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TALLAHASSEE, FLORIDA

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06/24/05--01046--013 \*\*35.00

PS 7/1/05

Amend

## TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Continental Heritage Insurance Co.  
(Name of corporation)

DOCUMENT NUMBER: \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sue Duffy  
(Name of person)

Continental Heritage Ins. Co.  
(Name of firm/company)

2800 Corporate Exchange Dr. #130  
(Address)

Columbus OH 43231  
(City/state and zip code)

For further information concerning this matter, please call:

Sue Duffy at (866) 591-6175  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**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)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Continental Heritage Insurance Company  
(Name of corporation as it appears on the records of the Department of State)

2. Utah  
(Incorporated under laws of)

3. 6-1-1990  
(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? n/a

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)

\_\_\_\_\_  
(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.

Ohio  
(New jurisdiction)

Roswell P. Ellis

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

Roswell P. Ellis

(Typed or printed name of person signing)

\_\_\_\_\_  
(Date)

President

(Title of person signing)

FILED  
05 JUN 24 PM 2:45  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

CONTINENTAL HERITAGE INSURANCE COMPANY

RECEIVED

DEC 30 1998

BOB TAFT  
SECRETARY OF STATE

PREAMBLE

These Articles of Incorporation and Redomestication express the change of the corporate domicile of Continental Heritage Insurance Company from the state of Utah to the state of Ohio.

The change of domicile is subject to the approval of the Ohio Superintendent of Insurance pursuant to Ohio Revised Code Section 3913.40 and the Utah Commissioner of Insurance in accordance with Utah Code Section 31A-5-216.

For all purposes of law, this change of domicile continues without interruption the corporate existence of Continental Heritage Insurance Company. Continental Heritage Insurance Company was incorporated in the state of Utah and its Articles were filed with the Lieutenant Governor/Secretary of State on March 11, 1980. Thereafter to the date of this redomestication to Ohio, Continental Heritage Insurance Company has been continuously licensed by the Utah Insurance Commissioner as a Utah-domiciled insurance company.

FIRST: The name of the corporation shall be CONTINENTAL HERITAGE INSURANCE COMPANY.

SECOND: The place in Ohio where its principal office shall be located is the City of Columbus, Franklin County, Ohio.

THIRD: The purpose of the corporation shall be to directly, or by ceding or assuming reinsurance, transact any one or more or all of the kinds of insurance described in and authorized by Ohio Revised Code Section 3929.01 as it now exists or may hereafter be amended. The corporation shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon, domestic insurance companies formed for the purpose of transacting insurance

by the laws of the State of Ohio and shall have the power and authority to engage in any act or activity lawful under the corporation laws of the State of Ohio for domestic insurance companies formed for the purpose of transacting insurance.

FOURTH: The authorized number of shares of the corporation shall be 1,000,000, all of which shall be common shares, each with a par value of \$7.00 per share.

FIFTH: The paid-in capital of the corporation shall be not less than \$1,000,000 and the contributed surplus of the corporation shall be not less than \$1,000,000.

SIXTH: The corporation shall continue the corporate powers it exercised as a Utah domestic insurer incorporated March 11, 1980. These Articles of Incorporation are made under the transfer of domicile provisions of Ohio Revised Code Section 1913.31 and Utah Code 31A-5-216.

SEVENTH: The Directors of the corporation shall have the power to cause the corporation from time to time and at any time to purchase, hold, sell, transfer, or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the corporation; and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article Seventh of these Articles shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its Articles.

EIGHTH: No shareholder of the corporation shall have, as a matter of right, the pre-emptive right to purchase or subscribe for shares of any class, now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such shares.

IN WITNESS WHEREOF, the undersigned being all of the directors of the corporation as it exists as a Utah corporation, have hereunto set their respective hands as incorporators of CONTINENTAL HERITAGE INSURANCE COMPANY under the law of Ohio on the dates so indicated.

  
\_\_\_\_\_  
Roswell P. Ellis, Chairman



Attorney General  
Betty D. Montgomery

December 24, 1998

The Honorable Robert Taft  
Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43215

ATTN: KATHIE McCLURG  
OFFICE MANAGER

Re: Articles of Incorporation and Redomestication of Continental  
Heritage Insurance Company

Dear Sir:

I have reviewed the Articles of Incorporation and Redomestication of Continental Heritage Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY  
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", written over the typed name.

SCOTT MYERS  
Assistant Attorney General  
Health and Human Services Section  
30 E. Broad Street, 26th Fl.  
Columbus, Ohio 43215-3428  
(614) 466-8600

SM:mnw  
Enclosures  
cc: Susan T. Stead  
articles

State Office Tower / 30 East Broad Street / Columbus, Ohio 43215-3428

[www.ag.state.oh.us](http://www.ag.state.oh.us)

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State Of Ohio

## Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067

George V. Voinovich  
Governor

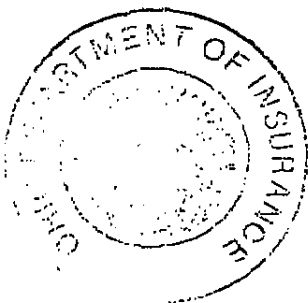
Harold T. Duryee  
Director

### CERTIFICATION

I, Sandra A. Ellis, an employee of the Legal Division of the Ohio Department of Insurance, do hereby certify the attached copy of the Order and Journal Entry concerning the redomestication of Continental Heritage Insurance Company from Utah to Ohio dated as of December 29, 1998 is a copy of the original, contained in the records maintained in the ordinary course of business by this agency.

Signed and dated this 30th day of December 1998.

Sandra A. Ellis  
Paralegal  
Office of Legal Services



Harold T. Duryee, Superintendent



STATE OF OHIO  
DEPARTMENT OF INSURANCE  
2100 Stella Court  
Columbus, Ohio 43215-1067

IN THE MATTER OF:

THE REDOMESTICATION OF  
CONTINENTAL HERITAGE INSURANCE  
COMPANY FROM THE STATE OF UTAH  
TO THE STATE OF OHIO

ORDER AND JOURNAL ENTRY


Continental Heritage Insurance Company (the "Company") has filed an application to transfer its domicile from Utah to Ohio. Based upon the representations made in the Company's application, the Superintendent makes the following findings:

1. Pursuant to section 3913.40 of the Revised Code, the Superintendent has authority to approve a transfer of domicile.
2. The Company is admitted to transact the business of insurance as a foreign insurer in Ohio.
3. The Company qualifies for admission as a domestic insurer in Ohio.
4. The Company will notify policyholders of the transfer of domicile by means of an endorsement as submitted with the Company's application.
5. The Company's address and telephone number will be 2400 Corporate Exchange Drive, Suite 290, Columbus, Ohio 43221, 614/895-2000 or 800/878/7389.
6. There are no facts before the Superintendent to support a determination that the proposed transfer of domicile is not in the interest of the policyholders of this state.

IT IS THEREFORE ORDERED that the application of Continental Heritage Insurance Company to transfer its domicile from the state of Utah to the state of Ohio be and hereby is approved.

IT IS FURTHER ORDERED that the Company shall file its Articles of Incorporation and Redomestication together with a copy of this Order and Journal Entry with the Ohio Secretary of State. The Company shall also file a certified copy of the Articles of Incorporation and Redomestication with the Superintendent. An amended Certificate of Authority will be issued to the Company that will indicate the Company is domiciled in the state of Ohio and an incorporation date of March 11, 1980.

DECEMBER 29 1998  
Date

  
Harold T. Duryee  
Superintendent of Insurance