

State of Idaho

Department of State

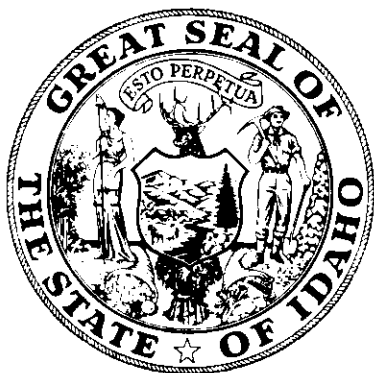
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of WESTERN FIDELITY LIFE & ACCIDENT COMPANY, an Idaho corporation,

into LIFE OF AMERICA INSURANCE COMPANY, a Texas corporation,, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated October 9, 19 37.



Pete T. Cenarrusa
SECRETARY OF STATE

My Clerk
Corporation Clerk

S T A T E O F I D A H O

OFFICE OF THE ATTORNEY GENERAL

BOISE 83720

Telephone: (208) 334-2250

Jim Jones
ATTORNEY GENERAL

Scott Wolfley
DEPUTY ATTORNEY GENERAL

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September 25, 1987

Anthony J. Fagiano, Acting Director
Department of Insurance
Statehouse Mail

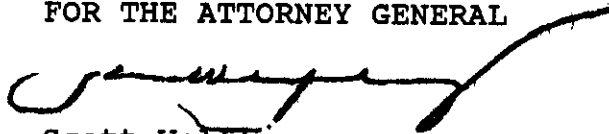
RE: ARTICLES OF MERGER
Western Fidelity Life and Accident Company into
Life of America Insurance Company
Filed September 4, 1987

Dear Director:

We have reviewed the above-referenced document(s) 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



Scott Wolfley
Deputy Attorney General

Enclosure

ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS

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Pursuant to the provisions of Section 30-1-77 of the Idaho Code and Article 5.07 of the Texas Business Corporation Act and Article 21.25 of the Insurance Code of Texas, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
Life of America Insurance Company	Texas
Western Fidelity Life and Accident Company	Idaho

2. The laws of the State under which such foreign corporation is organized permits such Merger.

3. The name of the surviving corporation is Life of America Insurance Company, and it is to be governed by the laws of the State of Texas.

4. The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act and the Insurance Code of Texas and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State of Idaho.

PLAN OF MERGER

- (a) Western Fidelity Life and Accident Company (herein referred to as "Western Fidelity") proposes to merge into Life of America Insurance Company (herein referred to as "Life of America") with Life of America being the surviving corporation.
- (b) Subject to the approval of the Director of Insurance of the State of Idaho and the Commissioner of Insurance of the State of Texas, the effective date of the proposed merger is 11:59 p.m., May 31, 1987.

- (c) Western Fidelity has 500,000 shares of stock issued and outstanding. Life of America has 20,000 shares of stock issued and outstanding. Insurance Investment Company has 1,100,000 shares of stock issued and outstanding.
- (d) Western Fidelity is solely owned by Life of America. Life of America is solely owned by Insurance Investment Company.
- (e) As the surviving corporation, Life of America will issue Assumption Certificates to each Western Fidelity policyholder no later than August 31, 1987, and will assume all contractual insurance policy obligations and liabilities of Western Fidelity, including without limitation, the payment of claims reported but unpaid, incurred but not reported claims and the defense and payment, if necessary, of outstanding or threatened litigation of any nature.
- (f) Life of America shall also be responsible for all non-insurance policy debts, liabilities and obligations of Western Fidelity, except that any debt due Life of America by Western Fidelity shall be extinguished by reason of this merger.
- (g) The separate existence of Western Fidelity shall cease upon the effective date of the merger and all of its properties, real, personal and mixed, and all of its rights, privileges, amenities and franchises and all choses in action and all and every other interest of or belonging to or due to Western Fidelity shall be transferred to and vested in Life of America without further act or deed. All stock certificates of Western Fidelity shall be cancelled.
- (h) Neither the rights of creditors nor any liens upon the property of either Western Fidelity or Life of America shall be impaired by this merger.

- (i) Prior to as well as after the effective date of the merger, the officers and directors of both Western Fidelity and Life of America shall take all such action as may be necessary or appropriate in order to effectuate the merger.
- (j) Upon the effective date of this merger the stated capital of Western Fidelity as well as its surplus of any nature and all assets whether admitted or not shall become without further action the property of Life of America.
- (k) This Plan of Merger and Articles of Merger shall not take effect until approved by the Director of Insurance of the State of Idaho and the Commissioner of Insurance of the State of Texas.
- (l) The directors and officers of Life of America shall continue to be the directors and officers of the surviving corporation.
- (m) No changes in the Articles of Incorporation of Life of America are required as a result of this merger.
- (n) This Plan of Merger may be terminated and abandoned at any time prior to the effective date by the mutual consent of the Boards of Directors of Western Fidelity and Life of America.
- (o) This Plan of Merger shall be submitted to the shareholders of Western Fidelity and Life of America for their consent to the merger contemplated herein in accordance with the laws of the State of Idaho and the laws of the State of Texas. It is agreed that dissenting shareholders will be paid the amount, if any, to which they shall be entitled under the provisions of the laws of the State of Idaho and the State of Texas.
- (p) This Plan of Merger may be executed in counterparts each of which when so executed shall be deemed to be an

original, and such counterparts shall together constitute but one of the same instrument.

5. As to each of the undersigned corporations, the total number of shares of common stock voted for and against such Plan of Merger (there being no stock of any other class as to each corporation), is as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
Western Fidelity	500,000	500,000	-0-
Life of America	20,000	20,000	-0-

Dated: September 4, 1987.

WESTERN FIDELITY LIFE
AND ACCIDENT COMPANY

By John Harris
John Harris, President

AND
By Barbara Hippler
Barbara Hippler, Secretary

LIFE OF AMERICA INSURANCE COMPANY

By John Harris
John Harris, President

AND
By Mary Ellen Tebo
Mary Ellen Tebo, Secretary

VERIFICATION

STATE OF TEXAS)
) ss.
County of Harris)

Before me, a notary public on this day personally appeared JOHN HARRIS and MARY ELLEN TEBO, the President and Secretary, respectively, of Life of America Insurance Company, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

September, 1987. GIVEN under my hand and seal of office 4th day of

Etta M. Junstall
NOTARY PUBLIC for Texas
Residing at Harris County, TX
My Commission Expires ETTA M. JUNSTALL
My Term Expires
April 16, 1989

STATE OF IDAHO)
) ss.
County of Ada)

Before me, a notary public on this day personally appeared JOHN HARRIS and BARBARA HIPPLER, the President and Secretary, respectively, of Western Fidelity Life and Accident Company, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

September, 1987. GIVEN under my hand and seal of office 8th day of

Linda K. Moore
NOTARY PUBLIC for Idaho
Residing at Boise
My Commission Expires 5-14-91

CERTIFICATE

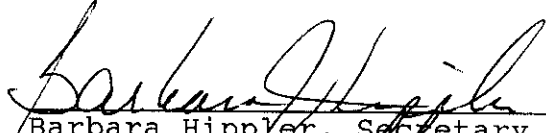
I, BARBARA HIPPLER, hereby certify:

That I am the Secretary of Western Fidelity Life and Accident Company; and

That John Harris is the President of Life of America Insurance Company; and

That the attached Articles of Merger of Domestic and Foreign Corporations constitutes a true and correct copy of said document.

8th day of September, 1987. IN WITNESS WHEREOF, I have hereunto set my hand this



Barbara Hippler, Secretary

CERTIFICATE

I, MARY ELLEN TEBO, hereby certify:

That I am the Secretary of Life of America Insurance Company; and

That John Harris is the President of Life of America Insurance Company; and

That the attached Articles of Merger of Domestic and Foreign Corporations constitutes a true and correct copy of said document.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of September, 1987.

Mary Ellen Tebo
Mary Ellen Tebo, Secretary

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AGREEMENT TO SERVICE OF PROCESS SEC. OF STATE

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LIFE OF AMERICA SERVICE COMPANY, a Texas corporation, is the surviving corporation as a result of the merger of Western Fidelity Life and Accident Company, an Idaho corporation ("Merging Corporation"), into Life of America Service Company, a Texas corporation ("Surviving Corporation"). The Surviving Corporation will be governed by the laws of the state of Texas, and the Merging Corporation will cease to exist.

Pursuant to Idaho Code Section 30-1-77(b), the Surviving Corporation agrees that it may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of the Merging Corporation. Requirements of Idaho Code Section 30-1-80 as to the rights of dissenting shareholders is not applicable to this merger for the reason that the Surviving Corporation owns one hundred percent (100%) of the outstanding shares of common stock of the Merging Corporation, and there are no dissenting shareholders.

The Surviving Corporation hereby irrevocably appoints the Secretary of State of the state of Idaho as its agent to accept service of process in any proceeding against the Merging Corporation.

DATED this 4 day of September, 1987.

LIFE OF AMERICA INSURANCE COMPANY

By Jalen Harris
President

ATTEST:

Mary Ellen Teto
Secretary