



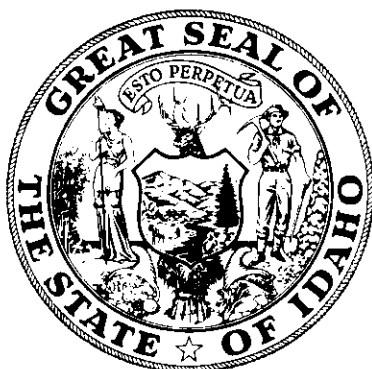
CERTIFICATE OF AUTHORITY
OF

BANKERS UNION LIFE AND FINANCIAL CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BANKERS UNION LIFE AND FINANCIAL CO.** for a Certificate of Authority to transact business in this State, 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 Authority to **BANKERS UNION LIFE AND FINANCIAL CO.** to transact business in this State under the name **BANKERS UNION LIFE AND FINANCIAL CO.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 6**, 19 **82**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Bankers Union Life and Financial
2. *The name which it shall use in Idaho is Bankers Union Life and Financial Co.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 13, 1977 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
For any lawful purpose permitted by the Corporation Laws of the
State of Idaho
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Listing		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 29, _____, 19 82.

BANKERS UNION LIFE AND FINANCIAL CO.

By James R. Kerber
James R. Kerber
Its Exec. Vice President

and Jack L. Lewis
Its _____ Secretary

STATE OF COLORADO)
)ss:
COUNTY OF ARAPAHOE)

I, Ardyth R. Lee, a notary public, do hereby certify that on this 29th day of July, 19 82, personally appeared before me James R. Kerber, who being by me first duly sworn, declared that he is the Executive Vice President of Bankers Union Life and Financial Co.

that he signed the foregoing document as Executive Vice President of the corporation and that the statements therein contained are true.

My Commission Expires:
February 9, 1985

Ardyth R. Lee
Notary Public
Address: c/o HCA, Inc., 7730 E. Belleview Ave., Englewood, CO

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, 80111 this application must be accompanied by a resolution of the Board of Directors to that effect.

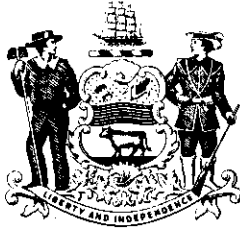
DIRECTORS AND OFFICERS
OF
BANKERS UNION LIFE AND FINANCIAL CO.

Directors

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert T. Shaw	Chairman of Board	8919 Cromwell Hill Road Louisville, Kentucky 40222
John W. Gardiner	Director	4505 S. Yosemite Avenue, #123 Denver, Colorado 80237
James C. Lombardi	Director	335 Leyden Street, Denver, Colorado 80220
James G. Ramey	Director	Alzada Route, Belle Fourche South Dakota 57717
Vernon K. Zimmerman	Director	11 Carriage Way Champaign, Illinois 61820

Officers

John W. Gardiner	President	4505 S. Yosemite Avenue, #123 Denver, Colorado 80237
James R. Kerber	Executive Vice President	5397 S. Havana Court Englewood, Colorado 80111
Jack L. Lewis	Vice President, Secre- tary and Treasurer	4075 South Oneida Street Denver, Colorado 80237
M. Frances Melville	Vice President, Con- troller and Assistant Secretary	5594 S. Kenton Court Englewood, Colorado 80111
Edward A. Bogucki	Assistant Secretary	4942 North Sayre Avenue Chicago, Illinois 60656

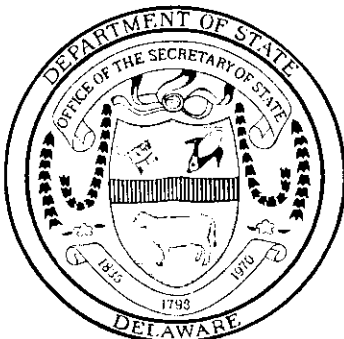


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on April 13, 1977

SECRETARY OF STATE



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

D. Murray

DATE:

July 21, 1982

CERTIFICATE OF INCORPORATION

OF

BANKERS UNION LIFE AND FINANCIAL CO.

FIRST. The name of the corporation is Bankers Union Life and Financial Co.

SECOND. The address of the corporation's registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington and County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH.

1. The aggregate number of shares which the corporation is authorized to issue is 500,000. The designation of this class, the number of shares and the par value of the shares are as follows:

Class	Series	No. of Shares	Par Value Per Share
Common	none	500,000	\$1.00

2.(a) Common Stock: The holders of the Common Stock shall be entitled to receive such dividends as the board of directors may declare from time to time. Upon the liquidation of the corporation the holders of the Common Stock shall receive, share and share alike, all of the net assets of the corporation. The Common Stock shall not be subject to redemption or retirement. Each holder of the Common Stock shall be entitled to one vote for each share of such stock standing in his name on the books of the corporation. The holders of the Common Stock shall not have cumulative voting rights in the election of directors.

(b) No Pre-emptive Rights: No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other

securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by this Certificate of Incorporation or any amendment thereto, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to resolutions of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

FIFTH. The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Bankers Union Life Insurance Company	7730 East Belleview Avenue Englewood, Colorado 80110

SIXTH. The names and mailing addresses of the persons who are to serve as directors of the corporation until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Edward A. Bogucki	5487 Milwaukee Avenue Chicago, Illinois 60630
Jack L. Lewis	7730 East Belleview Avenue Englewood, Colorado 80110
James C. Lombardi, M.D.	7730 East Belleview Avenue Englewood, Colorado 80110
James G. Ramey	7730 East Belleview Avenue Englewood, Colorado 80110
Victor L. Sayyah	7730 East Belleview Avenue Englewood, Colorado 80110

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation;

and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

NINTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH. (a) Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

(b) Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any

corporate action, by any provision of the General Corporation Law of the State of Delaware, the meeting and vote of stockholders may be dispensed with if the holders of a majority of the shares of stock, which would have been entitled to be voted upon the action if such meeting were held shall consent in writing to such corporate action being taken; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the total vote required by statute for the proposed corporate action and that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

(c) Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Eleventh. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the duly elected and acting president of the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is the act and deed of said corporation and that the facts herein stated are true, and accordingly has executed this certificate on its behalf this 28th day of March, 1977.

BANKERS UNION LIFE INSURANCE COMPANY

By

Victor L. Sayyah
Victor L. Sayyah, President

CORPORATE SEAL

ATTEST:

Jack L. Lewis
Jack L. Lewis, Secretary

STATE OF COLORADO)
) SS.
COUNTY OF ARAPAHOE)

BE IT REMEMBERED, that on this 28th day of March, 1977, personally came before me, a Notary Public for the State of Colorado, Victor L. Sayyah and Jack L. Lewis, the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged that they are the duly elected and acting president and secretary, respectively, of Bankers Union Life Insurance Company, and in that capacity duly authorized to execute the foregoing Certificate of Incorporation on its behalf and that the said Certificate of Incorporation is the act and deed of Bankers Union Life Insurance Company, a Colorado corporation, and that the facts stated herein are true.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public

My Commission Expires: February 9, 1981

NOTARIAL SEAL