

805208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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FILED
2012 FEB 24 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

FEB 27 2012
T. BROWN

Diane M. Fisher
Senior Law Specialist
Office of General Counsel
Telephone: (608) 231-7533
E-mail: diane.fisher@cunamutual.com
Fax: (608) 236-7533



February 2, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**SUBJECT: CUNA Mutual Insurance Society – Document Number 805208
Reorganization from a mutual insurance company to a stock
insurance company and name change to CMFG Life Insurance
Company**

To Whom It May Concern:

This letter is to inform your office that effective January 31, 2012 CUNA Mutual Insurance Society reorganized from a mutual insurance company to a stock insurance company. In addition, effective the same date, it changed its name to CMFG Life Insurance Company.

Enclosed please find a Cover Letter, Profit Corporation Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida, original Certificate of Existence, and a check in the amount of \$43.75 which includes filing fee and Certified Copy made payable to the Florida Department of State.

The Florida Office of Insurance Regulation will need to verify electronically on the Florida Secretary of State website that the company name has been changed. We acknowledge the fact that the Florida Secretary of State does not offer an expedited service; however, in order to ensure a smooth transition to our customers, we would appreciate our request to be handled as quickly as possible. Please process the enclosures to effect the name change and forward to me confirmation of the name change in the enclosed envelope.

Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads 'Diane M. Fisher'.

Diane M. Fisher
Senior Law Specialist
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CUNA Mutual Insurance Society
Name of Corporation

DOCUMENT NUMBER: 805208

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane M Fisher
Name of Contact Person

CUNA Mutual Group
Firm/Company

5910 Mineral Point Road
Address

Madison, WI 53705
City/State and Zip Code

diane.fisher@cunamutual.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Diane M Fisher at (608) 665-7533
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2012

DIANE M. FISHER
CUNA MUTUAL GROUP
5910 MINERAL POINT RD
MADISON, WI 53705

2ND REQ

SUBJECT: CUNA MUTUAL INSURANCE SOCIETY
Ref. Number: 805208

We have received your document for CUNA MUTUAL INSURANCE SOCIETY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 112A00007808

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

805208

(Document number of corporation (if known))

1. CUNA Mutual Insurance Society
(Name of corporation as it appears on the records of the Department of State)

2. Iowa (Incorporated under laws of) 3. June 12, 1940 (Date authorized to do business in Florida)

FILED
2012 FEB 24 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 31, 2012

5. CMFG Life Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

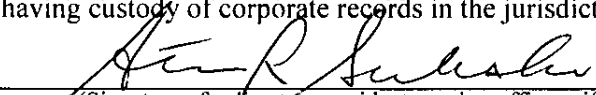
6. If the amendment changes the period of duration, indicate new period of duration.

Not applicable
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Not applicable
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Steven R. Suleski
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Susan E. Voss, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of

of the Amended and Restated Articles of Incorporation of CUNA Mutual Insurance Society (CMFG Life Insurance Company) approved January 30, 2012, effective January 31, 2012

as the same appears of record in this Division.

IN WITNESS WHEREOF, I have hereunto set my hand and caused my official seal to be affixed at the City of Des Moines this 1st day of February, A.D. 2012.



Original seal is red

Susan E. Voss

COMMISSIONER OF INSURANCE

345374

CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CUNA MUTUAL INSURANCE SOCIETY

RECEIVED

JAN 31 2012 PM 4:25

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

SECRETARY OF STATE

Pursuant to Section 1007 of the Iowa Business Corporation Act, Chapter 490 of the Iowa Code (2011) (the "IBCA"), and Article XIII of the Amended and Restated Articles of Incorporation as filed with the Iowa Secretary of State on May 3, 2007 (the "Current Articles"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.


1. The name of the corporation is CUNA Mutual Insurance Society ("CMIS"). CMIS is a domestic mutual life insurance company previously governed by Chapter 491 of the Iowa Code (2011) ("Chapter 491"). The Amended and Restated Articles of Incorporation amend the Current Articles to, among other things, voluntarily elect to be subject to the IBCA in lieu Chapter 491, change the name of CMIS to CMFG Life Insurance Company and authorize CMIS to issue capital stock.
2. The text of the Amended and Restated Articles of Incorporation is attached hereto.
3. The Amended and Restated Articles of Incorporation supersede the Current Articles and all previous versions of CMIS's articles of incorporation and all amendments thereto.
4. The Amended and Restated Articles of Incorporation amend the Current Articles and were duly approved by the members of CMIS qualified to vote in the manner required by Chapter 491, the IBCA and the Current Articles.
5. The effective time and date of this document is the time and date of filing with the Iowa Secretary of State.

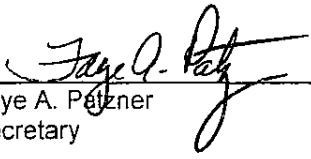
[Signature Page Follows]

596591 PART \$50.00 DJC 2 12/12

Dated as of this 20th day of January, 2012.

CUNA MUTUAL INSURANCE SOCIETY

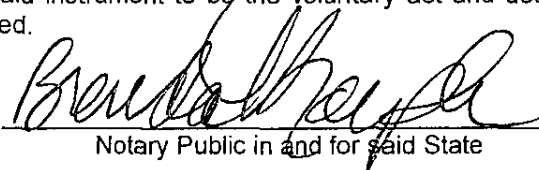
By: 
Name: Jeffrey H. Post
Title: President and Chief Executive Officer

By: 
Name: Faye A. Patzner
Title: Secretary

SEAL

STATE OF WISCONSIN)
) SS
COUNTY OF DANE)

On this 20th day of January, 2012, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey H. Post and Faye A. Patzner, being by me duly sworn did state that they are the President and Chief Executive Officer and the Secretary, respectively, of CUNA Mutual Insurance Society, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors; and the said President and Chief Executive Officer and Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.


Notary Public in and for said State

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CUNA MUTUAL INSURANCE SOCIETY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to Section 1007 of the Iowa Business Corporation Act, Chapter 490 of the Iowa Code (2011) (the "IBCA"), and Article XIII of the Amended and Restated Articles of Incorporation as filed with the Iowa Secretary of State on May 3, 2007, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I
GENERAL**

Section 1.1. Name. The name of the corporation is CMFG Life Insurance Company (the "Company").

Section 1.2. Continuation. These Amended and Restated Articles of Incorporation are being filed in connection with the mutual insurance holding company reorganization of CUNA Mutual Insurance Society pursuant to Section 521A.14 of the Iowa Code (2011) ("Section 521A.14"). The Company is a continuation, without interruption, of CUNA Mutual Insurance Society as contemplated by Section 521A.14 and all of its rights, privileges, powers, permits and licenses and all of its duties, liabilities and obligations shall continue unaffected.

Section 1.3. Adoption of IBCA. The Company voluntarily elects to adopt the provisions of the IBCA pursuant to Section 1701(3) of the IBCA.

Section 1.4. Offices and Registered Agent.

(a) *The principal place of business of the Company in the State of Iowa is located at 2000 Heritage Way, Waverly, Iowa 50677.*

(b) *The Company's registered agent is CT Corporation System, and its registered office is located at 500 East Court Avenue, Suite 200, Des Moines, Iowa 50309.*

Section 1.5. Purpose. The purpose for which the Company is organized is the transaction of any and all lawful business for which corporations may be organized under the IBCA and Chapter 508 of the Iowa Code (2011) ("Chapter 508"), and successor statutory provisions, including:

(a) *acting as a life insurance company pursuant to Chapter 508 and successor statutory provisions, and writing any or all of the lines of insurance and annuity business authorized by Chapter 508 and any other line of insurance or annuity business authorized by the laws of the State of Iowa or approved by the Commissioner of Insurance of the State of Iowa;*

(b) *reinsuring and accepting reinsurance on any or all of the lines of business set forth in Section 1.5(a); and*

(c) *providing for the insurance needs of credit unions, credit union organizations and credit union members and such purpose shall be maintained as provided in this Section. Accordingly, subject to the other provisions of this Section 1.5(c), the primary business of the Company shall consist of the writing of insurance of the types set forth in Section 1.5(a) hereof for credit unions, credit union organizations, credit union members and corporations, associations or cooperatives with savings and loan purposes similar to credit unions or institutions organized on the cooperative basis for meeting financial needs of people. In addition, the board of directors of the Company (the "Board of Directors") may in its discretion authorize the writing of insurance of the type set forth in Section 1.5(a) hereof for such other entities or persons as it shall determine to be in the best interests of the Company.*

Section 1.6. Business by Subsidiaries. The Board of Directors may authorize organization of subsidiary corporations to carry on the business to be undertaken, or to engage in the business of providing types of insurance for which the Company is not authorized, or to provide incidental or related services, or for investment purposes or for any other purposes allowed by law. The Company may participate in any such subsidiary corporate businesses with others as the Board of Directors deems desirable and in the best interests of the Company.

Section 1.7. Duration. The Company shall have perpetual duration.

ARTICLE II CAPITAL STOCK

The aggregate number of shares of stock that the Company is authorized to issue is 7,500,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock"). The Common Stock shall have unlimited voting rights and be entitled to the net assets of the Company upon dissolution.

ARTICLE III BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of, the Board of Directors. The number of directors shall be not less than five (5) nor more than fifteen (15) members, with the actual number of members as determined in accordance with the bylaws of the Company.

ARTICLE IV LIMITATIONS ON DIRECTOR LIABILITY

A director of the Company shall not be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Company or the shareholders; (3) a violation of Section 490.833 of the IBCA; or (4) an intentional violation of criminal law. If the IBCA is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article IV by the shareholders of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Company with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE V MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.1. Definitions. All capitalized terms used in this Article V and not otherwise hereinafter defined in this Section 5.1 shall have the meaning set forth in Section 490.850 of the IBCA. The following capitalized terms (including any plural forms thereof) used in this Article V shall be defined as follows:

(a) "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company.

(b) "Authority" shall mean the entity selected by the Director or Officer to determine his or her right to indemnification in accordance with the bylaws.

(c) "Board" shall mean the entire then elected and serving board of directors of the Company, including all members thereof who are Parties to the subject Proceeding or any related Proceeding.

(d) "Breach of Duty" shall mean the Director or Officer breached or failed to perform his or her duties to the Company and his or her breach of or failure to perform those duties is determined, in accordance with the bylaws, to constitute any of the following: (i) a transaction from which the Director or Officer received a financial benefit to which the Director or Officer is not entitled; (ii) an intentional infliction of harm on the Company or the shareholders; (iii) a violation of Section 490.833 of the IBCA; or (iv) an intentional violation of criminal law.

(e) "Company," as used herein and as defined in the Statute and incorporated by reference into the definitions of certain other capitalized terms used herein, shall mean this Company, including, without limitation, any successor corporation or entity to this Company by way of merger, consolidation or acquisition of all or substantially all of the assets of this Company.

(f) "Director or Officer" shall have the meaning set forth in the Statute; provided, that for purposes of this Article V, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the Company.

(g) "Disinterested Quorum" shall mean a quorum of the Board who are not Parties to the subject Proceeding or any related Proceeding.

(h) "Party" shall have the meaning set forth in the Statute; provided, that, for purposes of this Article V, the term "Party" shall also include any Director or Officer or employee of the Company who is or was a witness in a Proceeding at a time when he or she has not otherwise been formally named a Party thereto.

(i) "Proceeding" shall have the meaning set forth in the Statute; provided, that, for purposes of this Article V, the term "Proceeding" shall also include all Proceedings: (i) brought before an Authority or otherwise to enforce rights hereunder; (ii) any appeal from a Proceeding; and (iii) any Proceeding in which the Director or Officer is a plaintiff or petitioner because he or she is a Director or Officer; provided, however, that any such Proceeding under subsection (iii) must be authorized by a majority vote of a Disinterested Quorum.

(j) "Statute" shall mean Sections 490.850 through 490.858, inclusive, of the IBCA, as the same shall then be in effect, including any amendments thereto, but, in the case of any such amendment, only to the extent such amendment permits or requires the Company to provide broader indemnification rights than the Statute permitted or required the Company to provide prior to such amendment.

Section 5.2. Indemnification. To the fullest extent permitted or required by the Statute, the Company shall indemnify a Director or Officer against all Liabilities incurred by or on behalf of such Director or Officer in connection with a Proceeding in which the Director or Officer is a Party because he or she is a Director or Officer.

ARTICLE VI AMENDMENT

These Articles may be amended, modified, revised and/or restated only by resolution by the Board of Directors, which resolution is submitted to shareholders at any annual meeting or special meeting of shareholders called for that purpose and receives the affirmative vote of the holders of at least a majority of the votes cast by the shareholders voting at the meeting.

[Signature Page Follows]

Dated as of this 20th day of January, 2012.

CUNA MUTUAL INSURANCE SOCIETY

By: [Signature]
Name: Jeffrey H. Post
Title: President and Chief Executive Officer

By: [Signature]
Name: Faye A. Patzner
Title: Secretary

SEAL

STATE OF WISCONSIN)
) SS
COUNTY OF DANE)

On this 20th day of January, 2012, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey H. Post and Faye A. Patzner, being by me duly sworn did state that they are the President and Chief Executive Officer and the Secretary, respectively, of CUNA Mutual Insurance Society, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors; and the said President and Chief Executive Officer and Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.

[Signature]
Notary Public in and for said State

[Signature Page to Amended and Restated Articles of Incorporation of CUNA Mutual Insurance Society]

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of **CUNA Mutual Insurance Society** (Effective upon filing).

SUSAN E. VOSS
Iowa Insurance Commissioner


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 1-30-12

FILED
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SECRETARY OF STATE
1-31-12
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