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Feb 06 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 814472 (7)
1. Corporation Name
FAMILY LIFE INSURANCE COMPANY



Principal Place of Business
701 BRAZOS SUITE 1200 AUSTIN TX 78701

Mailing Address
701 BRAZOS SUITE 1200 AUSTIN TX 78701-3232

3. Date Incorporated or Qualified: 06/07/1960
3a. Date of Last Report: 03/08/1996
4. FEI Number: 91-0550883
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

9. Name and Address of Current Registered Agent
INSURANCE COMMISSIONER
CAPITOL BUILDING
TALLAHASSEE FL 32304

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------------|--|
| TITLE | CDP | <input type="checkbox"/> DELETE |
| NAME | MITTE, ROY F | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |
| TITLE | DVPS | <input type="checkbox"/> DELETE |
| NAME | PAYNE, EUGENE E | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |
| TITLE | DVPS | <input type="checkbox"/> DELETE |
| NAME | SCHMITT, STEVEN P | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |
| TITLE | DVP | <input checked="" type="checkbox"/> DELETE |
| NAME | SPEARS, ROBERT F | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |
| TITLE | DVPT | <input type="checkbox"/> DELETE |
| NAME | GRACE, JAMES M | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |
| TITLE | DVPS | <input type="checkbox"/> DELETE |
| NAME | CROWE, JOSEPH F | |
| STREET ADDRESS | 701 BRAZOS ST., STE. 1200 | |
| CITY- ST- ZIP | AUSTIN TX 78701 | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|-------------------|---|
| 11 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12 NAME | |
| 13 STREET ADDRESS | |
| 14 CITY- ST- ZIP | |
| 21 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22 NAME | |
| 23 STREET ADDRESS | |
| 24 CITY- ST- ZIP | |
| 31 TITLE | D/VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 32 NAME | Schmitt, Steven P. |
| 33 STREET ADDRESS | 701 Brazos Street, Suite 1200 |
| 34 CITY- ST- ZIP | Austin, Texas 78701 |
| 41 TITLE | D/VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 42 NAME | Fleron, Theodore A. |
| 43 STREET ADDRESS | 701 Brazos Street, Suite 1200 |
| 44 CITY- ST- ZIP | Austin, Texas 78701 |
| 51 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 52 NAME | |
| 53 STREET ADDRESS | |
| 54 CITY- ST- ZIP | |
| 61 TITLE | D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 62 NAME | Crowe, Joseph F. |
| 63 STREET ADDRESS | 701 Brazos Street, Suite 1200 |
| 64 CITY- ST- ZIP | Austin, Texas 78701 |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: 1-27-97 DAYTIME PHONE: 512-464-5640
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

J.

FAMILY LIFE INSURANCE COMPANY

Officers of the Company
as of
January 24, 1997

| <u>Name</u> | <u>Title</u> |
|---------------------|--|
| Roy F. Mitte | Chairman of the Board, President and Chief Executive Officer |
| James M. Grace | Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary |
| Eugene E. Payne | Executive Vice President, Chief Operations Officer and Secretary |
| Jeffrey H. Demgen | Executive Vice President and Chief Sales and Marketing Officer |
| Dale E. Mitte | Senior Vice President and Chief Underwriter |
| Theodore A. Fleron | Senior Vice President, General Counsel and Assistant Secretary |
| Steven P. Schmitt | Senior Vice President and Assistant Secretary |
| Karl Baker | Senior Vice President and Chief Actuary |
| Nigel Walker | Senior Vice President and Controller |
| Neuman Eskue | Senior Vice President |
| Thomas Richmond | Senior Vice President |
| Paul Vandevere | Senior Vice President |
| John M. Welliver | Senior Vice President |
| Roberta A. Mitchell | Senior Vice President |
| John Peasley | Senior Vice President |
| Kevin O'Leary | Senior Vice President |
| Ricardo Cruz | Vice President |

| | |
|------------------|----------------|
| Peter Tritz | Vice President |
| Cindy Gunderson | Vice President |
| Robert Rue | Vice President |
| Richard Getter | Vice President |
| Cindy Hall-Davis | Vice President |
| Laurie Cleveland | Vice President |
| Sherry Jennings | Vice President |

All share the following business address:

701 Brazos Street, Suite 1200
Austin, Texas 78701

| | |
|-----------------|-----------------------|
| Laurie Black | Senior Vice President |
| Sherry Stroud | Vice President |
| Joanne Shattuck | Vice President |

All share the following business address:

2101 4th Avenue, Suite 700
Seattle, Washington 98121-2371

R:\OFFICERS\FLIC

FAMILY LIFE INSURANCE COMPANY

Directors of the Company
as of
January 24, 1997

Roy F. Mitte
Eugene E. Payne
Steven P. Schmitt
Theodore A. Fleron

James M. Grace
Joseph F. Crowe
Dale E. Mitte
Jeffrey H. Demgen

All share the following business address:

701 Brazos Street, 12th Floor
Austin, Texas 78701