The State of New Hampshire

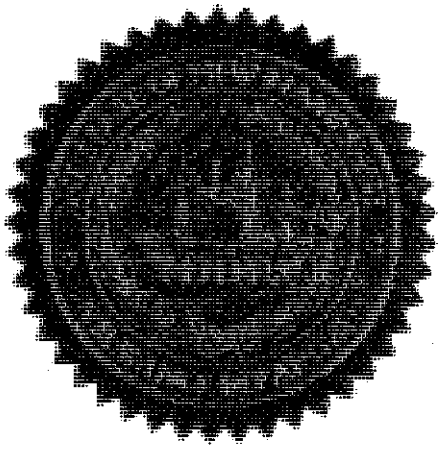
Office of the Insurance Commissioner

IT IS HEREBY CERTIFIED that the annexed Copy of the Restated Articles of Incorporation of

INVESTORS CONSOLIDATED INSURANCE COMPANY

Has been compared with the original on file in this Department and that it is a correct transcript there from and of the whole of said original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Insurance Department at the City of Concord, this 19th day of September 2013.



Roger A. Sevigny
Insurance Commissioner

State of New Hampshire
Department of State

RESTATED CERTIFICATE OF INCORPORATION AND AMENDMENTS

OF

INVESTORS CONSOLIDATED INSURANCE COMPANY

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that duplicate originals of Restated Articles of Incorporation including Designated Amendments for the redomestication of INVESTORS CONSOLIDATED INSURANCE COMPANY, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

I further certify that the Restated Articles provide for the redomestication of this North Carolina corporation to the State of New Hampshire.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Restated Certificate of Incorporation and Amendments for the redomestication of INVESTORS CONSOLIDATED INSURANCE COMPANY and attaches hereto a duplicate original of the Restated Articles of Incorporation including designated amendments. I further certify that the Restated Articles of Incorporation including designated amendments was filed on December 17, 1999 to be effective January 1, 2000 at 12:01 a.m.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 17th day of December A.D. 1999

Robert P. Ambrose
Deputy Secretary of State

113

FILED

EFFECTIVE JAN 1, 2000 @ 12:01a.m.

DEC 17 1999

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

STATE OF NEW HAMPSHIRE

Form No. 16-A
RSA 293-A:10.07

Filing fee: $35.00
Use black print or type
Leave 1" margins on both sides.

RESTATED
ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENTS

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENTS:

Name of corporation as presently recorded: **INVESTORS CONSOLIDATED INSURANCE COMPANY**

These Amended and Restated Articles of Incorporation are the result of a corporate redomestication pursuant to which the corporation changed its state of corporate domicile from North Carolina to New Hampshire.

1. **The name of the corporation is: INVESTORS CONSOLIDATED INSURANCE COMPANY.**

2. **The period of duration of the corporation is unlimited.**

3. **The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the New Hampshire Business Corporation Act, RSA 293-A, except to the extent inconsistent with N.H. RSA Cb. 401, and the principal purpose or purposes for which the corporation is organized are:**

   A. **To conduct the kinds of insurance business specified in Paragraphs III (Life) and IV (Accident & Health) of Section 401:1 of the New Hampshire Revised Statutes Annotated.**

   B. **To conduct reinsurance business of the kinds of insurance specified in Paragraphs III (Life) and IV (Accident & Health) of Section 401:1 of the New Hampshire Revised Statutes Annotated.**

   C. **To conduct such insurance and reinsurance or other business as a stock life, accident and health insurance company as it now is or hereafter may be permitted to transact under Title XXXVII of tbe New Hampshire Revised Statutes Annotated, and the rules and regulations promulgated thereunder.**

4. **The aggregate number of shares which the corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares. The par value of such shares shall be One Dollar ($1.00) per share.**

5. **The capital stock will be sold or offered for sale within the meaning of RSA 421-B (New Hampshire Securities Act).**

6. **Shareholders of the corporation shall not have any preemptive rights.**

RESTATED ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)
OF INVESTORS CONSOLIDATED INSURANCE COMPANY

Form No. 16-A
(Cont.)

7. **Provision eliminating or limiting personal liability of directors or officers: No director or officer of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take action, except liability for:**

   A. **The amount of financial benefit received by a director or officer to which the director or officer is not entitled;**

   B. **An intentional infliction of harm on the corporation or shareholders;**

   C. **Violations of RSA 293-A:8.33; or**

   D. **An intentional violation of criminal law.**

   If N.H. RSA Ch. 401, or the New Hampshire Business Corporation Act, N.H. RSA 293-A or any successor statute, is amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of the directors or officers of the corporation, then the liability of the directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by such amendment. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing a the time of such repeal or modification.

8. **The address of the initial registered office of the corporation is 6 Loudon Road, Concord, New Hampshire 03302-1858, telephone (603) 224-2373, and the name of the corporations registered agent at that address is Douglas Noyes.**

9. **These Amended and Restated Articles of Incorporation are meant to be the Amended and Restated Articles of Incorporation of the same company incorporated in the State of North Carolina under the same name, as redomesticated to the State of New Hampshire effective as of January 1, 2000, with all of the corporate incidents continuing, including but not limited to, assets, liabilities and other obligations, licenses, contracts, rates, policy forms and agent appointments.**

If the amendment(s) provides for an exchange, reclassification or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment(s): Not Applicable

Except for the Designated Amendments to Articles 3, 5, 7 and 8, the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIRST: (Check one)

_____ The restated articles contain amendment(s) adopted by the board of directors and

RESTATED ARTICLES OF INCORPORATIONForm No. 16-A
INCLUDING DESIGNATED AMENDMENT(S)(Cont.)
OF INVESTORS CONSOLIDATED INSURANCE COMPANY

did not require shareholder approval.

X The restated articles contain amendments which required shareholder approval.

SECOND: The amendments were adopted on December 9, 1999, to be effective as of January 1, 2000, at 12:01 a.m.

THIRD: The amendment(s) were approved by the shareholders.

Designation (class or series) of voting group	Number of shares outstanding	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Common	1,393,672	1,393,672	1,393,672

Designation (class or series) of voting group	Total number of votes cast: FOR	AGAINST	OR	Total number of undisputed votes cast FOR
Common				1,393,672

FOURTH: The number cast for the amendment(s) by each voting group was sufficient for approval.

Dated: December 9, 1999, to be effective As of January 1, 2000

INVESTORS CONSOLIDATED INSURANCE COMPANY

By _____
David W. Harris, President

APPROVED BY:

_____
Paula T. Rogers
Insurance Commissioner
State of New Hampshire
This 16th day of December, 1999
Effective January 1, 2000

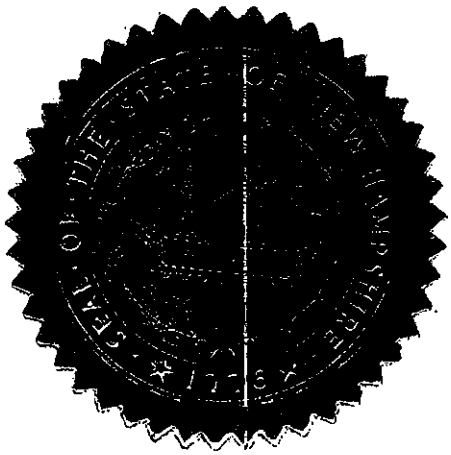
State of New Hampshire
Department of State

CERTIFICATE OF MERGER
OF DOMESTIC CORPORATIONS
INTO

INVESTORS CONSOLIDATED INSURANCE COMPANY

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that Articles of Merger of CHRISTIAN MUTUAL LIFE INSURANCE COMPANY a New Hampshire corporation, into INVESTORS CONSOLIDATED INSURANCE COMPANY a New Hampshire corporation, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office (filed August 11, 2000 to be effective August 31, 2000 @ 11:59 a.m.).

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of CHRISTIAN MUTUAL LIFE INSURANCE COMPANY into INVESTORS CONSOLIDATED INSURANCE COMPANY and attaches hereto a copy of the Articles of Merger.



IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 11th day of August A.D. 2000

Robert P. Ambrose
Deputy Secretary of State

Form No. 29

FILED
EFFECTIVE AUG 31, 2000@11:59a.
AUG 11 2000
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

STATE OF NEW HAMPSHIRE

Filing fee: $35.00

Form No. 21
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS
INVESTORS CONSOLIDATED INSURANCE COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. The plan of merger is attached.

Name of Corporation: **Investors Consolidated Insurance Company**

Shareholder approval was required and obtained as follows:

Designation (class or series) of voting group	Number of shares outstanding	Total Number of votes entitled to be cast	Total Number of undisputed votes FOR
Common Stock	**1,393,672**	**1,393,672**	**1,393,672**

****

Name of Corporation: **Christian Mutual Life Insurance Company**

Shareholder approval was required and obtained as follows:

Designation (class or series) of voting group	Number of shares outstanding	Total Number of votes entitled to be cast	Total Number of undisputed votes FOR
Common Stock	**2,500,000**	**2,500,000**	**2,500,000**
Preferred Stock (1998 Series A)	**90,000**	**90,000**	**90,000**

SECOND: The number of votes cast for the plan for each voting group was sufficient for approval by each voting group.

THIRD: The aggregate number of shares which the surviving corporation has authority to issue as a result of the merger is six million (6,000,000) shares, of which five million (5,000,000) shares are designated as common stock and one million (1,000,000) shares are designated as preferred stock.

ARTICLES OF MERGER Form No. 21
INTO INVESTORS CONSOLIDATED INSURANCE COMPANY

FOURTH: These Articles of Merger and the Merger itself shall be effective at 11:59 a.m. Eastern Standard Time on August 30, 2000, as provided in the plan of merger.

INVESTORS CONSOLIDATED INSURANCE COMPANY

By
David W. Harris, President

****

CHRISTIAN MUTUAL LIFE INSURANCE COMPANY

By
David W. Harris, President

The foregoing Articles of Merger of Christian Mutual Life Insurance Company into Investors Consolidated Insurance Company are hereby approved by:

Paula T. Rogers
Insurance Commissioner
State of New Hampshire

F:\USER\CAT\GREG\CMLIC\ICIC Merger\SOSarticlesofmerger2.wpd

AGREEMENT AND PLAN OF MERGER

MERGING

CHRISTIAN MUTUAL LIFE INSURANCE COMPANY
(a New Hampshire corporation)

WITH AND INTO

INVESTORS CONSOLIDATED INSURANCE COMPANY
(a New Hampshire corporation)

THIS AGREEMENT AND PLAN OF MERGER is made as of this 18th day of July, 2000, by and between Christian Mutual Life Insurance Company, a New Hampshire insurance corporation ("Christian Mutual"), and its wholly owned subsidiary Investors Consolidated Insurance Company, a New Hampshire insurance corporation ("Investors").

RECITALS

A. Christian Mutual and Investors desire that Christian Mutual be merged with and into Investors and that Investors shall be the surviving corporation, in accordance with the merger provisions of the New Hampshire Business Corporation Act, RSA 293-A:11.01 through 293-A:11.06.

B. The boards of directors and the shareholders of both Christian Mutual and Investors have approved and adopted this Plan of Merger.

THEREFORE, it is agreed that Christian Mutual shall merge with and into Investors, as follows:

FIRST: In accordance with the New Hampshire Business Corporation Act, Christian Mutual shall be merged with and into Investors, with Investors to be the surviving corporation and the separate corporate existence of Christian Mutual to cease (the "Merger"). The Merger shall not become effective unless approved by the Insurance Commissioner of the State of New Hampshire, and if such approval is granted, the merger shall become effective at 11:59 p.m. Eastern Time on August 30, 2000 (the "Effective Time").

SECOND: The One Million Three Hundred Ninety-Three Thousand Six Hundred Seventy-Two (1,393,672) presently outstanding shares of the common stock of Investors, all of which are held by Christian Mutual, shall, by virtue of the merger and without any action on the part of Christian Mutual or Investors, be cancelled without reduction of the number of authorized shares of Investors common stock.

THIRD: The manner and basis of converting the shares of Christian Mutual are as follows: (a) each share of Common Stock of Christian Mutual issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of Common Stock of Investors, and (b) each share of 1998 Series A Preferred Stock of Christian Mutual issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of 2000 Series A Preferred Stock of Investors.

FOURTH: Article Four (4) of the Articles of Incorporation of Investors shall be deleted in its entirety and replaced with the following:

> 4. The aggregate number of shares which the corporation shall have the authority to issue is Six Million (6,000,000) shares, of which Five Million (5,000,000) shares are designated as common stock, par value of One Dollar ($1.00) per share ("Common Stock"), and One Million (1,000,000) shares are designated as preferred stock, par value of One Dollar ($1.00) per share ("Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. The board of directors of the corporation is hereby authorized to fix or alter the dividend rates, conversion rights, rights and terms of redemption, including sinking fund provisions, the redemption price or prices, liquidation preferences, stated value, and the voting rights of wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them.

Subject to all rights of the Preferred Stock or any series thereof, the holders of the Common Stock shall be entitled to receive, when, as, and if declared by the board of directors of the corporation, out of funds legally available therefor, dividends payable in cash, stock, or otherwise.

Upon any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full amounts to which they respectively shall be entitled or a sum sufficient for such payment in full has been set aside, the remaining net assets of the corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

2000 Series A Preferred Stock

A series of Preferred Stock is hereby created from the authorized and unissued Preferred Stock to be denominated "2000 Series A Preferred Stock" which shall consist of ninety thousand (90,000) shares having a stated value of One Hundred Dollars ($100.00) per share. The relative participating, optional and other rights, limitations, restrictions and preferences of the 2000 Series A Preferred Stock shall be as follows:

(a) Voting Rights. The 2000 Series A Preferred Stock shall be non-voting except to the extent required by law.

(b) Stated Value. The 2000 Series A Preferred Stock shall have a stated value of One Hundred Dollars ($100.00) per share (the "Stated Value").

(c) Dividends. The holder of the 2000 Series A Preferred Stock shall be entitled to receive, when and as declared by the board of directors of the corporation, and subject to the requirements of the New Hampshire Insurance Code regarding dividend payments, out of any funds legally available for the payment thereof, quarterly dividends at a rate equal to six percent (6%) upon the Stated Value of the shares of the 2000 Series A Preferred Stock that may be then issued and outstanding, such dividends to be payable on December 31, March 31, June 30, and September 30 of each year during which any shares of 2000 Series A Preferred Stock remain issued and outstanding. Dividends on all issued and outstanding shares of 2000 Series A Preferred Stock shall accrue from day to day, whether or not earned or declared. Such dividends shall be cumulative, and shall be payable before any dividends shall be declared or paid upon or set apart for any class of common stock, so that if in any year or years the preferred dividends upon the outstanding shares of 2000 Series A Preferred Stock shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency, but without interest, shall be fully paid or declared and set apart for the payment before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for any class of common stock.

(d) Redemption. The corporation shall be required to redeem seventy-five hundred (7,500) shares of the 2000 Series A Preferred Stock upon each quarterly dividend payment date commencing on December 31, 2003, at a redemption price equal to the Stated Value per share, plus accrued dividends thereon, until September 30, 2005, at which time the remaining shares of 2000 Series A Preferred Stock will be redeemed by the corporation at a redemption price equal to the Stated Value per share, plus accrued dividends thereon (or upon the issuance by the corporation of another series of preferred stock in exchange for the remaining shares of 2000 Series A Preferred Stock then outstanding). The corporation may, at any time, in the absolute discretion of its board of directors, redeem all or any part of the 2000 Series A Preferred Stock then outstanding at the Stated Value of the shares outstanding, plus accrued dividends thereon, notwithstanding the foregoing redemption schedule.

(e) Liquidation. In the event of any dissolution, liquidation or winding up of the corporation, voluntary or involuntary, the holders of the 2000 Series A Preferred Stock shall be entitled to receive, subject to the rights of any other class or series of stock which rank senior to the 2000 Series A Preferred Stock as to the distribution of assets upon liquidation of the corporation, but before any distribution is made on any class of common stock or any other stock ranking junior to the 2000 Series A Preferred Stock as to the payment of the dividends or distribution of assets, a sum equal to the Stated Value per share of such 2000 Series A Preferred Stock, plus any accrued dividends thereon."

FIFTH: The Bylaws of Christian Mutual shall be adopted as the Bylaws of Investors, amended however so that all references therein to "Christian Mutual Life Insurance Company" shall be replaced with the words "Investors Consolidated Insurance Company" and upon such adoption and amendment, the former Bylaws of Investors shall no longer be of any force or effect.

SIXTH: By virtue of the Merger and in accordance with New Hampshire law, Investors shall possess all of the properties and rights and be subject to all of the liabilities of Investors and Christian Mutual. From and after the Effective Time, the Merger shall have all the effects provided by applicable law. In particular, Investors acknowledges that by virtue of the Merger it stands in the place and stead of Christian Mutual with respect to obligations of Christian Mutual to its policyholders, including but not limited to the obligation to pay claims.

SEVENTH: Christian Mutual and Investors shall take or cause to be taken all action, and do or cause to be done all things necessary, proper or advisable under New Hampshire and other applicable laws and regulations to consummate the Merger.

EIGHTH: This Agreement may be amended or abandoned at any time prior to the Effective Time by action of the board of directors of Christian Mutual. No such amendment shall be effective until a revised version of this Agreement is properly filed in New Hampshire. In the event of such abandonment, this Agreement shall become void and have no further effect.

Executed this 18th day of July, 2000.

CHRISTIAN MUTUAL LIFE
INSURANCE COMPANY

By:
David W. Harris, President

INVESTORS CONSOLIDATED
INSURANCE COMPANY

By:
David W. Harris, President

F:\USER\CAT\OREG\CMLIC\ICIC Merger\plan merger3.wpd