

P10029

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

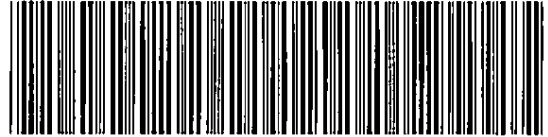
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J. HORNE
AUG 23 2024

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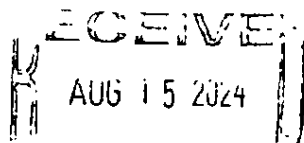


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FILED

2024 AUG 15 PM 3:58



Western United Life Assurance Company
10777 Northwest Freeway
Houston, TX 77092



ManhattanLife

August 6, 2024

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Western United Life Assurance Company
NAIC #: 85189 Tax ID: 56-1090947
Redomestication and Name Change Application
UCAA #: 200760-001

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Change name and jurisdiction of foreign for-profit insurer

Name of Corporation

DOCUMENT NUMBER: P10029

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Coleman

Name of Contact Person

Western United Life Insurance Company

Firm/Company

10777 Northwest Freeway

Address

Houston

City/State and Zip Code

RobertColeman@manhattanlife.com

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

For further information concerning this matter, please call:

Robert Coleman

Name of Contact Person

at (713)

821-6482

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL-32303

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)

P10029

(Document number of corporation (if known))

1. Western United Life Assurance Company

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

2. Washington

(Incorporated under laws of)

3. 05/09/1986

(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? 03/28/2024

5. Western United 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Texas

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida

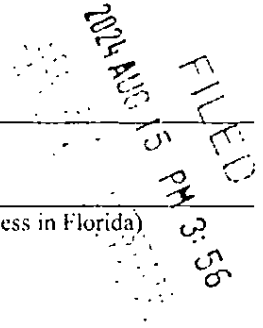
(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

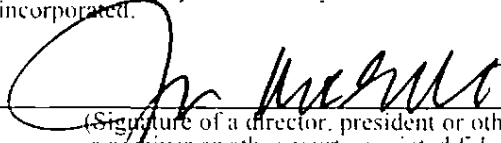
Signature of New Registered Agent, if changing



9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

John McGettigan

(Typed or printed name of person signing)

Exec. VP, Secretary, Gen Counsel

(Title of person signing)

FILING FEE \$35.00



PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

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

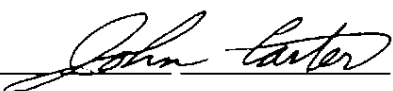
Therefore, I hereby certify that the attached documents are true and correct copies of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration division of the Texas Department of Insurance.

Articles of incorporation including all amendments for Western United Life Insurance Company, Houston, Texas, altogether consisting of twenty-four (24) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 29th day of July, 2024.



COMMISSIONER OF INSURANCE

BY: 
John Carter
Director
Company Licensing and Registration Office

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
WESTERN UNITED LIFE INSURANCE COMPANY**

The undersigned, acting as incorporators for the purpose of redomesticating Western United Life Insurance Company (changing its name from Western United Life Assurance Company) (the "Corporation") from the State of Washington to the State of Texas, do hereby adopt this Amended and Restated Certificate of Formation (the "Certificate"), pursuant to the laws of the State of Texas and all amendments thereto, to effect the Corporation's redomestication and reincorporation as a Texas insurance company and to continue the Corporation's existence without interruption as an insurance company organized under the laws of the State of Texas.

Western United Life Insurance Company is formed under a plan of conversion. The converting entity is Western United Life Assurance Company, a Washington stock insurance corporation, formed in Washington on February 25, 2014 and was located at 929 W. Sprague Avenue, Spokane, WA 99201.

Upon the Certificate becoming effective, the Corporation shall continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Texas as a domestic insurance company of the State of Texas.

**ARTICLE 1
NAME**

The name of the entity is **Western United Life Insurance Company**.

**ARTICLE 2
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 3
PURPOSES**

The purposes for which the Corporation is organized are to engage in the business of life, accident and health insurance, and any other business in which it may lawfully engage under the laws of the State of Texas or other states, territories, possessions, and protectorates of the United States or of any other country.

ARTICLE 9
LIMITED LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholder(s) or members for monetary damages for an act or omission by the person in the person's capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE 10
ACTIONS WITHOUT A MEETING

The shareholder(s) of the Corporation may take action without holding a meeting, providing notice, or taking a vote if the shareholders of the Corporation have at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner entitled to vote on the action is present and votes, sign a written consent or consents stating the action take.

ARTICLE 11
INDEMNIFICATION OF DIRECTORS

The Corporation may indemnify its officers, directors, agents and employees as provided in the Bylaws and any amendment thereto and in accordance with applicable law.

ARTICLE 12
INCORPORATORS

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
Kent W. Lamb	10777 Northwest Freeway, Suite 800, Houston, Texas 77902
John E. McGettigan	10777 Northwest Freeway, Suite 800, Houston, Texas 77902
Robert Coleman	10777 Northwest Freeway, Suite 800, Houston, Texas 77902

The undersigned affirm that the person designated as registered agent has consented to the appointment.

[signatures on following page]



Texas Department of Insurance

Financial Regulation Division – Company Licensing & Registration Office, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104
512-322-3507 telephone • 512-490-1035 fax

Official Action of the Texas Department of Insurance

Re: Investors Consolidated Insurance Company
Concord, New Hampshire
TDI License No. 02-05597

Redomestication, Merger, and Name Change

Date: July 22, 2014

The Texas Department of Insurance has reviewed the application of Investors Consolidated Insurance Company ("ICIC"), Concord, New Hampshire to redomesticate to the State of Washington; merge with Western United Life Assurance Company ("WULAC"), with ICIC being the survivor of the merger; and following the redomestication and merger, change its name to WULAC.

ICIC has submitted documentation showing that it has amended and restated its articles of incorporation, changing its state of domicile to Washington. The State of New Hampshire Insurance Department and the Washington Office of Insurance Commissioner have approved the redomestication effective February 25, 2014. The Washington Office of Insurance Commissioner has also approved the merger and name change effective February 25, 2014. In addition, the name change endorsement, SERFF No. CEUL-129596643, has been filed with the Life/Health, Rate and Form Review Office of the Texas Department of Insurance. Based upon the documents submitted and the representations made, ICIC has complied with all applicable requirements for an amended certificate of authority changing its name and state of domicile.

ICIC's application to redomesticate from New Hampshire to Washington is approved in accordance with TEX. INS. CODE Ch. 983. Further, Certificate of Authority No. 12681, dated November 1, 2000, is canceled, and an amended certificate of authority is issued concurrently to Western United Life Assurance Company, Spokane, Washington.

Julia Rathgeber
Commissioner of Insurance

A handwritten signature in black ink, appearing to read "Godwin Ohaechesi", written over a horizontal line.

Godwin Ohaechesi, Director
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division
Commissioner's Order No. 3021

Recommended by:

A handwritten signature in black ink, appearing to read "Stefanie Capparelli", written over a horizontal line.

Stefanie Capparelli, Insurance Specialist
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INVESTORS CONSOLIDATED INSURANCE COMPANY
(Changing its name to Western United Life Assurance Company)**

Pursuant to the provisions of Chapter 23B of the Washington Business Corporations Act, Investors Consolidated Insurance Company (the "Corporation"), pursuant to resolutions duly adopted by its Board of Directors and Sole-Shareholder, hereby adopts the following Amended and Restated Articles of Incorporation as a result of a corporate redomestication pursuant to which the Corporation changed its state of domicile from New Hampshire to Washington:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Investors Consolidated Insurance Company. Upon the effective date of these Amended and Restated Articles of Incorporation, the name of the Corporation is Western United Life Assurance Company.

**ARTICLE II
FORM OF ORGANIZATION; TERM OF CORPORATE EXISTENCE**

The Corporation is a Washington stock insurance company and shall have perpetual existence.

**ARTICLE III
PRINCIPAL OFFICE**

The Corporation's principal place of business shall be in Spokane, Washington.

**ARTICLE IV
PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in the business of insurance, and any other business in which it may lawfully engage, under the laws of the State of Washington, other states, territories, possessions and protectorates of the United States of any other country.

The Corporation will engage generally in the insurance business as a stock insurer for the transaction of any or all of the following kinds of insurance.

- a. Life insurance pursuant to RCW 48.11.020, being insurance on human lives and all insurances appertaining thereto or connected therewith.
- b. Annuities pursuant to RCW 48.11.020, being the granting and disposition of annuity contracts of all kinds.
- c. Disability and health insurance pursuant to RCW 48.11.030, being insurance against bodily injury, disablement by death or accident, disablement resulting

ARTICLE IX
LIMITED LIABILITY

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her acts or omissions as a director except to the extent otherwise expressly provided by a statute of the State of Washington. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE X
ACTIONS WITHOUT A MEETING

Any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder or holders of all shares entitled to vote on the action were present and voted.

ARTICLE XI
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation and the redomestication shall be effective as of February 25, 2014.

ARTICLE XII
INCORPORATION DATE

The Corporation's date of incorporation in Washington is February 25, 2014.

ARTICLE XIII
CONFLICT

These Amended and Restated Articles of Incorporation include the prior Articles of Incorporation of Investors Consolidated Insurance Company, which includes all amendments thereto, as though they are fully and expressly incorporated herein. If any provision in the prior Articles of Incorporation of Investors Consolidated Insurance Company are inconsistent with or conflicts with any provision in these Amended and Restated Articles of Incorporation, the Amended and Restated Articles of Incorporation provision contained herein shall supercede and govern the specific provision or term.

MEMORANDUM

STATE BOARD OF INSURANCE

To: File

From: Loretta Calderon
Insurance Technician

Date: April 19, 1991

Re: WESTERN UNITED LIFE ASSURANCE COMPANY
Spokane, Wisconsin

The attached amendment to the articles of incorporation for the captioned company have been filed reflecting an increase in capital to \$31,000,000.00. The records of this Agency have been updated to reflect this change.

Loretta Calderon
Loretta Calderon

FILED
IN THE OFFICE OF THE
INSURANCE COMMISSIONER
STATE OF WASHINGTON
JAN 04 1989

RICHARD G. MARQUARDT
INSURANCE COMMISSIONER

SECOND AMENDMENT TO RESTATED ARTICLES OF INCORPORATION

for

WESTERN UNITED LIFE ASSURANCE COMPANY.

TO: The Secretary of State of the State of Washington

Insurance Commissioner of the State of Washington

Articles of Amendment of the Articles of Incorporation of WESTERN UNITED LIFE ASSURANCE COMPANY are herein executed by said corporation, pursuant to the provisions of the Revised Code of Washington 23A.16.040 and 23A.16.050.

1. The name of the corporation is WESTERN UNITED LIFE ASSURANCE COMPANY,
2. Article IV of the Articles of Incorporation is amended as follows effective December 19, 1988:

"RESOLVED that Article IV of the Articles of Incorporation be amended to read as follows:

The authorized capital of the corporation shall consist of 1,000,000 shares of the common voting stock of the par value of \$1.00 each and 3,000,000 shares of non-voting preferred stock of the par value of \$10.00 each.

The holders of preferred stock shall be entitled to receive, when and as declared by the Board of Directors, out of the net earnings of the corporation available therefor, dividends at such rates and on such dates as may be determined by the Board of Directors. The dividend rate shall be determined at least annually. Dividends payable on the preferred stock shall have priority to the payment of any dividends on common stock, shall not be cumulative and no right shall accrue to any holder of shares of the preferred stock by reason of the fact that dividends on such shares have not been declared in a prior period.

The preferred stock may be redeemed in whole or in part upon such terms and at such times as shall be determined by the Board of Directors but the redemption price shall, in no event, be no less than the par value of such shares. Shares of preferred stock shall not be convertible into any other securities of the corporation."

3. Said Amendment was adopted at a meeting of the shareholders of said corporation on December 19, 1988.
4. The number of shares outstanding on the date of said meeting, all of which shareholders were entitled to vote on said amendment, was 1,000,000.
5. The number of shares voted for and against said amendment, respectively, was as follows:

For Amendment	1,000,000 shares
Against Amendment	-0- shares
Total shares voted	1,000,000 shares

MEMORANDUM

TO: File

FROM: Wanda White
Insurance Technician

DATE: September 8, 1989

RE: WESTERN UNITED LIFE ASSURANCE COMPANY

The attached documents have been filed to reflect the Restated Articles of Incorporation and amendments of the captioned company, which were amended in order to to reflect an increase in capital. The records of this agency have been updated to reflect this change.



Wanda White
Insurance Technician

WW

FILED

DEC 24 1985

SECRETARY OF STATE
STATE OF WASHINGTON

RESTATED ARTICLES OF INCORPORATION

OF

WESTERN UNITED LIFE ASSURANCE COMPANY

FILED
IN THE OFFICE OF THE
INSURANCE COMMISSIONER
STATE OF WASHINGTON

DEC 23 1985

RICHARD G. MARQUARDT
INSURANCE COMMISSIONER

ARTICLE I

The name of the Corporation is Western United Life Assurance Company.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which the Corporation is formed are:

1. To engage generally in the insurance business as a stock insurer for the transaction of any or all of the following kinds of insurance.
 - a. Life insurance, being insurance on human lives and all insurances appertaining thereto or connected therewith.
 - b. Annuities, being the granting and disposition of annuity contracts of all kinds.
 - c. Disability insurance, being insurance against bodily injury, disablement by death or accident, disablement resulting from sickness, and every insurance appertaining thereto, and including also insurance pertaining to medical, surgical, hospital, and other health care services related to any injury, disease, illness or bodily condition.
2. To do any and all things necessary, appertaining, or convenient to the execution of the objects and purposes above stated.
3. To have and enjoy every other right and power which is now or which may hereafter be granted by law to corporation similarly engaged.
4. Generally to execute trusts of every description not inconsistent with law and to act in the capacity of Trustee therefor.

ARTICLE IV

The authorized capital of the Corporation is \$1,000,000 consisting of 1,000,000 shares of common voting stock of the par value of \$1.00 each.

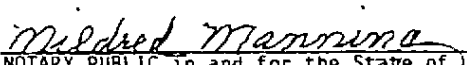
STATE OF WASHINGTON)
County of Spokane) ss.

REUEL SWANSON, being first duly sworn on oath deposes and says:

That he is the Secretary-Treasurer of Western United Life Assurance Company, that he was duly authorized to execute the foregoing Restated Articles of Incorporation of Western United Life Assurance Company and that he has read the same, knows the contents thereof and that the same is true and correct.


Reuel Swanson, Secretary-Treasurer

SUBSCRIBED AND SWORN to before me this 31st day of October, 1985.


NOTARY PUBLIC in and for the State of
Washington, residing at Spokane

2-164183-2
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

RESTATED ARTICLES OF INCORPORATION

of WESTERN UNITED LIFE ASSURANCE COMPANY
a domestic corporation of Spokane, Washington,

_____ was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

1681

457-460

May 16, 1983

Ralph Munro

ARTICLE IV

The authorized capital of the Corporation is \$500,000.00 consisting of 500,000 shares of common voting stock of the par value of \$1.00 each.

ARTICLE V

The number of Directors of this Corporation shall be not less than five nor more than fifteen. The names and addresses of the members of the Board of Directors as of the date hereof are:

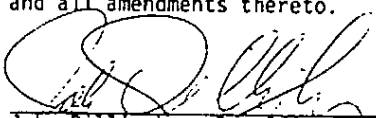
C. Paul Sandifur	South 4327 Pittsburgh, Spokane, WA. 99203
John Dillingham	North 7519 Walnut St., Spokane, WA. 99208
C. Paul Sandifur, Jr.	East 1108 - 27th Ave., Spokane, WA. 99203
E. R. Juedes	South 301 Chestnut, Apt. #8, Spokane, WA. 99204
W. R. Bunker	South 1830 Upper Terrace Rd., Spokane, WA. 99203
Reuel Swanson	North 11703 Madison, Spokane, WA. 99218
Norman E. Cimoch	P. O. Box 576, Mercer Island, WA. 98040

ARTICLE VI

The Board of Directors of this Corporation shall have the power to make and amend its Bylaws, but subject to the power of the stockholders to change or repeal such Bylaws or any part thereof. The Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, terms of office or compensation.

IN WITNESS WHEREOF, these Restated Articles of Incorporation are executed in duplicate at Spokane, Washington, this 15th day of April, 1983, by the undersigned President and Secretary-Treasurer of Western United Life Assurance Company pursuant to a resolution authorizing the foregoing Restatement adopted by the Board of Directors of the Corporation on the 15th day of April, 1983.

The undersigned officers do hereby state that the foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and that such Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.


John Dillingham, President


Reuel Swanson, Secretary-Treasurer