

P93000030332

ARTICLES OF MERGER
Merger Sheet

MERGING:

MOUNTAIN STATES LIFE INSURANCE COMPANY OF AMERICA, a
nonqualified Colorado corp.

INTO

AMERICAN MERCHANTS LIFE INSURANCE COMPANY, a Florida
corporation, P93000030332

File date: December 31, 1996

Corporate Specialist: Susan Payne

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Mountain States Life Insurance Company of America
merging into: American Merchants Life Insurance
Company

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☐ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☐ CUS
☐ After 4:30
☒ Pick Up

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APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 31 1996

BY S. St. Magwell
Legal Division

**ARTICLES OF MERGER
OF
MOUNTAIN STATES LIFE INSURANCE COMPANY OF AMERICA,
A COLORADO STOCK LIFE INSURANCE CORPORATION
INTO
AMERICAN MERCHANTS LIFE INSURANCE COMPANY,
A FLORIDA STOCK LIFE INSURANCE CORPORATION**

Pursuant to the provisions of Sections 607.1105 and 628.451, Florida Statutes (1993), the undersigned corporations certify as follows:

FIRST, the names of the corporations which are parties to the merger are:

**Mountain States Life Insurance Company of America,
a Colorado stock life insurance corporation,
and
American Merchants Life Insurance Company,
a Florida stock life insurance corporation.**

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American Merchants Life Insurance Company shall be the surviving corporation.

SECOND, there shall be no change to the Articles of Incorporation of the surviving corporation.

THIRD, the Plan of Merger was approved by the sole shareholder of American Merchants Life Insurance Company by Written Consent dated 12-30-96, and was approved by the sole shareholder of Mountain States Life Insurance Company of America by Written Consent dated December 30, 1996. A copy of the Plan of Merger is attached hereto and made a part hereof.

FOURTH, American Merchants Life Insurance Company has authorized 25,000 shares of common stock, \$100 par value per share, all of which are issued and outstanding. All of the outstanding shares of common stock are owned by AML Acquisition Company and all of such shares voted in favor of the Plan of Merger. At the effective time of the merger, by virtue of the merger and without any action on the part of the holder thereof, the shares of American Merchants Life Insurance Company common stock issued and outstanding immediately prior to the effective time of the merger shall automatically be converted into 25,000 issued, outstanding, fully paid, and nonassessable shares of common stock, \$100 par value per share, of the surviving corporation, and all of such shares shall be held directly by AML Acquisition Company.

FIFTH, Mountain States Life Insurance Company of America has authorized an unlimited number of shares of preferred stock, \$250.00 par value per share, of which 2,000 are outstanding, and 100,000 shares of voting common stock, \$100.00 par value per share, of which 12,000 shares are outstanding. All of the outstanding shares of preferred and voting common stock of Mountain States Life Insurance Company of America are owned by American Merchants Life Insurance Company. At the effective time of the merger, by virtue of the merger, and without any action on the part of the holder thereof, each share of Mountain States Life Insurance Company of America preferred and voting common stock issued and outstanding immediately prior to the effective time of the merger shall be canceled.

SIXTH, AML Acquisition Company, the sole shareholder of American Merchants Life Insurance Company, waived notice of meeting and the mailing of a copy of the Plan of Merger to it by Written Consent dated 12-30, 1996, and American Merchants Life Insurance Company, the sole shareholder of Mountain

States Life Insurance Company of America waived notice of meeting and the mailing of a copy of the Plan of Merger to it by Written Consent dated 12-30, 1996.

DATED: December 30, 1996.

AMERICAN MERCHANTS LIFE INSURANCE COMPANY

By: 
J. Dix Druce, Jr., President

MOUNTAIN STATES LIFE INSURANCE COMPANY OF AMERICA

By: 
C. L. Cooksey, Vice President

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 31 1996

J. St. Maxwell
Legal Division

PLAN OF MERGER
OF
MOUNTAIN STATES LIFE INSURANCE COMPANY OF AMERICA

AND

AMERICAN MERCHANTS LIFE INSURANCE COMPANY

THIS PLAN OF MERGER is entered into this ____ day of _____, 199__, between American Merchants Life Insurance Company ("American Merchants"), a Florida stock life insurance corporation, and Mountain States Life Insurance Company of America ("Mountain States"), a Colorado stock life insurance corporation and a wholly-owned subsidiary of American Merchants. American Merchants is a wholly-owned subsidiary of AML Acquisition Company, a Delaware corporation. Subject to the terms and conditions herein set forth, Mountain States shall be merged into American Merchants (the "Merger"), and the Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State pursuant to the provisions of the Florida Business Corporation Act and with the Colorado Secretary of State pursuant to the provisions of the Colorado Business Corporation Act (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of Mountain States shall cease, and American Merchants shall continue its corporate existence and organization as the surviving corporation under the corporate name "American Merchants Life Insurance Company," and shall continue to be governed by the laws of the State of Florida. American Merchants, after the Effective Time, is hereinafter referred to as the "Surviving Corporation." At the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof:

- (a) each of the 2,000 shares of preferred stock of Mountain States, par value \$250.00 per share, issued and outstanding immediately prior to the Effective Time, and each of the 12,000 shares of voting common stock

of Mountain States, par value \$100.00 per share, issued and outstanding immediately prior to the Effective Time (collectively, the "Mountain States Shares"), shall be canceled; and

- (b) the 25,000 shares of common stock of American Merchants, par value \$100 per share, issued and outstanding immediately prior to the Effective Time of the Merger, shall automatically be converted into 25,000 issued, outstanding, fully paid, and nonassessable shares of common stock, par value \$100 per share, of the Surviving Corporation.

The Articles of Incorporation of American Merchants, as in effect at the Effective Time of the Merger, shall continue without change as the Articles of Incorporation of the Surviving Corporation. The Surviving Corporation, in addition to the powers conferred upon it by the Florida Business Corporation Act, shall have the powers set forth in said Articles of Incorporation, and shall be governed by the provisions thereof.

The Surviving Corporation shall have the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter set forth therein, or as is or may be, prescribed by the laws of the State of Florida, and all of the rights and powers of shareholders set forth therein, and all other provisions therein relating to shareholders, are granted and shall be held in force subject to this reservation.

At the Effective Time of the Merger, the Bylaws of American Merchants, as in effect on such date, shall continue as the Bylaws of the Surviving Corporation until the same thereafter shall be altered, amended, or repealed in accordance with law, its Articles of Incorporation, or such Bylaws.

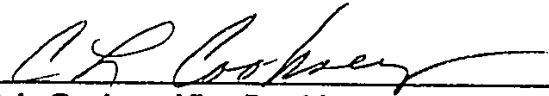
At the Effective Time of the Merger, the Surviving Corporation shall, without further act or deed, thereupon and thereafter succeed to, and possess all, of Mountain States' and American Merchants' (i) rights, privileges, immunities, and franchises, of a public, as well as of a private, nature, (ii) property, real, personal, and mixed, (iii) debts due on whatever account, including subscriptions of shares, and all other choses in action, and (iv) interests or liabilities of any other nature belonging to or due either of them. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of Mountain States and American Merchants, and any claim existing or action or proceeding pending by or against Mountain States or American Merchants may be continued as if the Merger had not taken place, or the Surviving Corporation may be substituted in the proceedings for Mountain States.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

AMERICAN MERCHANTS LIFE INSURANCE COMPANY

By: 
J. Dix Duce, Jr., President

MOUNTAIN STATES LIFE INSURANCE COMPANY OF AMERICA

By: 
C. L. Cooksey, Vice President