITNESS WHEREOF, the said Penn Treaty Life
Insurance Company has caused this Certificate of Amendment
to and Restatement of its Charter to be signed by its
President and its common seal duly attested by its Secretary
to be hereunto affixed this 27thday of October , A.D., 1987.

Penn Treaty Life Insurance Company:

By: Mushlun

Irving Levit, President

(SEAL)

Attest:

Domenic P. Stangherlin, Secretary

DD#1:certific

COMMONWEALTH OF PENNSYLVANIA)

OUNTY OF LEHIGH

OUNTY OF LEHIGH

A..D. 1987, On the 27th day of October before me, the subscriber, a Notary Public for the Commonwealth of Pennsylvania, residing in the City of Allentown, County of Lehigh, personally appeared Domenic P. Stangherlin, Secretary of Penn Treaty Life Insurance Company, who being duly sworn according to law, says that he was personally present at the execution of the above instrument and saw the common seal of the said corporation; that the said instrument was duly sealed and delivered by Irving Levit, President of said corporation, as and for the act and deed of said corporation for the uses and purposes therein mentioned in pursuance of resolutions duly passed by the stockholders of said corporation as of October 16, 1987, and that the names of this deponent as Secretary and of Irving Levit as President of said corporation signed thereto in attestation of its due execution and delivery, are of their and each of their respective handwritings.

Sworn and subscribed before me the day and year aforesaid.

Domenic P. Stangherlin, Secretary

Witness my hand and notarial seal this 27 day of (Division , 1987.

MARCIA-HIROWITZ Notacy Public

Allentown, Lehigh Co., Pa. -6 - My Commission Expires Jan. 7, 1988

#### COMMONWEALTH OF PENNSYLVANIA

#### INSURANCE DEPARTMENT

Harrisburg, Pennsylvania, December 15, 1987

I hereby certify that I have examined the above and foregoing Certificate of Amendment to and Restatement of the Charter of Penn Treaty Life Insurance Company and find this instrument to be in accordance with the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies, etc." approved the 17th day of May, 1921, as amended, and the same is hereby approved.

Insurance Commissioner

DEPARTMENT OF STATE

SECRETARY'S\_OFFICE

Witness my hand and Seal of Office at Harrisburg, this 174 day of December, A.D. 1987.

Secretary of the Commonwealth

DD1:certificate

# UNANIMOUS CONSENT TO ACTION AS AND FOR A SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS OF PENN TREATY LIFE INSURANCE COMPANY

The undersigned, being all of the Stockholders and all of the Directors of Penn Treaty Life Insurance Company ("Company"), hereby waive notice of the holding of a special meeting of the Stockholders and of the Directors of the Company, and hereby consent to the adoption of the following Resolutions to have the same force and effect as if adopted at a Special Meeting of the Stockholders and of the Directors, respectively, duly noticed and called as required by law and held on October 16, 1987.

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, Clause (a) of "The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to Ten Dollars and Eighty-Five Cents (\$10.85) per share consisting of capital stock of Two Million Five Hundred Ninety-Two Thousand Eight Hundred Thirty-Five

(\$2,592,835) Dollars divided into 238,971 shares of the par value of Ten Dollars and Eighty-Five Cents (\$10.85) each; and for the purpose of making such incidental changes in the wording and format of the Company's charter as are appropriate to a Restated Charter.

AND BE IT FURTHER RESOLVED, that said Charter as amended shall be restated to read as follows:

1st. The name by which the Company shall be known is Penn Treaty Life Insurance Company.

2nd. The class of insurance for which the Company is constituted is as set forth in Clause (a) of Section 202 of the above recited Act, viz.:

- "(1). To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.
- (2). To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto."

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the Company is to be established or located is the City of Allentown, County of Lehigh, Pennsylvania.

5th. The amount of the capital of the Company is
Two Million Five Hundred Ninety-Two Thousand Eight Hundred
Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares
of the par value of Ten Dollars and Eighty-Five Cents
(\$10.85) each.

6th. The general objects of the Company are to make insurances on the Joint Stock Principle as provided in Clause (a), Parts 1 and 2, of Section 202 of the above recited Act.

7th. The proposed duration of the Company is perpetual.

8th. The powers which the Company proposes to have and exercise are: To have succession as hereinbefore

provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life insurance on the plan provided for in this amendment; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of seven (7) Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly chosen and qualified, and whose names are as follows:

Irving Levit, President, Director
Aloysius J. Carden, Director
Domenic P. Stangherlin, Secretary, Director
Jack Baum, Director
Emile G. Ilchuk, Director
Bernard N. Edelstein, Director
Michael F. Grill, Treasurer, Director

Upon signing by the Directors and Stockholders of

the Company, this Consent shall be filed with the Secretary of the Company.

Bar Milit
- //www.
Irving Levit,
Director and Stockholder (1 Share)
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Horsin Jack
Aloysius J. Carden,
Director and Stockholder (1 Share)
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Dominic P. Stangborlin
Domenic P. Stangherlin,
Director and Stockholder (1 Share)
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Jack Baum,
Director and Stockholder (1 Share)
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Emile G. Ilchuk,
Emile G. Ilchuk,
Emile G. Ilchuk, Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)  Mulus M. Edelstein,
Emile G. Ilchuk, Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)  Mulus M. Edelstein,
Emile G. Ilchuk, Director and Stockholder (1 Share)  Mulus M. Edelstein,
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bernard N. Edelstein, Director and Stockholder (1 Share)  Mishad Thul
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bérnard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill,
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bernard N. Edelstein, Director and Stockholder (1 Share)  Mishad Thul
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bérnard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill, Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bernard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill, Director and Stockholder (1 Share)  Penn Treaty American Corporation,
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bérnard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill, Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bernard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill, Director and Stockholder (1 Share)  Penn Treaty American Corporation, Stockholder (110,629 Shares)
Emile G. Ilchuk, Director and Stockholder (1 Share)  Bernard N. Edelstein, Director and Stockholder (1 Share)  Michael F. Grill, Director and Stockholder (1 Share)  Penn Treaty American Corporation,

### INSURANCE DEPARTMENT

Ret Dec	BUREAU OF LICENSES  rease of Stated Capital.  #632346		
	In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the dersigned corporation hereby certifies by its President or Treasurer as follows:		
1.	Name of Corporation: Penn Treaty Life Insurance Company		
2.	Registered Office: 1425 Hamilton Street, Allentown, PA 18102		
3.	Date of Incorporation: 6/6/62		
1.	The following INCREASE/DECREASE has been made in the stated capital of the corporation:		
	No. & Class of Additional Shares Par Value Per Share or Date of Issued/Retired Consideration Received for No Issuance Par Shares		
	No shares issued or \$4.52 par value 8/1/85		
	retired-change in par value only per share		
	After giving effect to the above increase/decrease, the stated capital of the corporation at the time of filing this return is as follows:		
	Total Number & Class Total Par Value or Consideration of Shares Received for No Par Shares		
	238,971 shares of capital stock, \$1,080,149, consisting of		
	\$4.52 par value per share 238,971 shares of capital stock		
	having a par value of \$4.52 each		
	(CORPORATE SEAL)    O   E   C   Penn Treaty Life Insurance Company (Name of Corporation)		
	PENN TREATMENT By Muchael Stull		
i 1 e	d in the Office of the Secretary of the Commonwealth on the day of day of		
	- Waluda A		

Acting Secretary of the Commonwealth ILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania) his report must be made by the President or Treasurer of the Corporation.

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			Deputy Se	cretary of	the Commonw	eaith
			-			70
	ARTICLES OF AMEND	MENT-DOMES DSC8:15-1915	TIC BUSINESS Rev 90)	S CORF	PORATION	
cc	In compliance with the requirements of 15 proporation, desiring to amend its Articles, here	Pa.C.S. § 1915 (readby states that:	lating to articles of	amendm	ent), the under	signed busine
1.	The name of the corporation is: Penn Ti	reaty Life Ins	rance Company			
		<u>.</u>				
2.	The (a) address of this corporation's current roffice provider and the county of venue is (to conform to the records of the Department):	are population is	his Commonwealth hereby authorized	or (b) na	me of its comm t the following i	ercial register nformation to
	(a) 3440 Lehigh Street	Allentown	PA		18103	
	Number and Street	City	Sta	ate	Zip	County
	(b) c/o:					
					_	County
	For a corporation represented by a commercial recorporation is located for venue and official public	allon purposes.				
3.	The statute by or under which it was incorporate	Act of orated is: <u>P.L. 6</u>	Assembly appro 82. entitled "A	ved the	17th day of elating to i	May,1921,
4.	The date of its incorporation is:June 6	1962				
5.	(Check, and if appropriate complete, one of	the following):				
	X The amendment shall be effective upon	filing these Article	s of Amendment in	the Den	artment of State	
	The amendment shall be effective on:		at	o Dop	aranone or otale	÷
6.	(Check one of the following):	Date			Hou	r
	X The amendment was adopted by the sh	nareholders (or me	mbers) pursuant to	15 Pa.C.	S. § 1914(a) ar	nd (b).
	X_The amendment was adopted by the bo					• •
7.	(Check, and if appropriate complete, one of					
	The amendment adopted by the corpora	ation, set forth in f	ull, is as follows:			
					<del> · · · · · · · · · · · · · · · · · </del>	
				·		

X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part here

7763-479

CB:15-1915 (Rev 90)-2

Check	if the	amendment	restates	the	Articles):
•					·

\_\_The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

Penn Treaty Life Insurance Company

(Name of Corporation)

(Signature)

TITLE: Michael F. Grill, Treasurer

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, clause (a) of "The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to \$13.56 per share consisting of capital stock of \$1,500,224.00 divided into 110,636 shares of the par value of \$13.56 each; and for the purpose of making such incidental changes in the wording and format of the Company's Charter as are appropriate to a Restated Charter.

- 9907- 605					
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ntity Number 117(e78			Un	J. Jugarga	Ik.
		ACTING	Secretary o	of the Common	wealth //
ARTICLES OF AMENDMENT-L	D <b>OMESTI(</b> 8:15-1915 (Rev		ESS COR	PORATION	I
In compliance with the requirements of 15 Pa.C.S. § reporation, desiring to amend its Articles, hereby states	1915 (relatir that:	ng to article	s of amendr	ment), the und	ersigned busines
The name of the corporation is: Penn Treaty	Life Insu	ance Com	pany		
The (a) address of this corporation's current registered office provider and the county of venue is (the Department):  (a) 3440 Lehigh Street, Allentown, PA	tment is here	Commonwe by authoriz	eaith or (b) n zed to correc	ame of its com ct the following	g information to
Number and Street	City	·	State	Zip	Lehigh
ress Changed (b) c/o: 1800 Street Road, Warrington, PA	•		Ciate	Zip	County
Name of Commercial Registered Office Provider	<u> </u>	-		·	Bucks County
For a corporation represented by a commercial registered officorporation is located for venue and official publication purpo	ice provider, tr oses.	te county in	(b) shall be d	eemed the cour	nty in which the
The statute by or under which it was incorporated is:	The Insu	rance Con	many Law	of 1921	
The date of its incorporation is:June 2, 196	1				
(Check, and if appropriate complete, one of the follow	ring):				
X. The amendment shall be effective upon filling the	se Articles o	Amendmer	nt in the Dep	partment of St.	ate.
The amendment shall be effective on:			at		
(Check one of the following):	Date			Ho	our
The amendment was adopted by the shareholder	s (or membe	ers) oursuar	nt to 15 Pa C	CS 8 1914(a)	and (b)
_X_The amendment was adopted by the board of dir					_,_ ( <del>0</del> ).
(Check, and if appropriate complete, one of the follow				\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-	
_X_The amendment adopted by the corporation, set		s as follows	<b>3.</b>		
BE IT REVOLSED: The name by which t				Senior Ame	rican Life
Insurance Company, by Articles of Ag				· · ·	
(See attached Exhibit A).					- <del></del>
DA DEDT OF STATE			· · · · · · · · · · · · · · · · · · ·		
PA DEPT. OF STATE The amendment adopted by the corporation is se	et forth in fuil	in Exhibit A	attached h	ereto and mad	de a part hereof

PA Dent of State

JAN 1 3 1999

Penn Treaty Life Insurance Company
(Name of Corporation)
(Signature)

Secretary

. 9907-- 607

#### PROXY VOTE AUTHORIZATION FOR

## AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

#### SPECIAL MEETING - January 5, 1999

#### MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

FOR	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
\ ×			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
×			Richard Massimilian
×			Carl Anthony Maio
<u> </u>			Ramon R. Obod
X			Daniel Goldberg
		Write in	:
		Write in	:

2) To transact such other business as may properly come before the meeting or any adjournment thereof.

	FOR	<u>AGAINST</u>	<u>ABSTAIN</u>
i	<b>X</b>		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

<u>|| <| 99</u>

SIGNATURE OF DIRECTOR

sal-bd'.sam

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Number		Mn	Lyzing	relli
•	. ACT	ING Secretary	of the Common	wealth //
ARTICLES OF AMENDA	DSC8:15-1915 (Rev 90) Pa.C.S. § 1915 (relating t			
oration, desiring to amend its Articles, herel	by states that:		<b>7.</b>	
he name of the corporation is: Penn Tro	eaty Life Insurance	Сошрапу		
ffice provider and the county of venue is (the conform to the records of the Department): $\frac{3440 \text{ Lehigh Street, Allentown,}}{3440 \text{ Lehigh Street, Allentown,}}$		authorized to corre	ct the following	g information to  Lehigh
Number and Street	City	State	Zīp	County
_				
c/o: 1800 Street Road, Warrington	n, PA 18976			Bucks
Name of Commercial Registered Office Provide	<del>o</del> r			County
Name of Commercial Registered Office Provider r a corporation represented by a commercial regraphoration is located for venue and official publication	er ristered office provider, the o ation purposes.			County
Name of Commercial Registered Office Provider  a corporation represented by a commercial registered is located for venue and official publication is located for venue and official publication is located for venue and official publication is located for venue and official publication.	ristered office provider, the cation purposes.  Dirated is: The Insurance			County
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Name of Commercial Registered Office Provider a corporation represented by a commercial regreporation is located for venue and official publication and statute by or under which it was incorporated the date of its incorporation is:	ristered office provider, the cation purposes.  Drated is: The Insurance  1962  the following):	ce Company Law	of 1921	County  Ity in which the
Name of Commercial Registered Office Provider a corporation represented by a commercial registered official publication is located for venue and official publication is located for venue and official publication and its incorporation is:  June 2, Check, and if appropriate complete, one of X. The amendment shall be effective upon	pistered office provider, the cation purposes.  Drated is: The Insurance  1962  the following):  filling these Articles of Articles	ce Company Law	of 1921	County  Ity in which the
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Name of Commercial Registered Office Provider a corporation represented by a commercial registered official publication is located for venue and official public	pistered office provider, the cation purposes.  Drated is: The Insurance  1962  the following):  filling these Articles of Articles  Date	ce Company Law o	of 1921 epartment of Si	County  Inty in which the
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\_The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DSCB:15-1915 (Rev 90)-2

8.	(Check if the amendment restates the Articles):
	The restated Articles of Incorporation supersede the original Articles and all amendments thereto.
aut	IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a dub thorized officer thereof this <u>5th</u> day of <u>January</u> , 1999
	Penn Treaty Life Insurance Company
	(Name of Corporation)
	BY: Manuell She
	(Signature)
	TITLE: Secretary

#### PROXY VOTE AUTHORIZATION FOR

## AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

SPECIAL MEETING - January 5, 1999

#### MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

<u>FOR</u>	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
×			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
×			Richard Massimilian
×			Carl Anthony Maio
			Ramon R. Obod
X			Daniel Goldberg
		Write in	:
		Write in	:

2) To transact such other business as may properly come before the meeting or any adjournment thereof.

<u>FOR</u>	<u>AGAINST</u>	ABSTAIN
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

*||≤|4⁴i* DATE

SIGNATURE OF DIRECTOR

sal-bd'.sam

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ý Number	ACTING			
•	AO ()NG	Secretary of	the Commo	nwealth //
				_
ARTICLES OF AMENDMENT-		SINESS CORF	PORATION	i
	:3:15-1915 (Rev 90)			
In compliance with the requirements of 15 Pa.C.S. Sporation, desiring to amend its Articles, hereby states	1915 (relating to are that:	ticles of amendn	nent), the und	dersigned busines
The name of the corporation is: Penn Treaty L.	ife Insurance Con	mpany		
The (a) address of this corporation's current registered	office in this Commo	onwealth or (b) na	ame of its con	nmercial registere
office provider and the county of venue is (the Depa conform to the records of the Department):	imment is nereby aut	HOUSED to correc	X (I'E IOIIOWII	ig intormation to
(a) 3440 Lehigh Street, Allentown, PA 1	8103			Lehigh
( <del>-)</del>			Zip	County
Number and Street	City	State	210	•
Number and Street ess changed  Note: 1800 Street Road, Warrington, PA	•	State	2.10	Bucks
(b) C/O: 1800 Street Road, Warrington, PA  Name of Commercial Registered Office Provider	•	State		_
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(Check if the amendment restates the Article	s):
The restated Articles of Incorporation su	persede the original Articles and all amendments thereto.
IN TESTIMONY WHEREOF, the undersigned uthorized officer thereof thisday	corporation has caused these Articles of Amendment to be signed by a duly of <u>January</u> , 1999
	December 145 Teamer Company
	Penn Treaty Life Insurance Company
	BY: Manuel Solution)
	(Signature)
n	TITLE: Secretary

SC8:15-1915 (Rev 90)-2

#### PROXY VOTE AUTHORIZATION FOR

AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

SPECIAL MEETING - January 5, 1999

#### MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

FOR	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
<u> </u>			Richard Massimilian
×			Carl Anthony Maio
			Ramon R. Obod
X			Daniel Goldberg
		Write in	
		Write in	:

2) To transact such other business as may properly come before the meeting or any adjournment thereof.

FOR	AGAINST	ABSTAIN
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/49

SIGNATINE OF PRECTOR

sal-bd'.sam

JAN 04 1999 16:42

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#### COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT

Office of Regulation of Companies 1345 Strawberry Square Harrisburg, PA 17120 Telephone (717) 783-2660 Fax (717) 787-8557

January 29, 1999

Carl Anthony Maio, Esquire Buchanan Ingersoll Professional Corporation Eleven Penn Center, 14th Floor 1835 Market Street Philadelphia, PA 19103-2985

Via Fax: (215) 665-8760

RE: Name Approval

Senior American Life Insurance Company

Dear Mr. Maio:

The following information is being provided in response to your request, received on January 28,

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

Michael S. Graeff

Insurance Company Licensing Specialist

Company Licensing Division

# POSSENIOR 36 SENIOR AMERICAN Life Insurance Company

1800 Street Road, Warrington, PA 18976 • Phone: 877-725-4582, Fax: 215-918-0565

January 5, 2000

Amendment Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

\$00003092229--9 -01/07/00--01094--007 \*\*\*\*\*\*43.75 \*\*\*\*\*\*43.75

RE: Name Change for Penn Treaty Life Insurance Company

To Whom It May Concern:

Enclosed you will find the following documents regarding the name change of Peen Treaty Life Insurance Company, to Senior American Life Insurance Company:

- 1. A completed application for amendment.
- 2. An original certificate from Pennsylvania evidencing the name change.
- 3. The application is signed by our President.
- 4. A check in the amount of \$43.75.

If you have any questions, please contact me at the following number;

Edward Grace Compliance Manager 1800 Street Road Warrington, Pa 18976 215-918-0515

Thank you, for your consideration in this matter.

Sincerely,

Edward Grace Compliance Manager Ameria

date 4 of ok

S. PAYNE JAN 19 2000

# 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. Penn Treaty Life Insurance Company		
Name of corporation as it app	pears on the records of the Department of State.	
2. Pennsylvania	3. July 23, 1985	
Incorporated under laws of	Date authorized to do busin	ness in Florida
(4-7 COMPLETE OF	SECTION II NLY THE APPLICABLE CHANGES)	
I. If the amendment changes the name of the corporation?  February 1,		der the laws of
Name of corporation after the amendment, adding suffix not contained in new name of the corporation.	DV	ppropriate abbreviation, if
. If the amendment changes the period of duration	, indicate new period of duration.	FILI 00 JAN -7 SECRETARY TALLAHASS
N/A		FILED 1-7 P TARY O ASSEE
. If the amendment changes the jurisdiction of inco	New Duration orporation, indicate new jurisdiction.	ED PM 2: 13 Y OF STATE SEE, FLORID
a When	New Jurisdiction	
Signature	December 30, 1999 Date	***************************************
Aloysius J. Abel, III Typed or printed name		<u> </u>

# Commonwealth of Pennsylvania

### INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Articles of Incorporation of SENIOR AMERICAN LIFE INSURANCE COMPANY (Formally PENN TREATY LIFE INSURANCE COMPANY), as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand, and affixed the Official Seal of this Department at the City of Harrisburg this 8th day of October, 1999.

Insurance Commissioner





1800 Street Road, Warrington, PA 18976 • Phone: 877-725-4582, Fax: 215-918-0565

#### CERTIFICATE

I, the undersigned Secretary of Senior American Life Insurance Company do hereby certify that the foregoing is a true and complete copy of the Charter of the said Corporation, including all amendments, and the same are in force at the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Senior American Life Insurance Company this 21st day of December, 1999.

Michael M. Schratz, Secretary

SEAL

#### CERTIFICATE

OF

#### AMENDMENT TO AND RESTATEMENT OF THE CHARTER

OF

#### PENN TREATY LIFE INSURANCE COMPANY

In compliance with the provisions of Sections 322 and 352 of "The Insurance Company Law of 1921" as amended, Penn Treaty Life Insurance Company ("Company"), through its President and Secretary and under its common seal, hereby certifies as follows:

That by Consent as and for a Special Meeting of the Directors and Stockholders of the Company dated as of the 16th day of October, 1987, the holders of 110,636 shares out of 110,636 shares outstanding having consented, there being no votes cast against the resolutions hereinafter set forth, and the record of said Consent having been spread upon the records of the Company, the following resolutions were adopted:

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, Clause (a) of

"The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to Ten Dollars and Eighty-Five Cents (\$10.85) per share consisting of capital stock of Two Million Five Hundred Ninety-Two Thousand Eight Hundred Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares of the par value of Ten Dollars and Eighty-Five Cents (\$10.85) each; and for the purpose of making such incidental changes in the wording and format of the Company's charter as are appropriate to a Restated Charter.

AND BE IT FURTHER RESOLVED, that said Charter as amended shall be restated to read as follows:

1st. The name by which the Company shall be known is Penn Treaty Life Insurance Company.

2nd. The class of insurance for which the Company is constituted is as set forth in Clause (a) of Section 202 of the above recited Act, viz.:

"(1). To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting

from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.

(2). To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto."

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the Company is to be established or located is the City of Allentown, County of Lehigh, Pennsylvania.

5th. The amount of the capital of the Company is
Two Million Five Hundred Ninety-Two Thousand Eight Hundred
Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares
of the par value of Ten Dollars and Eighty-Five Cents
(\$10.85) each.

6th. The general objects of the Company are to make insurances on the Joint Stock Principle as provided in Clause (a), Parts 1 and 2, of Section 202 of the above

recited Act.

7th. The proposed duration of the Company is perpetual.

and exercise are: To have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life insurance on the plan provided for in this amendment; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of seven (7) Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly

chosen and qualified, and whose names are as follows:

Irving Levit, President, Director

Aloysius J. Carden, Director

Domenic P. Stangherlin, Secretary, Director

Jack Baum, Director

Emile G. Ilchuk, Director

Bernard N. Edelstein, Director

Michael F. Grill, Treasurer, Director

IN WITNESS WHEREOF, the said Penn Treaty Life
Insurance Company has caused this Certificate of Amendment
to and Restatement of its Charter to be signed by its
President and its common seal duly attested by its Secretary
to be hereunto affixed this 27thday of October , A.D., 1987.

Penn Treaty Life Insurance Company:

By: Misseup

Irving Levit, President

(SEAL)

Attest:

Domenic P. Stansbellin

Domenic P. Stangherlin, Secretary

DD#1:certific

COMMONWEALTH OF PENNSYLVANIA)

OUNTY OF LEHIGH

OUNTY OF LEHIGH

On the 27th day of October before me, the subscriber, a Notary Public for the Commonwealth of Pennsylvania, residing in the City of Allentown, County of Lehigh, personally appeared Domenic P. Stangherlin, Secretary of Penn Treaty Life Insurance Company, who being duly sworn according to law, says that he was personally present at the execution of the above instrument and saw the common seal of the said corporation; that the said instrument was duly sealed and delivered by Irving Levit, President of said corporation, as and for the act and deed of said corporation for the uses and purposes therein mentioned in pursuance of resolutions duly passed by the stockholders of said corporation as of October 16, 1987, and that the names of this deponent as Secretary and of Irving Levit as President of said corporation signed thereto in attestation of its due execution and delivery, are of their and each of their respective handwritings.

Sworn and subscribed before me the day and year aforesaid.

Domenic P. Stangherlin, Secretary

Witness my hand and notarial seal this 27 day of Celein , 1997.

MARCIA HUROVITZ, Notary Public

Allentown, Lehigh Co., Pa. /
-6 - My Commission Expires Jan. 7, 1988

#### COMMONWEALTH OF PENNSYLVANIA

### INSURANCE DEPARTMENT

Harrisburg, Pennsylvania, December 15, 1987

I hereby certify that I have examined the above and foregoing Certificate of Amendment to and Restatement of the Charter of Penn Treaty Life Insurance Company and find this instrument to be in accordance with the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies, etc." approved the 17th day of May, 1921, as amended, and the same is hereby approved.

Insurance Commissioner

DEPARTMENT OF STATE

SECRETARY'S OFFICE

Witness my hand and Seal of Office at Harrisburg, this 1744 day of December , A.D. 1987.

Secretary of the Commonwealth

DD1:certificate

# UNANIMOUS CONSENT TO ACTION AS AND FOR A SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS OF PENN TREATY LIFE INSURANCE COMPANY

The undersigned, being all of the Stockholders and all of the Directors of Penn Treaty Life Insurance Company ("Company"), hereby waive notice of the holding of a special meeting of the Stockholders and of the Directors of the Company, and hereby consent to the adoption of the following Resolutions to have the same force and effect as if adopted at a Special Meeting of the Stockholders and of the Directors, respectively, duly noticed and called as required by law and held on October 16, 1987.

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, Clause (a) of "The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to Ten Dollars and Eighty-Five Cents (\$10.85) per share consisting of capital stock of Two Million Five Hundred Ninety-Two Thousand Eight Hundred Thirty-Five

(\$2,592,835) Dollars divided into 238,971 shares of the par value of Ten Dollars and Eighty-Five Cents (\$10.85) each; and for the purpose of making such incidental changes in the wording and format of the Company's charter as are appropriate to a Restated Charter.

<u>and a grand for the company of the </u>

AND BE IT FURTHER RESOLVED, that said Charter as amended shall be restated to read as follows:

1st. The name by which the Company shall be known is Penn Treaty Life Insurance Company.

2nd. The class of insurance for which the Company is constituted is as set forth in Clause (a) of Section 202 of the above recited Act, viz.:

- "(1). To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.
- (2). To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto."

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the Company is to be established or located is the City of Allentown, County of Lehigh, Pennsylvania.

5th. The amount of the capital of the Company is
Two Million Five Hundred Ninety-Two Thousand Eight Hundred
Thirty-Five (\$2,592,835) Dollars divided into 238,971 shares
of the par value of Ten Dollars and Eighty-Five Cents
(\$10.85) each.

6th. The general objects of the Company are to make insurances on the Joint Stock Principle as provided in Clause (a), Parts 1 and 2, of Section 202 of the above recited Act.

7th. The proposed duration of the Company is perpetual.

8th. The powers which the Company proposes to have and exercise are: To have succession as hereinbefore

provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life insurance on the plan provided for in this amendment; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of seven (7) Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly chosen and qualified, and whose names are as follows:

Irving Levit, President, Director
Aloysius J. Carden, Director
Domenic P. Stangherlin, Secretary, Director
Jack Baum, Director
Emile G. Ilchuk, Director
Bernard N. Edelstein, Director
Michael F. Grill, Treasurer, Director

Upon signing by the Directors and Stockholders of

the Company, this Consent shall be filed with the Secretary of the Company.

multerit.
Irving Levit, Director and Stockholder (1 Share)
Alongina Varley
Aloysius J. Carden, Director and Stockholder (1 Share)
Domenic P. Stanshorlin,
Director and Stockholder (1 Share)
JAZK Baxm,
Director and Stockholder (1 Share)
Emile G. Ilchuk, Director and Stockholder (1 Share)
March 1 March 18 18 18 18 18 18 18 18 18 18 18 18 18
Bérnard N. Edelstein,
Director and Stockholder (1 Share)
-Michael Thill
Michael F. Grill, Director and Stockholder (1 Share)
Penn Treaty American Corporation, Stockholden (110,829 Shares)
Irving Levit. President

000113

# INSURANCE DEPARTMENT BUREAU OF LICENSES

Return of Increase or ... \_\_\_ Decrease of Stated Capital

#632346

)eç	rease of Stated Capital " & J&J46
ınd	In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the ersigned corporation hereby certifies by its President or Treasurer as follows:
	Name of Corporation: Penn Treaty Life Insurance Company
}	Registered Office: 1425 Hamilton Street, Allentown, PA 18102
١.	Date of Incorporation: 6/6/62
٠.	The following INCREASE/DECREASE has been made in the stated capital of the corporation:
	No. & Class of Additional Shares Par Value Per Share or Date of Consideration Received for No Issuance Par Shares
	No shares issued or \$4.52 par value 8/1/85
	retired-change in par value only per share
	After giving effect to the above increase/decrease, the stated capital of the corporation at the time of filing this return is as follows:
	Total Number & Class Total Par Value or Consideration of Shares Received for No Par Shares
	238,971 shares of capital stock, \$1,080,149, consisting of
	\$4.52 par value per share 238,971 shares of capital stock
	having a par value of \$4.52 each
	(CORPORATE SEAL) Penn Treaty Life Insurance Company
	(Name of Corporation)
	Michael Hill
	(** (** Companyed the Companyed the on the day of 7 1985
	ed in the Office of the Secretary of the Commonwealth on the day of 1.505
9_	- William - William -
	Acting Secretary of the Communwealth

FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)
This report must be made by the President or Treasurer of the Corporation.

М	Microfilm Number Filed with the Department of	001 7 1991 State on
E:	Entity Number 117678	Gunt
	Deputy Secretary of the	Commonwealth
	ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORDSCB:15-1915 (Rev 90)	IATION
CC	In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), corporation, desiring to amend its Articles, hereby states that:	, the undersigned busine
1.	1. The name of the corporation is: Penn Treaty Life Insurance Company	
		,
2.	<ol> <li>The (a) address of this corporation's current registered office in this Commonwealth or (b) name office provider and the county of venue is (the Department is hereby authorized to correct the conform to the records of the Department):</li> </ol>	of its commercial register following information to
	(a) 3440 Lehigh Street Allentown PA	18103
	Number and Street City State	Zip County
	(b) C/O:	
		County
	For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed corporation is located for venue and official publication purposes.	d the county in which the
3.	Act of Assembly approved the 17 3. The statute by or under which it was incorporated is: P.L. 682, entitled "An Act rela	th day of May,1921, ring to insurance;
4.	4. The date of its incorporation is:	
5.	5. (Check, and if appropriate complete, one of the following):	
	X The amendment shall be effective upon filing these Articles of Amendment in the Departm	nent of State.
	The amendment shall be effective on:atat	
6.	Date	Hour
٥.		
	X_The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. §	§ 1914(a) and (b).
	X. The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).	
7.	7. (Check, and if appropriate complete, one of the following):	
	The amendment adopted by the corporation, set forth in full, is as follows:	

X\_\_\_The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part here

TITLE: Michael F. Grill, Treasurer

BE IT RESOLVED, that the Charter of the Company be amended for the purpose of securing to this Company all of the powers for which stock life insurance companies may now be incorporated as set forth in Section 202, clause (a) of "The Insurance Company Law of 1921" as last amended; and for the purpose of changing the par value of the capital stock of the Company to \$13.56 per share consisting of capital stock of \$1,500,224.00 divided into 110,636 shares of the par value of \$13.56 each; and for the purpose of making such incidental changes in the wording and format of the Company's Charter as are appropriate to a Restated Charter.

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Aicrofilm Number		Filed with	the Departm	ent of State on	FEB 01 1999
Entity Number 117678			Mm.	Jugarga	lt
	-	ACTINE	Secretary	of the Common	wealth ///
ARTICLES OF AMENDMEN	T-DOMES DSC8:15-1915		NESS COF	RPORATION	
In compliance with the requirements of 15 Pa.C.S orporation, desiring to amend its Articles, hereby sta	). § 1915 (re ites that:	elating to arti	cles of amend	iment), the und	ersigned busines
. The name of the corporation is:Penn Treat	ty Life I	surance Co	ошрапу		
<u> </u>					
. The (a) address of this corporation's current register office provider and the county of venue is (the Deconform to the records of the Department):	ed office in partment is	this Commor hereby auth	wealth or (b) orized to corre	name of its com ect the following	mercial registere
(a)3440 Lehigh Street, Allentown,	PA 1810	3			Lehigh
Number and Street dress Changed	City		State	Zîp	County
: (b) c/o: 1800 Street Road, Warrington, I	PA 18976	····			Bucks
Name of Commercial Registered Office Provider					County
For a corporation represented by a commercial registered corporation is located for venue and official publication purposes.	office provid urposes.	er, the county	in (b) shall be	deemed the coun	ty in which the
The statute by or under which it was incorporated		insurance (	Company Law	of 1921	-
The date of its incorporation is:June 2, 1			······································		
·				•	
(Check, and if appropriate complete, one of the fol	ilowing):				
_&_The amendment shall be effective upon filing to	these Article	s of Amenda	ment in the De	epartment of Sta	ate.
The amendment shall be effective on:			at		
(Check one of the following):	Date			Ho	our
The amendment was adopted by the sharehold	lders (or me	mbers) purs	uant to 15 Pa.	C.S. § 1914(a)	and (b).
_X_The amendment was adopted by the board of	f directors p	ursuant to 1:	5 Pa.C.S. § 19	114(c).	
(Check, and if appropriate complete, one of the following	llowing):			• •	
_X.The amendment adopted by the corporation, s	set forth in t	ull, is as follo	ows:		
BE IT REVOLSED: The name by which	h the com	oany shall	be known i	s Senior Ame	rican Life
Insurance Company, by Articles of	Agreement	and Prox	Vote Auth	orization ex	ecuted.
(See attached Exhibit A).	AMAL COMCA	and IIOx	Voce Auch	OTTEACTOR CA	ecuca.
DA DEDT OF CTATE				·····	
PA DEPT. OF STATE The amendment adopted by the corporation is	ig s set forth ir	t full in Exhib	it A attached	hereto and mad	de a part hereof.
JAN 1 3 1999 PA Don't of 5	_				•

PA Dept of State

SCB:15-1915 (Rev 90)-2

3. (	Check i	if the	amendment	restates	the	<b>Articles</b>	):
------	---------	--------	-----------	----------	-----	-----------------	----

\_\_\_The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this  $\underline{\phantom{0}}$  day of  $\underline{\phantom{0}}$  day of  $\underline{\phantom{0}}$   $\underline{\phantom{0}}$  19 99  $\underline{\phantom{0}}$ .

Penn Treaty Life Insurance Company

Miha Ill S.

(Signature

TTLE: Secretary

- 9907-607

## PROXY VOTE AUTHORIZATION FOR

# AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

#### SPECIAL MEETING - January 5, 1999

#### MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

<u>FOR</u>	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
×			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
>			Richard Massimilian
×			Carl Anthony Maio
<u> </u>			Ramon R. Obod
X			Daniel Goldberg
		Write is	1:
		Write is	1:

2) To transact such other business as may properly come before the meeting or any adjournment thereof.

<u>FOR</u>	<u>AGAINST</u>	ABSTAIN
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1<u>| | 99</u>

SIGNATURE OF DIRECTOR

sal-bd'.sam

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Number		Mm	Butter	rela
	ACTING	Secretary of	the Common	world ///
		Secretary Or	THE COMMING	Wealdiff
n compliance with the requirements of 15 Pa.C.S.	08:15-1915 (Rev 90) § 1915 (relating to artic			
ration, desiring to amend its Articles, hereby state				
ne name of the corporation is: Penn Treaty L	ife Insurance Comp	any		
ne (a) address of this corporation's current registered fice provider and the county of venue is (the Department):	d office in this Commor artment is hereby author	wealth or (b) na orized to correc	ame of its con	nmercial registere g information to
3440 Lehigh Street, Allentown, PA 1	8103			Lebigh
Number and Street SS Changed	City	State	Zip	County
c/o: 1800 Street Road, Warrington, PA	18976			Bucks
	* **.			
Name of Commercial Registered Office Provider		1 - N-3 - 1 - 1 - 1 - 1		County
Name of Commercial Registered Office Provider  a corporation represented by a commercial registered or  reporation is located for venue and official publication pur	office provider, the county poses.			·
Name of Commercial Registered Office Provider  a corporation represented by a commercial registered or poration is located for venue and official publication pur the statute by or under which it was incorporated in	office provider, the county poses.			·
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Name of Commercial Registered Office Provider  a corporation represented by a commercial registered or poration is located for venue and official publication pursue statute by or under which it was incorporated in the date of its incorporation is:  June 2, 1962	office provider, the county poses.  S: The Insurance Co			·
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Name of Commercial Registered Office Provider  a corporation represented by a commercial registered or poration is located for venue and official publication pursue statute by or under which it was incorporated in the date of its incorporation is:	office provider, the county poses. s: The Insurance Common	Iment in the De	epartment of S	nty in which the
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Name of Commercial Registered Office Provider if a corporation represented by a commercial registered of exporation is located for venue and official publication pursue the statute by or under which it was incorporated in the date of its incorporation is:	office provider, the county poses.  s: The Insurance Common Commo	ment in the De atatsuant to 15 Pa.C.S. § 19	of 1921  epartment of S  C.S. § 1914(a)	nty in which the
Name of Commercial Registered Office Provider if a corporation represented by a commercial registered of exporation is located for venue and official publication pursue statute by or under which it was incorporated in the date of its incorporation is:	office provider, the county poses.  s: The Insurance Company shall poses.  The Insurance Company shall	ment in the De atatsuant to 15 Pa.C.S. § 19	partment of S  C.S. § 1914(a)  Senior Ame	nty in which the state.

Secretary

DSC8:15-1915 (Rev 90)-2

# PROXY VOTE AUTHORIZATION FOR

AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

SPECIAL MEETING - January 5, 1999

#### MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

<u>FOR</u>	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
×			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
×			Richard Massimilian
×			Carl Anthony Maio
<u> </u>			Ramon R. Obod
X			Daniel Goldberg
		Write in	1:
		Write ir	n:

2) 7	To transact such	other business as may properl	v come before the	meeting or any ad	journment their	eot.
------	------------------	-------------------------------	-------------------	-------------------	-----------------	------

FOR	<u>AGAINST</u>	<u>ABSTAIN</u>
Z		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

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ntity Number		juno	Inthing !	relet
	AC	TING Secretary of	of the Common	rwealth ///
•		333,322,3		
ARTICLES OF AMENDMEN	T-DOMESTIC DSCB:15-1915 (Rev 90		RPORATION	I
In compliance with the requirements of 15 Pa.C.S orporation, desiring to amend its Articles, hereby sta		to articles of amend	ment), the unc	lersigned busines
. The name of the corporation is: Penn Treaty	Life Insuranc	e Company		
	•			
The (a) address of this corporation's current register office provider and the county of venue is (the De conform to the records of the Department):	partment is heret			g information to
(a) 3440 Lehigh Street, Allentown, PA	18103 City	State	 Zip	Lehigh County
Number and Street dress changed  1800 Street Pond Warrington P/	•	Ciale		•
(b) c/o: 1800 Street Road, Warrington, PA  Name of Commercial Registered Office Provider	1 10970			Bucks County
corporation is located for venue and official publication p  The statute by or under which it was incorporated		nce Company Law	of 1921	
The date of its incorporation is: June 2, 1962	2			,
(Check, and if appropriate complete, one of the fo	:(pniwolk			
X The amendment shall be effective upon filing	these Articles of	Amendment in the De	epartment of S	tate.
The amendment shall be effective on:		at		
(Check one of the following):	Date			łour
The amendment was adopted by the shareho	olders (or membei	s) pursuant to 15 Pa.	.C.S. § 1914(a)	and (b).
X. The amendment was adopted by the board of	if directors pursua	ant to 15 Pa.C.S. § 19	914(c).	
(Check, and if appropriate complete, one of the fo	:(gniwolk			
X_The amendment adopted by the corporation,	set forth in full, is	as follows:		
BE IT RESOLVED: The name by which	the company s	hall be known is	Senior Ame	rican Life
Insurance Company, by Articles of	Agreement and	Proxy Vote Autho	rization ex	ecuted.
(See attached Exhibit A).				
The amendment adopted by the corporation	is set forth in full	in Exhibit A attached	hereto and ma	ade a part hereof

The restated Articles of Incorporation supersede	the original Articles and all amendments thereto.
IN TESTIMONY WHEREOF, the undersigned corporation of the state of the	tion has caused these Articles of Amendment to be signed by a duly ary 1999.
	Penn Treaty Life Insurance Company
	BY: Manuel (Name of Corporation)
	(Signature)
· ·	TITLE: Secretary

>SC8:15-1915 (Rev 90)-2

(Check if the amendment restates the Articles):

## PROXY VOTE AUTHORIZATION FOR

AMERICAN FIDELITY & LIBERTY, INC. WARRINGTON, PENNSYLVANIA

SPECIAL MEETING - January 5, 1999

# MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

The undersigned hereby constitutes and appoints the Corporate Secretary, Michael M. Schratz, in compliance with the By-Laws of American Fidelity & Liberty Inc., as his attorney-in-fact and lawful proxy agent for the undersigned and in the undersigned's name to vote his ballot at a special meeting of the Corporation to be held in Warrington, PA at the offices of the Corporation on the 5 day of January, 1999, and at any and all adjournments thereof. Hereby giving to such attorney and agent power and authority to act conclusively for the undersigned on all questions which may duly come before such meeting as if the undersigned were personally present as follows:

1) ELECTION OF DIRECTORS for Penn Treaty Life Insurance Company

FOR	WITHHELD	ABSTAIN	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
×			Ronald L. Felty
×			Richard Massimilian
×			Carl Anthony Maio
			Ramon R. Obod
<u> </u>			Daniel Goldberg
	Write in:		
	Write in:		

2) To transact such other business as may properly come before the meeting or any adjournment thereof.

<u>FOR</u>	AGAINST	ABSTAIN
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/49

SIGNATURE OF DIRECTOR

sal-bd'.sam

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# COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT

Office of Regulation of Companies 1345 Strawberry Square Harrisburg, PA 17120 Telephone (717) 783-2660 Fax (717) 787-8557

January 29, 1999

Carl Anthony Maio, Esquire Buchanan Ingersoll Professional Corporation Eleven Penn Center, 14th Floor 1835 Market Street Philadelphia, PA 19103-2985

Via Fax: (215) 665-8760

RE: Na

Name Approval

Senior American Life Insurance Company

Dear Mr. Maio:

The following information is being provided in response to your request, received on January 28, 1999.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

Michael S. Graeff

Insurance Company Licensing Specialist

Company Licensing Division