

# State of Idaho

## Department of State

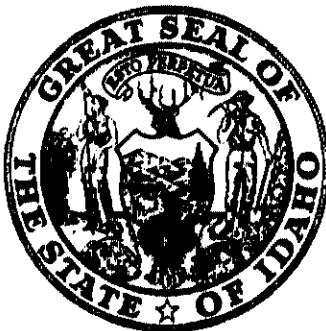
### CERTIFICATE OF AMENDMENT OF

#### AMERICAN BENEFIT LIFE INSURANCE COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of AMERICAN BENEFIT LIFE INSURANCE COMPANY duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

December 19, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Clark*

Corporation Clerk

AMENDED AND RESTATED

DEC 13 10 19 AM '91  
SECRETARY OF STATE  
ARTICLES OF INCORPORATION OF  
AMERICAN BENEFIT LIFE INSURANCE COMPANY

DEC 19 1 37 PM '91  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the State of Idaho in the United States of America, and all having reaching the age of majority have this day voluntarily associated ourselves together for the purposes of restating and amending the Articles of Incorporation filed June 20, 1991 under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be American Benefit Life Insurance Company.

II.

That the term of the existence of this corporation shall be perpetual.

III.

That the initial registered office of this corporation is Harris and Sutton Law Office, 420 West Idaho, Boise, Idaho 83702. The initial registered agent of this corporation and his address is: John Eric Sutton, Attorney at Law, P.O. Box 799, 420 West Idaho, Boise, Idaho 83701.

IV.

The general nature of the business, objects and purposes proposed to be transacted, promoted or carried on by this corporation are as follows:

A. To make insurance on the lives of persons and every insurance appertaining thereto or connected therewith; to grant, purchase or dispose of annuities, including but not limited to, policies of life and endowment insurance and annuity contracts; and to otherwise transact life insurance business as defined in Section 41-502 of the Idaho Code;

B. To make insurance against bodily injury, disablement or death by accident, and against disablement resulting from sickness, and every insurance appertaining thereto; and to otherwise transact health insurance business and disability insurance as defined in Section 41-503 of the Idaho Code; and

C. To transact any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act and the Idaho Insurance Code.

#### ARTICLE V.

Section 1. The total number of shares of stock which the corporation shall have authority to issue is five-hundred thousand (500,000) shares of voting common stock with the par value of one dollar (\$1.00) per share. The corporation shall at all times comply with the capital stock and surplus requirements of Section 41-313 of the Idaho Code or other applicable law.

Section 2. Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

#### ARTICLE VI.

Section 1. The members of the governing board shall be styled

Directors. The number of such Directors shall be not less than five (5) nor more than fifteen (15). The number of Directors constituting the initial Board of Directors shall be five (5); and the names and addresses of the persons who are to serve as Directors until the next annual meeting of shareholders and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Ronald Vinson	326 N. Elm Avenue Newtown, PA 18940
Christopher Dieterich	3420 Ocean Park Blvd., Suite 2000 Santa Monica, CA 90405
John Eric Sutton	420 West Idaho Street Boise, ID 83702
Edwin U. Caron, Jr.	4730 Savannah Lane Boise, ID 83703
Shirley Caron	4730 Savannah Lane Boise, ID 83703

Section 2. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any amendment to the Articles of Incorporation which limits or removes an existing right of a shareholder to cumulate his votes shall be adopted only upon receiving the affirmative vote of the

holders of at least three-fourths (3/4) of the shares of each class entitled to vote thereon as a class and of the total shares entitled to vote thereon.

#### ARTICLE VII.

After the amount of the subscription price or par value has been paid in, the common stock of this corporation shall not be subject to assessment to pay debts of this corporation. No stock issued as fully paid shall ever be assessable or assessed; and the Articles of Incorporation shall not be amended in this particular.

#### ARTICLE VIII.

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Idaho Code Section 30-1-48, (d) under Idaho Code Section 41-2845 or (e) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eight by the shareholders of the corporation shall not adversely affect any right or protection of

a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of two-thirds ( $2/3$ ) or, in the case of Article VI Section 2, three-fourths ( $3/4$ ) of each class of outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

#### ARTICLE X

The name and address of each incorporator is:

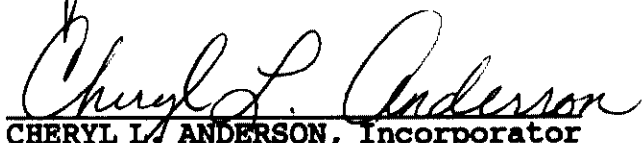
1. John Eric Sutton  
1891 South Hendricks Court  
Meridian, Idaho 83642
2. Robert W. Hays  
1440 Shenandoah Drive  
Boise, Idaho 83712
3. Robert Whittington  
3801 Shady Glen  
Boise, Idaho 83706
4. Cheryl L. Anderson  
1891 S. Hendricks Court  
Meridian, Idaho 83642
5. Edwin U. Caron, Jr.  
4730 Savannah Lane  
Boise, Idaho 83703
6. Shirley Caron  
4730 Savannah Lane  
Boise, ID 83703

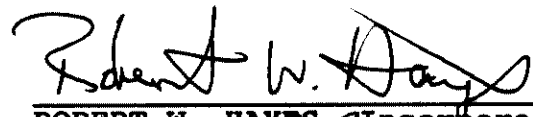
7. Carolyn Boyce

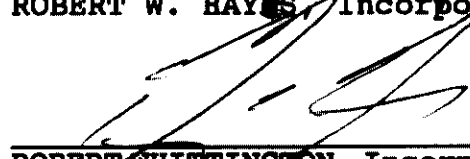
11250 Chickadee Drive  
Boise, Idaho 83709

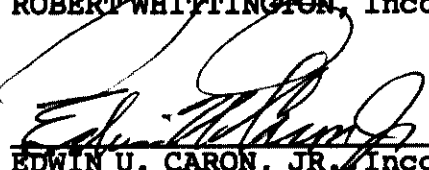
10 IN WITNESS WHEREOF, we have set our hands and seals this  
day of September, 1991.

  
JOHN ERIC SUTTON, Incorporator

  
CHERYL L. ANDERSON, Incorporator

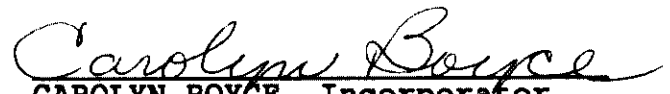
  
ROBERT W. HAYES, Incorporator

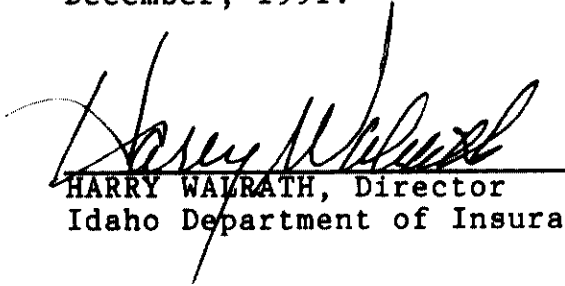
  
ROBERT WHITTINGTON, Incorporator

  
EDWIN U. CARON, JR., Incorporator

  
SHIRLEY CARON, Incorporator

APPROVED this 19th day of  
December, 1991.

  
CAROLYN BOYCE, Incorporator

  
HARRY WALRATH, Director  
Idaho Department of Insurance

95616

State of Idaho  
**DEPARTMENT OF INSURANCE**

CECIL D ANDRUS  
Governor

500 South 10th Street  
Boise, Idaho 83720  
Phone (208)334-2250  
FAX # (208)334-2298

HARRY C WALRATH  
Director

RECEIVED  
SEC. OF STATE

31 DEC 23 AM 8 51

December 20, 1991

Mr. Christopher H. Dieterich  
Dieterich & Farkas  
3420 Ocean Park Blvd., Suite 2000  
Santa Monica, CA 90405

RE: Admission of Company - American Benefit Life Insurance  
Company

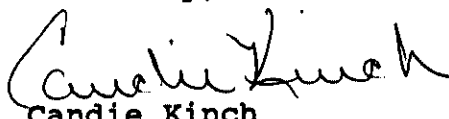
Dear Mr. Dieterich:

We are pleased to inform you that Idaho Certificate of Authority No. 2554 will be issued to the above referenced company effective December 19, 1991. This Certificate allows the company to write the lines of Life and Disability in the State of Idaho. The Certificate will be forwarded when signed by the Director, who is on vacation for the next week.

It is expected that the company will at all times comply with the laws of the State of Idaho. Information pertaining to Idaho's laws and regulations may be obtained at your local law library, or may be ordered from the National Insurance Law Service, P.O. Box 2507, Chatsworth, CA 91311.

We wish your company much success in the State of Idaho.

Sincerely,



Candie Kinch  
Technical Records Specialist  
Examinations Section

Encls.