

RESTATED ARTICLES OF INCORPORATION
OF
UNITED INSURANCE COMPANY OF AMERICA

ARTICLE I

The name of the corporation shall be:
UNITED INSURANCE COMPANY OF AMERICA

ARTICLE II

The principal office of the Company shall be located in the City of Chicago.

ARTICLE III

The objects of this corporation shall be:

(a) To make contracts of insurance and to reinsure or accept reinsurance on any portion thereof for the kind of insurance as follows: Upon the lives of individuals and every insurance pertaining thereto or connected therewith and to grant, sell and dispose of annuities and endowments. The Company desires to avail itself of the provisions of an act entitled "An Act relating to the business of Life Insurance," approved March 26th, 1869, in force July 1st, 1869, and the acts amendatory thereto;

(b) To make contracts of insurance and to reinsure or accept reinsurance on any portion thereof for the kind of insurance as follows: Insuring persons against bodily disability and/or death resulting from accident, and/or providing benefits for disability caused by disease. The Company desires to avail itself of the provisions of an act entitled "An Act relating to the business of Life, Accident and Health Insurance, and to repeal a certain act therein named," approved June 1st, 1919, in force July 1st, 1919, and the acts amendatory thereto.

ARTICLE IV

The amount of the Company's authorized capital shall be \$30,000,000.00, consisting of 12,000,000 common shares having a par value of \$2.50 per share. There are 7,492,808 shares issued and outstanding as of the effective date of these Restated Articles of Incorporation and the Board of Directors shall have the authority to issue additional shares, not to exceed the authorized number of shares, or to reduce the issued and outstanding shares without restating these Restated Articles of Incorporation. The Company shall be conducted on the stock plan.

No present or future holder of common shares of the Company shall as such holder have any right to purchase or subscribe for any shares of the Company of any class, or obligations or instruments which the Company may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to subscribe for or purchase any shares of the Company of any class, other than such right as the Board of Directors in its discretion may determine; all such pre-emptive rights being by each and all such present and future holders expressly waived and denied.

ARTICLE V

The annual meeting of the stockholders shall be held on such day of the year as shall be fixed by the by-laws.

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ARTICLE VI

The corporate powers of the Company shall be exercised by, and its business and affairs shall be under the control of, a Board of Directors composed of not less than three nor more than twenty-one natural persons who are stockholders, except where the Company is a wholly-owned subsidiary, and who are at least eighteen years of age and at least three of whom are residents and citizens of the State of Illinois. The number of Directors to be elected from time to time shall be governed by the by-laws of the Company. The regular term of a Director shall be one year, and until a successor is duly elected and qualified.

In all elections for Directors every stockholder shall have a right to vote in person or by proxy for the number of shares owned by the holder for as many persons as there are Directors to be elected or to cumulate such shares and give one candidate as many votes as the number of Directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as the holder shall think fit. Vacancies in the Board of Directors shall be filled by the stockholders at a meeting specially called for that purpose or at an annual meeting of the stockholders.

The Directors shall have power to adopt and amend by-laws for the Company, not inconsistent with the charter or provisions of law pertaining to this Company.

At any stockholders' meeting, a majority of the outstanding shares represented either in person or by proxy, shall constitute a quorum for the transaction of business, provided that in case there shall be less than a quorum present at any meeting those present may adjourn the meeting from time to time until a quorum is attained or may adjourn sine die.

ARTICLE VII

The Officers of the Company shall be such as may be provided by the by-laws.

The Board of Directors shall have power to elect such Officers for such terms and with such powers and duties as may be determined from time to time or as may be provided by the by-laws of the Company.

ARTICLE VIII

All dividends on the Capital Stock shall be paid from the surplus of the Company and such dividends shall be declared at the direction of the Board of Directors.

ARTICLE IX

The term of existence of the corporation shall be perpetual.

ARTICLE X

(a) Each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he or she is or was a Director, Officer, employee or agent, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Illinois Insurance Code, as it presently exists or may be hereafter amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said Code permitted the Company to provide prior to such amendment), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Company or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

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(b) Each person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Company, or is or was serving at the request of the Company as a Director, Officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Illinois Insurance Code, as it presently exists or may be hereafter amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said Code permitted the Company to provide prior to such amendment), against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Company, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Company, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

(c) To the extent that a Director, Officer, employee or agent of the Company has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in (a) and (b) above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under (a) and (b) above (unless ordered by a court) shall be made by the Company only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company as authorized in this resolution.

(f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Company may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Company, or who is or was serving at the request of the Company as Director, Officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of this resolution.

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(h) If the Company has paid indemnification or has advanced expenses to a Director, Officer, employee or agent, the Company shall report the indemnification or advance in writing to the stockholders with or before the notice of the next stockholders' meeting.

(i) For purposes of this resolution, references to "the Company" shall include, in addition to the surviving company, any merging company (including any company having merged with a merging company) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Officers, and employees or agents, so that any person who was a Director, Officer, employee or agent of such merging company, or was serving at the request of such merging company as a Director, Officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this resolution with respect to the surviving company as such person would have with respect to such merging company if its separate existence had continued.

(j) For purposes of this resolution, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Company" shall include any service as a Director, Officer, employee or agent of the Company which imposes duties on, or involves services by such Director, Officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of any employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the Company" as referred to in this resolution.

IN WITNESS WHEREOF the undersigned corporation has caused these Restated Articles of Incorporation of United Insurance Company of America to be executed in its name by its Senior Vice President and its corporate seal to be hereto affixed, attested to by its Assistant Secretary, this 20th day of July, 1987.

UNITED INSURANCE COMPANY OF AMERICA

(SEAL)

By Thomas H. Maloney
Thomas H. Maloney, Senior Vice President

ATTEST:

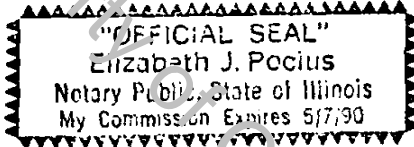
Joseph Wortman
Joseph Wortman, Assistant Secretary

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, ELIZABETH J. POCIUS, a Notary Public, in and for said County, in the State aforesaid, Do Hereby Certify, that THOMAS H. MALONEY, Senior Vice President of United Insurance Company of America, and JOSEPH WORTMAN, Assistant Secretary of said Company, personally known to me to be the same persons whose names are subscribed to the foregoing Restated Articles of Incorporation as such Senior Vice President and Assistant Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said Restated Articles of Incorporation as their own free and voluntary act of said Company, for the uses and purposes therein set forth; and the said Assistant Secretary then and there acknowledged that he, as custodian of the corporate seal of said Company, did affix the corporate seal of said Company to said Restated Articles of Incorporation as his own free and voluntary act and as the free and voluntary act of said Company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 20th day of July, 1987.



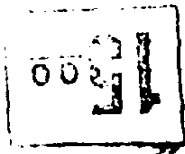
Elizabeth J. Pocius
Notary Public
My Commission expires May 7, 1990

The above Restated Articles of Incorporation approved this 22nd day of July, 1987.

(SEAL)

John E. Washburn
Director of Insurance
State of Illinois

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