

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

REX L. CARTER and LEO H. HILL

both of

Greenville, S. C.

OCT 4 11 05 AM 1957

OLLIE J. WORTH
S. M. C.

did on the 3rd day of October, 19 57, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is BEACON LIFE INSURANCE COMPANY

THIRD: That the principal place of business is GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to engage in a general insurance business writing all forms of insurance other than fire; to issue and charge premiums on contracts of insurance on lives of individuals against accidents, sickness, disability and/or other forms of insurance particularly life, accident, health, credit and hospitalization; to grant, purchase and dispose of annuities; to create and issue endowments and to receive and execute trusts; and generally to exercise all rights and powers and to perform all acts as are necessary and incident to the operation and management of corporations of like nature; and to exercise all of the general powers conferred upon such corporations under the statutory laws of South Carolina; to purchase, own, lease, use, encumber, sell or in otherwise dispose of both real and personal property; purchase, transfer, and assign securities of all kinds and to do and perform all acts which may be deemed necessary and expedient for the purposes for which this corporation is formed.

FIFTH: That the amount of the capital stock is Two Hundred Thousand (\$200,000.00)----- Dollars payable in cash

SIXTH: That the number of shares into which the capital stock is divided is Twenty Thousand of the par value of Ten (\$10.00)----- Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 24th day of August, 19 57, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: F. H. Sikes, Earl A. Hamrick, A. B. Paksoy, C. R. Webb and E. B. Ennis

EIGHTH: That subsequently there was elected as President, F. H. Sikes ; as Vice-President, E. C. Sparrow ; as Secretary, A. B. Paksoy ; as Treasurer,

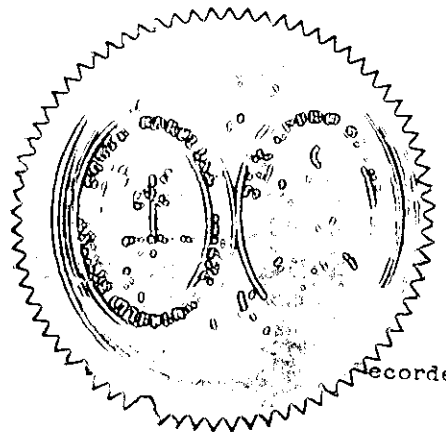
NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville Piedmont

a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia, this 3rd day of October

in the year of our Lord one thousand nine hundred and fifty-seven and in the one hundred and eighty-second year of the Independence of the United States of America.



O. Frank Thornton
Secretary of State

Recorded October 4th, 1957 at 11:05 A.M. # 23509