

JOHN V. EVANS
GOVERNOR



TRENT M. WOODS
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF INSURANCE
700 W. STATE STREET
BOISE, IDAHO 83720

May 27, 1982

Honorable Pete T. Cenarrusa
Secretary of State
BUILDING MAIL

Attention: Corporation Clerk

RE: Articles of Amendment to
Articles of Incorporation of
Continental Life & Accident
Company as approved May 26, 1982

Dear Sir:

Please find attached two copies of the above document
together with the company Check No. 07167 in the
amount of \$ 20.00 made payable to your office.

After these documents have been marked with the applicable
data, we will appreciate receiving one copy for our files.

Thank you very much.

Very truly yours,

DEPARTMENT OF INSURANCE

A handwritten signature in cursive script that reads "Mary Jo Latham".

Mary Jo Latham
Corporate Records Section

MJL

Attach.



STATE OF IDAHO

OFFICE OF THE ATTORNEY GENERAL

BOISE 83720

May 13, 1982

DAVID H. LEROY
ATTORNEY GENERAL

TELEPHONE
(208) ~~334-2400~~
334-2400

Trent M. Woods
Director
Department of Insurance
Statehouse Mail

RE: Articles of Amendment to Articles
of Incorporation of Continental Life
& Accident Company, a Domestic Stock
Insurer, as Amended May 10, 1982

Dear Director:

We have reviewed the above-referenced document and are of
the opinion that the same is in accordance with Title 41,
Idaho Code, and not inconsistent with the Constitution of
this state.

Very truly yours,

FOR THE ATTORNEY GENERAL

A handwritten signature in cursive script, appearing to read "Scott Wolfley".

SCOTT WOLFLEY
Deputy Attorney General

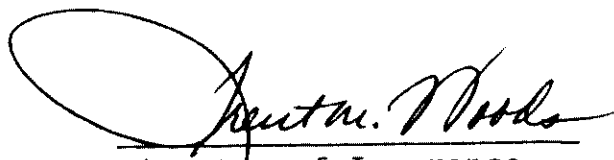
Enclosure



STATE OF IDAHO
DEPARTMENT OF INSURANCE
700 W. STATE STREET
BOISE, IDAHO 83720

C E R T I F I C A T E O F A P P R O V A L

The within and foregoing Articles of Amendment
to Articles of Incorporation
of Continental Life & Accident Company
having been submitted to the undersigned pursuant to
Section 41-2826, Idaho Code, and having been
referred to the Attorney General of the State of Idaho,
and the Attorney General and the undersigned having approved
the form and content of said document as conforming to law,
the undersigned does hereby execute the approval of the
office of the Director of Insurance this 26th day of
May, 1982.


Director of Insurance
State of Idaho

(SEAL)

ARTICLES OF AMENDMENT
CONTINENTAL LIFE &
ACCIDENT COMPANY

RECEIVED

MAY 13 1982

STATE OF IDAHO
COUNTY OF ADA

STATE OF IDAHO
Dept. of Justice

HUGH F. MCKENNA and MARK B. WHITING, being separately sworn each upon oath deposes and says:

That HUGH F. MCKENNA is the duly elected, qualified and acting President, and MARK B. WHITING is the duly elected, qualified and acting Secretary of CONTINENTAL LIFE & ACCIDENT COMPANY; that on May 10, 1982, pursuant to a call for a meeting of the Stockholders of CONTINENTAL LIFE & ACCIDENT COMPANY, issued by the Board of Directors on April 29, 1982, and pursuant to proper written notice of the time, place and purpose of the meeting given to all Stockholders of record of said corporation, which notice stated among other things the specific purpose to consider and vote upon the amendment to Article V of the Company's Articles of Incorporation, the effect of which amendment would be to increase the aggregate par value shares of this corporation to \$3,000,000 from \$1,500,000 or from fifty cents per share to one dollar.


A meeting of the Stockholders of said corporation was duly convened and held on May 10, 1982. The number of shares issued and outstanding and entitled to vote at said meeting was 2,094,637. The number of shares represented in person or by proxy at said meeting was 1,943,469. The vote to amend the Articles was unanimous in that all shares represented at said meeting resolved to amend Article V of the Articles of Incorporation of Continental Life & Accident Company to read as follows:

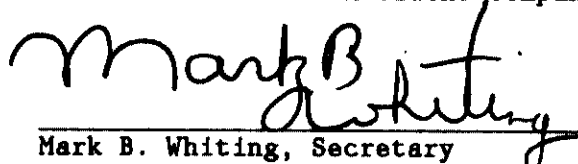
ARTICLE V

That the total authorized par value shares of this corporation shall be 3,000.00 shares, each of the par value one dollar (\$1.00) and the aggregate authorized par value three million dollars (\$3,000,000), which said shares shall be common stock, and shall not be subject to assessment.

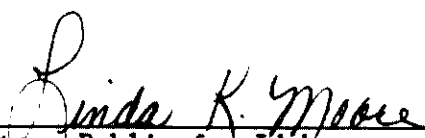
All of which appears upon and is of record in the Minutes of said meeting, duly recorded in the Minute Book of said corporation.

Signed in duplicate this 12th day of May, 1982.


Hugh F. McKenna, President
Continental Life & Accident Company


Mark B. Whiting, Secretary
Continental Life & Accident Company

The duplicate originals are subscribed and sworn to before me this 12th day of May, 1982


Notary Public for Idaho
Residing at Boise