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STATE OF ILLINOIS



Doc#: 0421719096
Eugene "Gene" Moore Fee: \$36.50
Cook County Recorder of Deeds
Date: 08/04/2004 02:10 PM Pg: 1 of 7

**Department of Financial and Professional Regulation
Division of Insurance**

CERTIFICATE OF MERGER


Whereas, an Agreement and Plan of Merger, dated **May 20, 2004** by and between **UNITED INSURANCE COMPANY OF AMERICA** a stock legal reserve company organized and existing under and by virtue of the laws of the State of **ILLINOIS** and **NATIONALCARE INSURANCE COMPANY**, a stock legal reserve company organized and existing under and by virtue of the laws of the State of **OKLAHOMA**, whereby the said **NATIONALCARE INSURANCE COMPANY** is being merged into the said **UNITED INSURANCE COMPANY OF AMERICA**, the surviving company, has been presented to the Director of Insurance of the State of Illinois for approval;

And it appearing from the documents filed with the Director of Insurance of the State of Illinois that the said parties to said Agreement and Plan of Merger have in all respects complied with the laws of the State of Illinois and with all applicable provisions of an Act of the General Assembly of the State of Illinois entitled: "Illinois Insurance Code" approved June 29, 1937, as amended, and that said Agreement and Plan of Merger is in accordance with the provisions of Article X of the said "Illinois Insurance Code" and is not inconsistent with the laws or constitution of the State of Illinois or of the United States, and the undersigned Director of Insurance of the State of Illinois being satisfied that no reasonable objection exists thereto.

IT IS, THEREFORE, ORDERED that said Agreement and Plan of Merger be and the same is hereby approved to be **effective August 2, 2004**.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed this Seal. Done at the city Springfield, this 21st day of July, 2004.




Deirdre K. Manna
Acting Director

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AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
UNITED INSURANCE COMPANY OF AMERICA
AND NATIONALCARE INSURANCE COMPANY

UNITED INSURANCE COMPANY OF AMERICA, an Illinois corporation ("United"), and NATIONALCARE INSURANCE COMPANY, an Oklahoma corporation ("NationalCare"), hereby agree that NationalCare shall be merged into United, in accordance with the applicable laws and regulations of the States of Illinois and Oklahoma in accordance with the terms and conditions of this Agreement and Plan of Merger on the Effective Date of the merger as defined hereafter.

A. Approvals: This Agreement and Plan of Merger is subject to the approvals of the Boards of Directors of United and NationalCare, the holders of two-thirds of the outstanding common stock of United, the holders of a majority of the outstanding common stock of NationalCare, the State Insurance Commissioner of the State of Oklahoma, and the Director of Insurance of the State of Illinois.

B. Plan of Merger:

1. Effective Date of Agreement and Plan of Merger: After approval of this Agreement and Plan of Merger by the directors and shareholders of United and NationalCare and the State Insurance Commissioner of the State of Oklahoma, the Agreement and Plan of Merger shall be filed with the Office of the Director of Insurance of the State of Illinois for approval and issuance of a Certificate of Merger, whereupon NationalCare shall be merged into United. The date of issuance of such Certificate of Merger is referred to in this Agreement and Plan of Merger as the "Effective Date" of said merger.
2. Capitalization: United is a corporation organized and existing under and by virtue of the laws of the State of Illinois, authorized to transact business in the State of Oklahoma, with its principal office located at One East Wacker Drive, Chicago, Illinois 60601. The authorized capital stock of United consists of 12,000,000 shares of common stock, par value \$2.50 per share, of which 4,060,835 shares are issued and outstanding.

NationalCare is a corporation organized and existing under and by virtue of the laws of the State of Oklahoma authorized to transact business only in the State of Oklahoma, with its principal office

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located at 6100 Northwest Grand Boulevard, Oklahoma City, Oklahoma 73118. The authorized capital stock of NationalCare consists of 500 shares of common stock, par value \$1,000 per share, of which 276 shares are issued and outstanding. United owns 216 shares of NationalCare's issued and outstanding common stock and the remaining 60 shares of such stock are Treasury shares.

3. Effect of Merger: On the Effective Date, the merger shall have the effect that the separate existence of NationalCare, except insofar as otherwise specifically provided by law, shall thereupon cease and United shall be the surviving corporation with the same name, United Insurance Company of America, and shall remain authorized to transact business in the same manner after the Effective Date as before.
4. Survival of United: Following the merger, (i) the corporate existence of United shall continue unaffected and unimpaired by the merger, with all the rights, privileges, authorizations, defenses, immunities and powers, and subject to all the duties and liabilities of a domestic company organized under the Illinois Insurance Code, and (ii) the corporate existence, identity, purposes, powers, franchises, rights and immunities of NationalCare shall be merged with and into United, and United shall be fully vested therewith. The Articles of Incorporation and the By-Laws of the surviving corporation (United) shall be the Articles of Incorporation and the By-Laws of United in effect on the Effective Date of the merger without change, and the directors and officers of the surviving corporation (United) shall remain the same after the Effective Date as before.
5. Assets and Liabilities of NationalCare. As a matter of law, immediately following the merger, (i) all right, title and interest in and to all assets of NationalCare, including, but not limited to, all business, money, surplus funds, books, records, contracts, leases, property and all other assets of NationalCare whether real, personal or mixed, tangible or intangible, of whatever kind or character and wherever located, shall automatically transfer to and be vested with United, and (ii) all liabilities, duties and obligations of NationalCare of whatsoever kind or nature, disclosed or undisclosed, including, but not limited to, all obligations arising under policies and contracts of insurance issued or assumed by NationalCare now outstanding or which may be reinstated hereafter in accordance with their terms and conditions, shall automatically transfer to United, subject to all rights

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privileges, authorizations, defenses, immunities and powers which are now or would have been possessed by NationalCare.

6. Cancellation of Shares: On the Effective Date, by virtue of the merger and without any action on the part of either party hereto, each share of common stock of NationalCare held by NationalCare as Treasury stock or owned by United immediately prior to the Effective Date shall be cancelled and retired and no payment shall be made with respect thereto.


C. Abandonment of Merger: The merger of NationalCare into United set forth in this Agreement may be abandoned by United or NationalCare at any time prior to the Effective Date of this Agreement.

D. Counterparts: This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 20th day of May, 2004.

UNITED INSURANCE COMPANY OF AMERICA

ATTEST:

By 
Patricia G. Grider
Senior Vice President



Samuel L. Fitzpatrick
Assistant Secretary

NATIONALCARE INSURANCE COMPANY

ATTEST:

By _____
Roger W. Cole
President

Kempner Joe Cole
Secretary

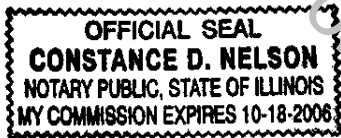
To be effective August 2, 2004.
Approved 7/21/04
State of Illinois/IDFPR
Division of Insurance
By 
Acting DIRECTOR OF INSURANCE

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of May, 2004, before me, Constance D. Nelson, a Notary Public, in and for said County and State, personally appeared Patricia G. Grider known to me to be the Senior Vice President, and Samuel L. Fitzpatrick, known to me to be the Assistant Secretary of United Insurance Company of America, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation herein named and acknowledged to me that they executed the within instrument as the act, deed and agreement of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Constance D. Nelson

Notary Public in and for said
County and State
My Commission Expires October 18, 2006

STATE OF OKLAHOMA)
) SS
COUNTY OF OKLAHOMA)

On this 20th day of May, 2004, before me, Misty Anglin, a Notary Public in and for said County and State, personally appeared Roger W. Cole known to me to be the President, and Kempner Joe Cole, known to me to be the Secretary of NationalCare Insurance Company, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation herein named and acknowledged to me that they executed the within instrument as the act, deed and agreement of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public in and for said
County and State
My Commission Expires June 9, 2007

Laura Pavlowski
Unitrin, Inc.
One E. Wacker Dr.
Chicago, IL 60601

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ATTEST:

By _____
Patricia G. Grider
Senior Vice President

Samuel L. Fitzpatrick
Assistant Secretary

NATIONALCARE INSURANCE COMPANY

ATTEST:

By Roger W. Cole
Roger W. Cole
President

Kempner Joe Cole
Kempner Joe Cole
Secretary

To be effective August 2, 2004.
Approved 7/21/04
State of Illinois/IDFPR
Division of Insurance
By: Debra K. Mann
Acting DIRECTOR OF INSURANCE

