

P20173

CONSECO SERVICES, L.L.C.  
11815 N. Pennsylvania Street  
P.O. Box 1911  
Carmel, Indiana 46082-1911



February 23, 2001

**VIA OVERNIGHT MAIL**

Department of State  
Amendment Section/Division of Corporations  
Attn: Louise Jackson  
PO Box 6327  
Tallahassee, FL 32314

Re: Health and Life Insurance Company of America

200003790052--7  
-02/28/01--01046--012  
\*\*\*\*\*35.00

Dear Louise:

Per our recent telephone conversations, enclosed please find:

- (1) An original and one copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, with attached certified copy of Articles of Reorganization reflecting the redomestication from Colorado to Illinois.
- (2) A check made payable to the Florida Department of State in the amount of \$35.00 to cover the fee for this filing.
- (3) An original and one copy of an Application by Foreign Corporation for Withdrawal of Authority. I understand that you will apply the \$35.00 check previously sent to you for this filing fee.

Please return a file-marked copy of each application (certification not necessary) to me at the following address:

Kathy Hancock, B2B  
Conseco Companies  
11825 N. Pennsylvania Street  
Carmel, IN 46032

Thank you very much for your assistance. If you have any questions, please call me.

Sincerely,

*Kathy Hancock*

Kathy Hancock  
Corporate Paralegal  
1-800-888-4918, ext. 4028  
(317) 817-4028 Fax: (317) 817-5828  
e-mail: [kathy\\_hancock@conseco.com](mailto:kathy_hancock@conseco.com)

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 FEB 26 PM 2:23

Amendment  
LFG  
2-1-2001

F-03

**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)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 FEB 26 PM 2:23

1. Health and Life Insurance Company of America  
Name of corporation as it appears on the records of the Department of State.
2. Colorado 3. July 22, 1988  
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? \_\_\_\_\_
5. \_\_\_\_\_  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Illinois  
New Jurisdiction

Karl W Kindig  
Signature

02/05/01  
Date

Karl W. Kindig  
Typed or printed name

Sr. Vice President, Legal and  
Assistant Secretary  
Title

ARTICLES OF REORGANIZATION  
OF  
HEALTH AND LIFE INSURANCE COMPANY OF AMERICA

ARTICLE ONE

The name of the corporation shall be Health and Life Insurance Company of America.

ARTICLE TWO

The corporation was originally organized and incorporated under the General Incorporation Laws of the State of Colorado. Upon approval of these Articles of Reorganization by the Illinois Director of Insurance, however, the company shall be organized and incorporated under the Illinois Insurance Code and shall be bound by all the terms and provisions of said code applicable to similar domestic companies organized or incorporated thereunder.

ARTICLE THREE

The location of the Principal Office shall be Rockford, Illinois.

ARTICLE FOUR

The Corporation shall be formed for the following purposes: To engage in the kinds of insurance set forth in Class 1(a) and (b) of Section 4 of the Illinois Insurance Code including to make insurance upon the lives of individuals and every insurance pertaining thereto or connected therewith; to grant, purchase and dispose of annuities and endowments of every kind and description whatsoever; to provide for contracts of indemnity against death and for weekly or other periodic indemnities for disability occasioned by accident or sickness to the person of the insured, and to do such other things as may be permitted a corporation of this kind by law, and not prohibited by the Illinois Insurance Code.



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: FEB 14 2001

Nat Shapp

Director of Insurance

In order to carry out the purposes for which it is organized, the Corporation shall have the following rights and powers to the extent not inconsistent with nor prohibited by the provisions of the law applicable to life insurance companies or applicable to all insurance companies;

(a) to sue and be sued, complain and defend in any court of law or equity;

(b) to have a corporate seal which may be altered at the pleasure of the corporation and to use such seal by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;

(c) to purchase, hold or convey such real estate as the purposes of the corporation shall require, and to take, hold or convey other property, real, personal or mixed, as shall be necessary in the transaction of its business, all to the extent permitted by law;

(d) to sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in or with shares, or the interest in or obligations of other domestic and foreign corporations, associations, partnerships or individuals, all to the extent permitted by law;

(e) to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without the goodwill of the corporation, upon such terms and conditions and for such consideration consisting in whole or in part, of money or property, real or personal, including but not limited to shares of any other domestic or foreign corporations as shall be consistent with the provisions of law applicable to such transfers under the Illinois Law and consistent also with any and all provisions of law applicable to life, health and accident insurance companies and provisions of law applicable to all insurance companies;

(f) to make contracts and incur liabilities which may be appropriate to enable it to accomplish any and all of its purposes; to issue its notes, bonds, and other obligations, to

secure any of its obligations by mortgage, deed of trust, or pledge of any or all of its property, franchise or income; to issue notes or bonds secured or unsecured, which by their terms are convertible to shares of stock of any class upon such terms and conditions and at such rates or prices as may be therein provided; to enter into contracts of reinsurance, either as reinsurer or otherwise, pertaining to life, health and accident insurance to the extent permitted by law to a corporation of this kind;

(g) to invest its capital, reserve and surplus funds of whatever kind or character from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned, all to the extent that such investments and loans may be permitted by the provisions of law applicable to life, health and accident insurance companies or applicable to all insurance companies;

(h) to elect or appoint officers and agents of the corporation and to define their duties and fix their compensation, such officers to consist of a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary;

(i) to make and alter By-laws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation;

(j) to terminate its corporate activities and to surrender its corporate franchise;

(k) to make contributions to corporations or other organizations formed for civic, charitable or benevolent purposes or to any incorporated or unincorporated association, United Fund or community funds not operated or used for profit to its members, but operated for the purposes of raising funds for and of distributing funds to other civic, charitable or benevolent organizations or agencies; and

(1) to have and exercise all of the powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was formed; to exercise all powers, now or hereafter permitted by law to a corporation of this character, and not prohibited by the Illinois Insurance Code.

#### ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue shall be one million (1,000,000) shares of the par value of Ten Dollars (\$10.00) per share. The aggregate number of issued shares is two hundred thousand (200,000), and the amount of issued capital is Two Million Dollars (\$2,000,000.00). Each share of stock shall be entitled to one (1) vote, except that in all elections for Directors, shareholders shall have the right of cumulative voting.

#### ARTICLE SIX

The property and business of the corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three (3) nor more than twenty-one (21) natural persons, who are at least eighteen (18) years of age and at least three (3) of whom are residents and citizens of Illinois. The actual number of Directors, within said limits, shall be fixed by the by-laws of the corporation. Directors shall be elected annually by the shareholders. Any vacancy in the Board of Directors, unless otherwise provided by law, may be filled by an affirmative vote of the majority of the directors then in office, and such director so elected shall serve until the next annual meeting of the shareholders at which time a director shall be elected by the shareholders.

The Board of Directors may repeal or amend the By-laws of this Corporation or may adopt new or additional By-laws, but such By-laws shall not be inconsistent with these Articles of Incorporation nor with the laws of the State of Illinois. Meetings of the Board of Directors may be held within or without the State as the Board of Directors may decide. A majority of

the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

ARTICLE SEVEN

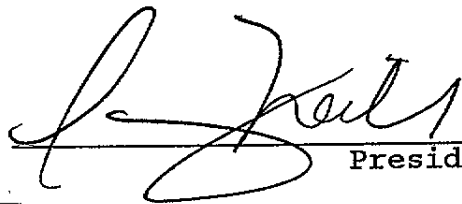
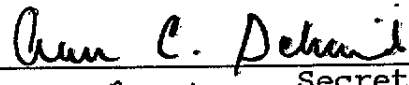
The period of existence of this corporation is perpetual.

ARTICLE EIGHT

Amendments of the Articles of Incorporation may be submitted by resolution of the Board of Directors at any regular or special meeting of shareholders and adopted by the affirmative vote of the holders of at least two-thirds of the outstanding shares.

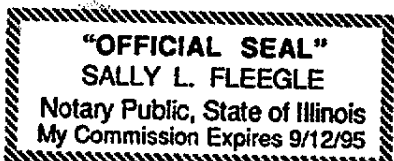
IN WITNESS WHEREOF, we the President and Secretary of Health and Life Insurance Company of America, have hereunto set our hands and affixed the corporate seal this 3rd day of May, 1993.

(SEAL)


  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Assistant Secretary

STATE OF Illinois )  
COUNTY OF Winnebago ) ss

3rd The foregoing instrument was acknowledged before me this day of May, 1993, by the President and Secretary respectively of Health and Life Insurance Company of America.



My commission expires: 9-12-95

  
\_\_\_\_\_  
Notary Public

