



**CERTIFICATE OF INCORPORATION
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 Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

June 20, 1991



SECRETARY OF STATE

by:

Jul 20 1 30 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
AMERICAN BENEFIT LIFE INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority have this day voluntarily associated ourselves together for the purposes of forming a corporation 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, and the initial principal place for transaction of its business is hereby designated as 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 objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To do business as American Benefit Life Insurance Company.

B. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

C. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a

stockholder; indebtedness to secure payment thereof or by any other lawful manner or means, and to take and received notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and received notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

D. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

E. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

F. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

G. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise,

H. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

V.

The total number of directors constituting the initial Board of Directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Edwin U. Caron, II	P.O. Box 799 Boise, Idaho 83701
John Eric Sutton	P.O. Box 799 Boise, Idaho 83701

VI.

The total number of shares of stock which the corporation shall have the authority to issue shall be one thousand (1000) shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation, for a total capitalization of one thousand dollars (\$1000.00). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have pre-emptive rights.

In all elections for Directors of this corporation, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such directors shall not be elected in other manner.

VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Edwin U. Caron, II	P.O. Box 799 Boise, Idaho 83701
John Eric Sutton	P.O. Box 799 Boise, Idaho 83701


VIII.


The private property of the Shareholders of the Corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Idaho Business Corporations Act, and as such may be amended.

IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19 day of JUNE, 1991.


EDWIN U. CARON, II
Incorporator


JOHN ERIC SUTTON
Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 19 day of June, 1991.
before me, a notary public in and for said State, personally
appeared Edwin H. Caron, II & John Eric Sutton known to me to
be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
notarial seal the day and year first above written.

Kathleen Devine
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 12/21/94