BAKER & DANIELS \$55552

300 NORTH MERIDIAN STREET, SUITE 2700 · INDIANAPOLIS, INDIANA 46204-1782 · (317) 237-0300 · FAX (317) 237-1000 · www.bakerdaniels.com

KERRY E. ZOOK
DIRECT (317) 237-1183
e-mail: kezook@bakerd.com

INDIANAPOLIS FORT WAYNE SOUTH BEND ELKHART WASHINGTON, D.C. QINGDAO, P.R. CHINA

September 13, 1999

Florida Department of State Amendment Section Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 600002986926--4 -09/14/99--01057--004 --*****52.50 ******52.50

Re:

Amending Vencor Insurance Company's Foreign Company

Registration to Reflect a Name Change

Dear Sirs:

I am writing on behalf of Vencor Insurance Company (the "Company") purposes: (1) amend the Company's Florida registration to reflect the Company's recent name change to "Great Lakes Life & Health Insurance Company;" and (2) obtain two Florida Certificates of Status in the Company's new name.

I. <u>Amending the Company's Name</u>.

On July 13, 1999, the Company amended and restated its Articles of Incorporation to, among other things, change its name to "Great Lakes Life & Health Insurance Company." Pursuant to Indiana law, the Indiana Department of Insurance, the Indiana Attorney General, and the Indiana Secretary of State approved these Second Amended and Restated Articles of Incorporation, and therefore, effective July 29, 1999, the Company's legal name became Great Lakes Life & Health Insurance Company.

Consequently, the Company's Florida foreign company registration needs to be amended to reflect the Company's new name. Pursuant to the requirements listed in your office's letter to my paralegal, I have enclosed the following items to amend the Company's name on its Florida registration:

- NC
- 1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, signed by the Company's president;
- 2. One copy of the Company's Second Amended and Restated Articles of Incorporation certified by the Indiana Department of Insurance;

- 3. A Certificate of Compliance issued by the Indiana Department of Insurance; and
- 4. A check for \$52.50 payable to the Florida Department of State.

II. Florida Certificates of Status.

As part of the Company's required filings with the Florida Department of Insurance, we need to obtain two Florida Certificates of Status from your office that show the Company's new name and old name. Therefore, once you have amended the Company's registration to reflect its new name, please send two Certificates of Status to me at:

Kerry E. Zook, Esq. Baker & Daniels 300 North Meridian Street, Suite 2700 Indianapolis, Indiana 46204

\$17.50 of the \$52.50 check I have enclosed is intended to cover your office's fee for obtaining these two Certificates of Status.

Thank you for your time and attention to these matters. If you have any questions or need additional information, please do not hesitate to call me at (317) 237-1183 or Kevin Griffith at (317) 237-1179.

Sincerely,

Kerry E. Zook

KEZ/lds Enclosures

Federal Express

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)

(1 distant to 5. 00)	·.1304, r.3.)	, =
SECTION (1-3 MUST BE COM	N I MPLETED)	011 KD 2. 2
1. Vencor Insurance Company Name of corporation as it appears on the re	ecords of the Department of State	3. 43 000 12 12 12 12 12 12 12 12 12 12 12 12 12
2. Indiana Incorporated under laws of	3. February 16, 1983 Date authorized to do business in Florid	a
SECTION (4-7 complete only the ap	II PPLICABLE CHANGES)	
4. If the amendment changes the name of the corporation, whe its jurisdiction of incorporation? July 29, 1999	n was the change effected under the laws	s of
Name of corporation after the amendment, adding suffix "corporation" not contained in new name of the corporation.	"company" or "incorporated," or appropriate ab	breviation, if
5. If the amendment changes the period of duration, indicate no	ew period of duration.	
New Duration If the amendment changes the jurisdiction of incorporation, i	indicate new jurisdiction.	e sae e e
New Jurisdiction	on	- .
ExchaOfect Signature	September 8, 1999 Date	
C. RICHARD SEITZ Typed or printed name	- PRESIDENT Title	

Certificate of Similarity 11-9-33

INSURANCE DEPARTMENT STATE OF INDIANA office of COMMISSIONER OF INSURANCE

Indianapolis, Indiana August 4, 1999

I, Sally McCarty, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the Articles of Amendment and Restatement of the Articles of Incorporation of Great Lakes Life & Health Insurance Company (F/K/A/Vencor Insurance Company), dated July 29, 1999 with the original on file at this Department and find the same to be a correct transcript of the whole of said original.



In witness whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Insurance Commissioner

Commissioner's Certification Seal is in red

APPROVED

DEPARTMENT OF INSURANCE

ARTICLES OF AMENDMENT AND RESTATEMENT

OF THE
ARTICLES OF INCORPORATION
OF

STATE OF INDIANA

VENCOR INSURANCE COMPAN

an Indiana Stock Insurance Company

Vencor Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating a second amendment and restatement of its Articles of Incorporation, sets forth the following facts:

Article I Amendment and Restatement of the Articles of Incorporation

Section 1. The Corporation was incorporated on May 20, 1982.

Section 2. The name of the Corporation following this amendment and restatement will be Great Lakes Life & Health Insurance Company.

Section 3. Upon the effectiveness of these Articles of Amendment and Restatement, the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked "Exhibit A" (the "New Articles").

Article II Effective Date

The effective date of the New Articles shall be the date of filing of these Articles of Amendment and Restatement with the office of the Indiana Secretary of State, or such other date as may be provided by law.

Article III Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Corporation, acting by unanimous written consent dated July 13, 1999, in lieu of a board meeting, adopted resolutions (1) approving the New Articles, (2) recommending that the Corporation's sole shareholder approve the New Articles, (3) directing that the New Articles be submitted to the vote of the sole shareholder at a special meeting of the sole shareholder, and (4) calling a special meeting of the sole shareholder to vote on the New Articles.

Section 2. Action by Sole Shareholder. The sole shareholder of the Corporation, holding all 800 issued and outstanding shares of the Corporation's voting stock, acting by unanimous written consent dated July 13, 1999 in lieu of the special meeting called by the Board of Directors, adopted resolutions (1) approving and adopting the New Articles, and (2) waiving the notice and the holding of the special meeting of the shareholder called by the Board of Directors.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the New Articles and the written consents by which it was adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executed these Articles of Amendment and Restatement of the Articles of Incorporation of Vencor Insurance Company and certifies to the truth of the facts herein stated, this juit day of July, 1999.

VENCOR INSURANCE COMPANY

C. Richard Seitz/President

Mack B. Solomon, Jr., Treasurer

Thomas J. Fleszar, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF MARION	· · ·)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that C. Richard Seitz, Mack B. Solomon, Jr., and Thomas J. Fleszar, respectively the President, Treasurer, and Secretary of Vencor Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement to the Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 14th day of July, 1999.

Notary Public

Name Printed

My County of Residence:

My Commission Expires:

Exhibit A

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GREAT LAKES LIFE & HEALTH INSURANCE COMPANY

Great Lakes Life & Health Insurance Company (the "Corporation"), incorporated May 20, 1982, duly existing under the Indiana Insurance Law and desiring to amend and restate its Articles of Incorporation, submits the following Second Amended and Restated Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation is Great Lakes Life & Health Insurance Company.

ARTICLE II ADDRESS AND REGISTERED AGENT

Section 2.01. Location of Principal Office. The post office address of the Corporation's principal office at the time of the effectiveness of these Second Amended and Restated Articles of Incorporation is:

300 North Meridian Street Suite 2700 Indianapolis, Indiana 46204-1782

Section 2.02. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Second Amended and Restated Articles of Incorporation is:

Kevin P. Griffith, Esq.
Baker & Daniels
300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204-1782

ARTICLE III PURPOSES AND POWERS: BUSINESS PLAN OR PRINCIPLES

Section 3.01. Purposes. This Corporation is formed for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write such kinds of insurance and reinsurance as are comprised under Class 1 of Section 27-1-5-1 of the Indiana Code, as amended, and to do all things necessary, convenient, or expedient for carrying on the business of such an insurance company or any other business related thereto.

Section 3.02. Powers. The Corporation shall have and may exercise all of the rights, privileges, and powers set forth in Section 27-1-7-2 of the Indiana Insurance Law, as amended, and as otherwise authorized by the Indiana Insurance Law, and shall have the power to do all acts and things necessary, convenient, or expedient to carry out the purposes for which it was formed, including specifically and without limitation the power to apply for a license and carry on business as a health maintenance organization.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Corporation is to be or may be conducted in Indiana and in other jurisdictions is as follows:

- (a) To transact business as a stock life insurance company engaged in writing the kinds of insurance and reinsurance as are comprised under Class 1 of Section 27-1-5-1 of the Indiana Code, as amended; and
- (b) To organize and operate a health maintenance organization.

ARTICLE IV PERIOD OF EXISTENCE

<u>Section 4.01</u>. Period. The period during which the Corporation will continue as a corporation shall be perpetual.

ARTICLE V STOCK

Section 5.01. Authorized Shares. The aggregate number of authorized shares of capital stock of the Corporation is One Thousand (1,000) shares of Common Stock. The Common Stock shall have a par value of One Thousand Eight Hundred and Seventy-five Dollars (\$1,875.00) per share. The minimum amount of Capital Stock with which the Corporation may continue in business is Eight Hundred (800) shares.

Section 5.02. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties, and restrictions. These shares may be issued

for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors; provided, however, that no shares may be issued for less than the par value of the shares.

ARTICLE VI CAPITAL

Section 6.01. Paid-in Capital and Surplus. The amount of paid-in capital with which the Corporation began business was not less than One Million Dollars (\$1,000,000), and the amount of surplus with which the Corporation began business was not less than One Million Dollars (\$1,000,000). Representations with respect to the amounts of the Corporation's initial paid-in capital and surplus were set forth by the original incorporators of the Corporation in the original incorporation documents of the Corporation, which are hereby incorporated by reference. At the time of adoption of these Second Amended and Restated Articles of Incorporation, the Corporation has paid-in capital of not less than One Million Dollars (\$1,000,000) and a surplus of not less than Two Hundred and Fifty Thousand Dollars (\$250,000).

ARTICLE VII INCORPORATORS, FIRST OFFICERS, AND FIRST DIRECTORS

The names, occupations, and post office addresses of the Incorporators, first Officers, and first Directors of the Corporation at the time of the original incorporation in 1982 is included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.01. Management. The business of the Corporation shall be managed by a Board of Directors. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Indiana Insurance Law. The number of Directors of the Corporation shall not be less than five (5) nor more than fifteen (15), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. In addition, a majority of the Directors must, during their entire terms of service be citizens of the United States or Canada, and at least one Director must reside in Indiana. The Corporation shall have five (5) Directors at the effective time of these Second Amended and Restated Articles of Incorporation and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Section 8.02. <u>Vacancy</u>. Any vacancy on the Board of Directors caused by death, resignation, disqualification, increase in the number of Directors, or otherwise may be, at the

discretion of the Board, filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least two-thirds of all Directors. No Director may be removed except as provided in this Section.

<u>Section 8.04</u>. <u>Bylaws</u>. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE IX SHAREHOLDER MEETINGS

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. <u>Voting Rights</u>. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for directors shall not be cumulative.

ARTICLE X INDEMNIFICATION

Section 10.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of

NPCDOCHANDOCHIU S7884.

limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and · reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

Section 10.02. Definitions.

- (a) The term "Claim" as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.
- (b) The term "Eligible Person" as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Corporation or who, while a Director, Officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director, officer, trustee, employee, agent or fiduciary of an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

- (c) The terms "Liability" and "Expense" as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term "Wholly Successful" as used in this Article shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.
- (e) As used in this Article, the term "Corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director, officer or employee of such a constituent entity or is or was serving at the request of such constituent entity as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

Section 10.03. Advancement of Expenses.

- (a) Expenses incurred by an Eligible Person who is a Director of the Corporation in defending any Claim shall be paid by the Corporation in advance of the final disposition of such Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.
- (b) Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 10.04. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Indiana, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Corporation would have the power to indemnify him or her against such Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

ARTICLE XI AMENDMENT OF ARTICLES

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Second Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Second Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana. All rights conferred upon shareholders in these Second Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.



STATE OF INDIANA OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR 402 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

JEFFREY A. MODISETT

ATTORNEY GENERAL

TELEPHONE (317) 232-6201

July 30, 1999

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Vencor Insurance Company which is changing its name to Great Lakes Life & Health Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

JEFFREY A. MODISETT Attorney General of Indiana Atty No. 0014704-49

Julie Ann Randolph

Deputy Attorney General

Atty No. 14933-49

15981

STATE OF INDIANA OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

VENCOR INSURANCE COMPANY

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

GREAT LAKES LIFE & HEALTH INSURANCE COMPANY

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is July 30, 1999.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirtieth day of July, 1999.

Sue anne Gilroy, Secretary of State

DopuLy