

P06836



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

800003092229--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 Penn 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

FILED
00 JAN -7 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amend

Corrected
date in
4 of
OK
off-
per E. Grace

S. PAYNE JAN 19 2000

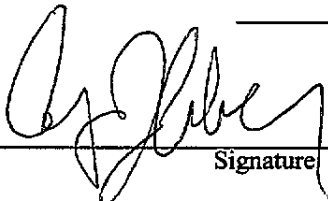
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Penn Treaty Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. July 23, 1985
Incorporated under laws of 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? February 1, 1999
5. Senior American Life Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

December 30, 1999
Date

Aloysius J. Abel, III
Typed or printed name

President
Title

FILED
00 JAN -7 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

M. Diane Koken

Insurance Commissioner



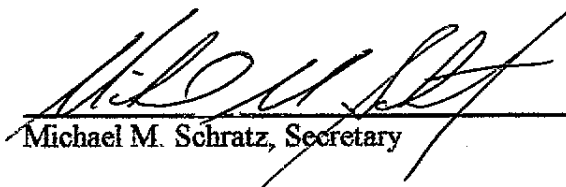


1800 Street Road, Warrington, PA 18976 • Phone: 877-725-4582, Fax: 215-918-0565

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.

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.

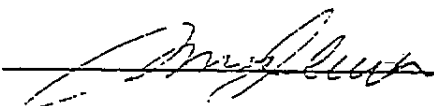
9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of seven (7) Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly

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

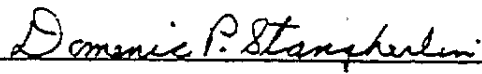
IN WITNESS WHEREOF, the said Penn Treaty Life Insurance Company has caused this Certificate of Amendment to and Restatement of its Charter to be signed by its President and its common seal duly attested by its Secretary to be hereunto affixed this 27th day of October, A.D., 1987.

Penn Treaty Life Insurance Company:

By: 
Irving Levit, President

(SEAL)

Attest:


Domenic P. Stangherlin, Secretary

DD#1:certific

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LEHIGH) SS.

On the 27th day of October, A..D. 1987,
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
Domenic P. Stangherlin, Secretary

Witness my hand and
notarial seal this 27th day
of October, 1987.

Marcia Hurowitz
Notary Public
MARCIA HUROWITZ, Notary Public
Allentown, Lehigh Co., Pa.
-6- My Commission Expires Jan. 7, 1988

COMMONWEALTH OF PENNSYLVANIA

8776 664

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 17th
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

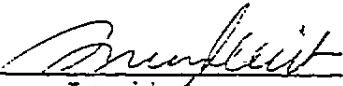
provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life insurance on the plan provided for in this amendment; to purchase 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:

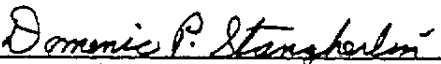
Irving Levit, President, Director
Aloysius J. Carden, Director
Domenic P. Stangherlin, Secretary, Director
Jack Baum, Director
Emile G. Ilchuk, Director
Bernard N. Edelstein, Director
Michael F. Grill, Treasurer, Director

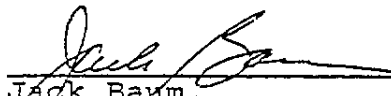
Upon signing by the Directors and Stockholders of


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

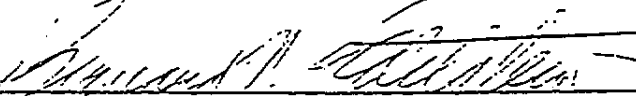

Irving Levit,
Director and Stockholder (1 Share)

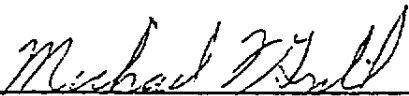

Aloysius J. Carden,
Director and Stockholder (1 Share)


Domenic P. Stangherlin,
Director and Stockholder (1 Share)


Jack Baum,
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 (110,829 Shares)

By: 
Irving Levit, President

632346

INSURANCE DEPARTMENT
BUREAU OF LICENSES

Return of Increase or
Decrease of Stated Capital

#632346

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned corporation hereby certifies by its President or Treasurer as follows:

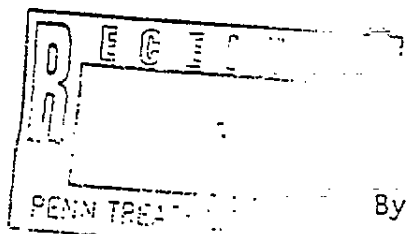
- 1. Name of Corporation: Penn Treaty Life Insurance Company
- 2. Registered Office: 1425 Hamilton Street, Allentown, PA 18102
- 3. Date of Incorporation: 6/6/62
- 4. The following INCREASE/DECREASE has been made in the stated capital of the corporation:

No. & Class of Additional Shares Issued/Retired	Par Value Per Share or Consideration Received for No Par Shares	Date of Issuance
<u>No shares issued or</u>	<u>\$4.52 par value</u>	<u>8/1/85</u>
<u>retired-change in par value only</u>	<u>per share</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

- 5. 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 of Shares	Total Par Value or Consideration Received for No Par Shares
<u>238,971 shares of capital stock,</u>	<u>\$1,080,149, consisting of</u>
<u>\$4.52 par value per share</u>	<u>238,971 shares of capital stock</u>
<u></u>	<u>having a par value of \$4.52 each</u>
<u></u>	<u></u>

(CORPORATE SEAL)



Penn Treaty Life Insurance
Company
(Name of Corporation)

By Michael J. Drill
(President or Treasurer)

Filed in the Office of the Secretary of the Commonwealth on the 7 day of OCT 1985

W. J. ...
Acting Secretary of the Commonwealth

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

Microfilm Number 9163-472

OCT 7 1991

Filed with the Department of State on

Entity Number 117678

Robert A. Gunt
Deputy Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Penn Treaty Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial register office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>3440 Lehigh Street</u>	<u>Allentown</u>	<u>PA</u>	<u>18103</u>	
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider _____
County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

Act of Assembly approved the 17th day of May, 1921,
P.L. 682, entitled "An Act relating to insurance;"

3. The statute by or under which it was incorporated is: P.L. 682, entitled "An Act relating to insurance;"

4. The date of its incorporation is: June 6, 1962

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

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

9763- 477

(Check if the amendment restates the Articles):

☐ 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 4th day of October, 19 91.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY: Michael F. Grill

(Signature)

TITLE: Michael F. Grill, Treasurer

- 9163- 480

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

Microfilm Number _____

Filed with the Department of State on FEB 01 1999

Entity Number 117678

Kim Dzingulsk

ACTING Secretary of the Commonwealth *JD*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Penn Treaty Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>3440 Lehigh Street, Allentown, PA 18103</u>	<u>Lehigh</u>
	Number and Street	County
	City	State
	Zip	
o: (b) c/o:	<u>1800 Street Road, Warrington, PA 18976</u>	<u>Bucks</u>
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921

4. The date of its incorporation is: June 2, 1961

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

BE IT REVOLSED: The name by which the company shall be known is Senior American Life

Insurance Company, by Articles of Agreement and Proxy Vote Authorization executed.

(See attached Exhibit A).

PA DEPT. OF STATE

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

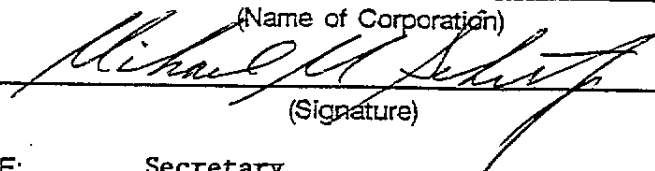
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PA Dept. of State

8. (Check if the amendment restates the Articles):

☐ 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 5th day of January, 19 99.

Penn Treaty Life Insurance Company
(Name of Corporation)
BY: 
(Signature)
TITLE: 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>	<u>WITHHELD</u>	<u>ABSTAIN</u>	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
X			Ronald L. Felty
X			Richard Massimilian
X			Carl Anthony Maio
X			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>	<u>ABSTAIN</u>
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd.sam

Microfilm Number _____

Entity Number _____

Filed with the Department of State on FEB 01 1999

Kim Ditzgen
ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: Penn Treaty Life Insurance Company

The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>3440 Lehigh Street, Allentown, PA 18103</u>	<u>Lehigh</u>
<small>Number and Street</small>	<small>County</small>
<small>City</small>	<small>State</small>
<small>Zip</small>	<small>County</small>
(b) c/o: <u>1800 Street Road, Warrington, PA 18976</u>	<u>Bucks</u>
<small>Name of Commercial Registered Office Provider</small>	<small>County</small>

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The statute by or under which it was incorporated is: The Insurance Company Law of 1921

The date of its incorporation is: June 2, 1962

(Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

(Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

(Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

BE IT RESOLVED: The name by which the company shall be known is Senior American Life

Insurance Company, by Articles of Agreement and Proxy Vote Authorization executed.

(See attached Exhibit A).

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

☐ 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 5th day of January, 1999.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY:


(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>	<u>WITHHELD</u>	<u>ABSTAIN</u>	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
X			Ronald L. Felty
X			Richard Massimilian
X			Carl Anthony Maio
X			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>	<u>ABSTAIN</u>
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd'.sam

Microfilm Number: _____

Entity Number: _____

Filed with the Department of State on FEB 01 1999

Kim Fitzgerald
ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Penn Treaty Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>3440 Lehigh Street, Allentown, PA 18103</u>	<u>Lehigh</u>
	<small>Number and Street City State Zip</small>	<small>County</small>
Address changed		
(b) c/o:	<u>1800 Street Road, Warrington, PA 18976</u>	<u>Bucks</u>
	<small>Name of Commercial Registered Office Provider</small>	<small>County</small>

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921

4. The date of its incorporation is: June 2, 1962

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

BE IT RESOLVED: The name by which the company shall be known is Senior American Life

Insurance Company, by Articles of Agreement and Proxy Vote Authorization executed.

(See attached Exhibit A).

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

3. (Check if the amendment restates the Articles):

☐ 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 5th day of January, 1999.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY:

(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>	<u>WITHHELD</u>	<u>ABSTAIN</u>	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
X			Ronald L. Felty
X			Richard Massimilian
X			Carl Anthony Maio
X			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>	<u>ABSTAIN</u>
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd'.sam



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, 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,

A handwritten signature in dark ink, appearing to read "Michael S. Graeff", is written over the typed name.

Michael S. Graeff
Insurance Company Licensing Specialist
Company Licensing Division

P06836



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

300003092229--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 Penn 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

FILED
00 JAN -7 PH 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amend

Corrected
date is
4 of
OK
off-
per E. Grace

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 appears on the records of the Department of State.
2. Pennsylvania 3. July 23, 1985
Incorporated under laws of 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? February 1, 1999
5. Senior American Life Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
00 JAN -7 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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.

M. Diane Koken

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.

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

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 27th day of October, A.D., 1987.

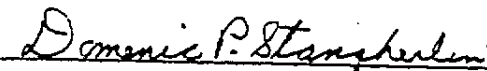
Penn Treaty Life Insurance Company:

By: 

Irving Levit, President

(SEAL)

Attest:



Domenic P. Stangherlin, Secretary

DD#1:certific

COMMONWEALTH OF PENNSYLVANIA))
COUNTY OF LEHIGH) SS.

On the 27th day of October, A..D. 1987,
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
Domenic P. Stangherlin, Secretary

Witness my hand and
notarial seal this 27th day
of October, 1987.

Marcia Hurovitz
Notary Public
MARCIA HUROVITZ, Notary Public
Allentown, Lehigh Co., Pa.
-6- My Commission Expires Jan. 7, 1988

8776 664

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania, December 15, 1987

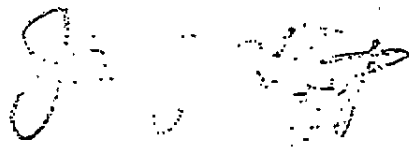
I hereby certify that I have examined the above and foregoing Certificate of Amendment to and Restatement of the Charter of Penn. Treaty Life Insurance Company and find this instrument to be in accordance with the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "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 17th
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:

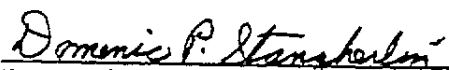
Irving Levit, President, Director
Aloysius J. Carden, Director
Domenic P. Stangherlin, Secretary, Director
Jack Baum, Director
Emile G. Ilchuk, Director
Bernard N. Edelstein, Director
Michael F. Grill, Treasurer, Director

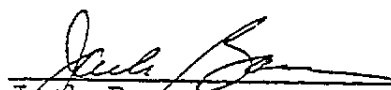
Upon signing by the Directors and Stockholders of

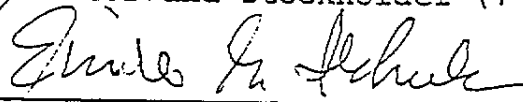
the Company, this Consent shall be filed with the Secretary of the Company.

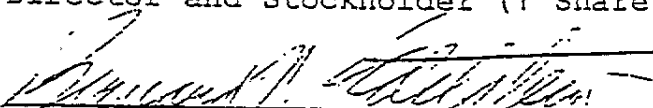

Irving Levit,
Director and Stockholder (1 Share)



Aloysius J. Gaden,
Director and Stockholder (1 Share)


Domenic P. Stangherlin,
Director and Stockholder (1 Share)

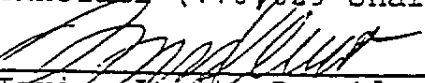

Jack Baum,
Director and Stockholder (1 Share)


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)

By: 
Irving Levit, President

INSURANCE DEPARTMENT
BUREAU OF LICENSES

Return of Increase or
Decrease of Stated Capital

#632346

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned 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

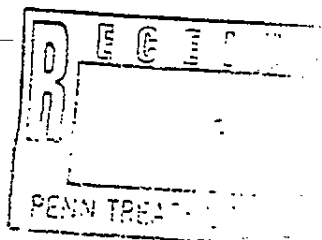
4. The following INCREASE/DECREASE has been made in the stated capital of the corporation:

No. & Class of Additional Shares Issued/Retired	Par Value Per Share or Consideration Received for No Par Shares	Date of Issuance
<u>No shares issued or</u>	<u>\$4.52 par value</u>	<u>8/1/85</u>
<u>retired-change in par value only</u>	<u>per share</u>	

5. 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 of Shares	Total Par Value or Consideration Received for No Par Shares
<u>238,971 shares of capital stock,</u>	<u>\$1,080,149, consisting of</u>
<u>\$4.52 par value per share</u>	<u>238,971 shares of capital stock</u>
	<u>having a par value of \$4.52 each</u>

(CORPORATE SEAL)



Penn Treaty Life Insurance
Company

(Name of Corporation)

By

Michael J. Drill

(~~President~~ or Treasurer)

OCT 7 1985

Filed in the Office of the Secretary of the Commonwealth on the _____ day of _____

19____

[Signature]

Acting Secretary of the Commonwealth

FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)

This report must be made by the President or Treasurer of the Corporation.

OCT 7 1991

Microfilm Number 9163-473

Filed with the Department of State on _____

Entity Number 117678

Robert M. Hunt
Deputy Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Penn Treaty Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial register office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>3440 Lehigh Street</u>	<u>Allentown</u>	<u>PA</u>	<u>18103</u>	
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

Act of Assembly approved the 17th day of May, 1921.

3. The statute by or under which it was incorporated is: P.L. 682, entitled "An Act relating to insurance;"

4. The date of its incorporation is: June 6, 1962

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

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

9163- 479

(Check if the amendment restates the Articles):

___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 4th day of October, 1991.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY: Michael F. Grill

(Signature)

TITLE: Michael F. Grill, Treasurer

- 9163- 480

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

Microfilm Number _____

Filed with the Department of State on FEB 01 1999

Entity Number 117678

Kim Fitzgerald
ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Penn Treaty Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>3440 Lehigh Street, Allentown, PA 18103</u>	<u>Lehigh</u>
	Number and Street	City
	State	Zip
	County	
Address Changed		
o: (b) c/o:	<u>1800 Street Road, Warrington, PA 18976</u>	<u>Bucks</u>
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921

4. The date of its incorporation is: June 2, 1961

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

BE IT REVOLSED: The name by which the company shall be known is Senior American Life
Insurance Company, by Articles of Agreement and Proxy Vote Authorization executed.
(See attached Exhibit A).

PA DEPT. OF STATE

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

JAN 13 1999

PA Dept. of State

9907- 606

B. (Check if the amendment restates the Articles):

☐ 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 5th day of January, 1999.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY:

(Signature)

TITLE:

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>	<u>WITHHELD</u>	<u>ABSTAIN</u>	MARK AN "X" IN THE APPROPRIATE BOX.
X			Aloysius J. Abel III
X			Richard R. Cavanaugh
X			Ronald L. Felty
X			Richard Massimilian
X			Carl Anthony Maio
X			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>	<u>ABSTAIN</u>
X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd'sam

Microfilm Number _____

Utility Number _____

Filed with the Department of State on FEB 01 1999

Kim Fitzgerald

ACTING Secretary of the Commonwealth *μ*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: Penn Treaty Life Insurance Company

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	Number and Street	County
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	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The statute by or under which it was incorporated is: The Insurance Company Law of 1921

The date of its incorporation is: June 2, 1962

(Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

(Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

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BE IT RESOLVED: The name by which the company shall be known is Senior American Life

Insurance Company, by Articles of Agreement and Proxy Vote Authorization executed.

(See attached Exhibit A).

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

☐ 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 5th day of January, 1999.

Penn Treaty Life Insurance Company

(Name of Corporation)

BY:

(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

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X			Ramon R. Obod
X			Daniel Goldberg
			Write in:
			Write in:

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

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd'.sam

Microfilm Number: _____

Entity Number: _____

Filed with the Department of State on

FEB 01 1999

ACTING

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

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Penn Treaty Life Insurance Company

(Name of Corporation)

BY:

(Signature)

TITLE: Secretary

**PROXY VOTE AUTHORIZATION FOR
AMERICAN FIDELITY & LIBERTY, INC.
WARRINGTON, PENNSYLVANIA**

SPECIAL MEETING - January 5, 1999

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			Write in:

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X		

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF PROPOSALS 1 AND 2

1/5/99
DATE


SIGNATURE OF DIRECTOR

sal-bd'sam



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, 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