

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental Plan/0282-0706

Filing at a Glance

Company: Standard Life and Accident Insurance Company

Product Name: World Travelers Association SERFF Tr Num: LWEL-125610666 State: ArkansasLH
TOI: H10G Group Health - Dental SERFF Status: Closed State Tr Num: 38738
Sub-TOI: H10G.000 Health - Dental Co Tr Num: 0282-0706 State Status: Approved-Closed
Filing Type: Form Co Status: Reviewer(s): Rosalind Minor
Author: Rebecca Naderi Disposition Date: 04/22/2008
Date Submitted: 04/17/2008 Disposition Status: Approved-Closed
Implementation Date Requested: On Approval Implementation Date:

State Filing Description:

General Information

Project Name: World Travelers Association - Group Dental Plan Status of Filing in Domicile: Not Filed
Project Number: 0282-0706 Date Approved in Domicile:
Requested Filing Mode: Domicile Status Comments:
Explanation for Combination/Other: Market Type: Group
Submission Type: New Submission Group Market Size: Small and Large
Overall Rate Impact: Group Market Type: Association
Filing Status Changed: 04/22/2008
State Status Changed: 04/22/2008 Deemer Date:
Corresponding Filing Tracking Number:
Filing Description:
World Travelers Association, Inc. - Group Dental Plan

Company and Contact

Filing Contact Information

(This filing was made by a third party - lewisandellisincorporated)
Rebecca Naderi, Compliance Consultant rnaderi@lewisellis.com

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental PPlan/0282-0706

2929 N. Central Expy., Ste. 200 (972) 850-3272 [Phone]
Richardson, TX 75085-1857 (972) 850-3273[FAX]

Filing Company Information

Standard Life and Accident Insurance Company CoCode: 86355 State of Domicile: Oklahoma
One Moody Plaza Group Code: 408 Company Type:
Galveston, TX 77550-7999 Group Name: State ID Number:
(409) 766-6959 ext. [Phone] FEIN Number: 73-0994234

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental Plan/0282-0706

Filing Fees

Fee Required? Yes
Fee Amount: \$50.00
Retaliatory? No
Fee Explanation:
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Standard Life and Accident Insurance Company	\$50.00	04/17/2008	19654541

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental PPlan/0282-0706

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	04/22/2008	04/22/2008

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental PPlan/0282-0706

Disposition

Disposition Date: 04/22/2008

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental PPlan/0282-0706

Rate Information

Rate data does NOT apply to filing.

SERFF Tracking Number: LWEL-125610666 State: Arkansas
Filing Company: Standard Life and Accident Insurance Company State Tracking Number: 38738
Company Tracking Number: 0282-0706
TOI: H10G Group Health - Dental Sub-TOI: H10G.000 Health - Dental
Product Name: World Travelers Association
Project Name/Number: World Travelers Association - Group Dental PPlan/0282-0706

Supporting Document Schedules

Review Status:
Bypassed -Name: Certification/Notice Approved-Closed 04/22/2008
Bypass Reason: This filing is not for actual forms, but is for review/approval of an association, the World Travelers of America, Inc.

Comments:

Review Status:
Bypassed -Name: Application Approved-Closed 04/22/2008
Bypass Reason: No application for this filing. This is for review of association material.

Comments:

Review Status:
Satisfied -Name: Submission Letter Approved-Closed 04/22/2008

Comments:

Attachment:
subltr-WTA-AR.pdf

Review Status:
Satisfied -Name: World Travelers Association, Inc. Approved-Closed 04/22/2008

Comments:

Attachments:
WTA Articles of Inc. 001.pdf
WTA By Laws.pdf
mw benefit book0607-final.pdf

Dallas

Glenn A. Tobleman, F.S.A., F.C.A.S.
S. Scott Gibson, F.S.A.
Cabe W. Chadick, F.S.A.
Steven D. Bryson, F.S.A.
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Gregory S. Wilson, F.C.A.S.
David M. Dillon, F.S.A.
Bonnie S. Albritton, F.S.A.
Brian D. Rankin, F.S.A.
Robert E. Gove, A.S.A.
Alexis M. Bash, A.S.A.
Sarah A. Hoover, A.S.A.
Wes R. Campbell, A.S.A.
Robert B. Thomas, Jr., F.S.A., C.F.A. (Of Counsel)



Kansas City

Gary L. Rose, F.S.A.
Terry M. Long, F.S.A.
David L. Batchelder, A.S.A.
Leon L. Langlitz, F.S.A.
Gary R. McElwain, FLMI
Christopher H. Davis, F.S.A.
Thomas L. Handley, F.S.A.
Anthony G. Proulx, F.S.A.
Karen E. Elsom, F.S.A.

London

Roger K. Annin, F.S.A.
Timothy A. DeMars, F.S.A.
Scott E. Morrow, F.S.A.

April 17, 2008

Ms. Rosalind D. Minor
Life and Health Division
Arkansas Insurance Department
1200 West Third Street
Little Rock, Arkansas 72201-1904

Re: Standard Life and Accident Insurance Company NAIC # 86355
World Travelers of America, Inc.
Forms POL-DENT (10/05) AR Group Dental Master Policy, et al

Dear Commissioner:

The above-referenced forms were approved by your Department on May 25, 2006. These forms were approved for use with employer and association groups. The association group approved at that time was the Benefits Association Inc.

Please be advised that at this time, the Company would like to market this plan to a new association group, the World Travelers Association of America, Inc.

I have enclosed for your review and approval the following documents for World Travelers of America, Inc.:

- Articles of Incorporation
- By-Laws
- Guide to Member Benefits

Thank you for your review of this filing. A postage-paid return envelope has been enclosed for your use. If you have any questions or comments, please feel free to call me at (972) 850-3272 or email me at rnaderi@lewisellis.com.

Sincerely,

Rebecca Naderi, FLMI, HIA, ACS, ACP
Compliance Consultant
Lewis & Ellis, Inc. – Actuaries & Consultants



WORLD TRAVELERS OF AMERICA, INC.

ARTICLES OF INCORPORATION

FIRST: I, JOHN N. BURDETTE, whose post office address is 22 West Second Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is WORLD TRAVELERS OF AMERICA, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To provide international and domestic travelers information, products, and services that are designed to make travel more enlightening, safer, enjoyable, economical, and hassle-free, including but not limited to newsletters and pamphlets with travel news, tips, and safety information, travel services for members in the nature of arranging discount rates and prices, financial services for members in the nature of arranging credit cards and other financial products, and insurance services for members in the nature of providing or arranging for insurance coverage; to provide association services, namely promoting the interests of travelers and to provide services and membership benefits that will serve the needs of the corporation member, and to engage in any other lawful purpose and business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 22 West Second Street, Frederick, Maryland 21701. The name and post office address of the Resident Agent of the Corporation in this State is John N. Burdette, 22 West Second Street, Frederick, Maryland 21701. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are:

William P. Condon
Jayne C. Condon
Amy J. Bednarcik

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

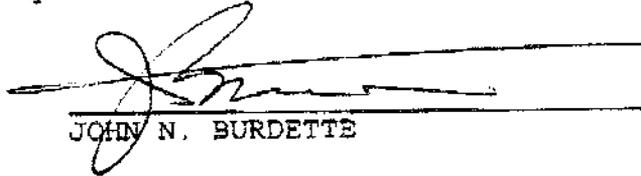
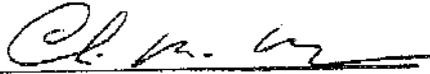
(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting Stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: No Director or Officer of the Corporation shall be liable to the Corporation or to its Stockholders for money damages except (1) to the extent that it is proved that such Director or Officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based on a finding in the proceeding that such Director's or Officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of March, 1998, and acknowledge the same to be my act.


JOHN N. BURDETTE

WORLD TRAVELERS OF AMERICA, INC.

BY-LAWS

ARTICLE 1

Stockholders

SECTION 1. Annual Meeting. The annual meeting of the Stockholders of the Corporation shall be held on a day duly designated by the Stockholders in March, if not a legal holiday, and if a legal holiday, then the next succeeding day not a legal holiday, for the transaction of such corporate business as may come before the meeting.

SECTION 2. Special Meeting. Special meetings of the Stockholders may be called at any time for any purpose or purposes by the President, by a Vice-President, or by a majority of the Stockholders, and shall be called forthwith by the President, by a Vice-President, or the Secretary upon the request in writing of the holders of a majority of all the shares outstanding and entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting.

Business transacted at all special meetings of Stockholders shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Place of Holding Meetings. All meetings of Stockholders may be held at the principal office of the Corporation or elsewhere in the United States as designated by the Stockholders.

SECTION 4. Notice of Meetings. Written notice of each meeting of the Stockholders shall be mailed, postage prepaid by the Secretary, to each Stockholder of record entitled to vote thereat at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. The presence in person or by proxy of the holders of record of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote thereat shall constitute a quorum at all meetings of the Stockholders, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Stockholders present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum

shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. Conduct of Meetings. Meetings of Stockholders shall be presided over by the President of the Corporation or if he is not present, by a Vice-President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as Secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding Officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting. At all meetings of Stockholders, every Stockholder entitled to vote thereat shall have one (1) vote for each share of stock standing in his name on the books of the Corporation on the date for the determination of Stockholders entitled to vote at such meeting. Such vote may be either in person or by proxy appointed by an instrument in writing, subscribed by such Stockholder or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of the holders of ten (10%) percent of stock entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

ARTICLE II

Board of Directors

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. Number and Term of Office. The number of directors shall be three (3) or such other number as may be designated from time to time by resolution of a majority of the entire Board of Directors. Directors need not be stockholders. The Directors shall be elected each year at the annual meeting of Stockholders, except as hereinafter provided, and each Director shall serve until his successor shall be elected and shall qualify.

SECTION 3. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of the holders of a majority of the stock.

Similarly and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of Stockholders and thereafter until his or their successors shall be elected.

Any Director may be removed from office with or without cause by the affirmative vote of the holders of the majority of the stock issued and outstanding and entitled to vote at any special meeting of Stockholders regularly called for the purposes.

SECTION 4. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each Director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual Stockholders' meeting at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by direction of the Chairman of the Board or the President and must be called by the Chairman of the Board, the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by telegraphing the same at least two (2) days before the meeting, to each Director; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and

all business may be transacted at any special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 7. Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 8. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 9. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE III

Officers

SECTION 1. Election, Tenure and Compensation. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer, and also such other Officers including a Chairman of the Board and/or one or more Vice Presidents and/or one or more assistants to the foregoing Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The Officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Stockholders except where a longer term

is expressly provided in an employment contract duly authorized and approved by the Board of Directors. The President and Chairman of the Board shall be Directors and the other Officers may, but need not be, Directors. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by Law or by these By-Laws to be executed, acknowledged or verified by any two or more Officers. The compensation or salary paid all Officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office other than an office required by Law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all Officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all Officers, agents, and employees shall hold office at the discretion of the Board of Directors or of the Officers appointing them.

SECTION 2. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committee.

SECTION 3. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the Stockholders.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of President of the Corporation. The President shall be ex-officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these By-Laws.

SECTION 4. Powers and Duties of the Vice President. The Board of Directors shall appoint a Vice President, may appoint more than one Vice President and may designate an Executive Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of Stockholders and Directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or Stockholders upon whose request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the Stockholders and of the Directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the Directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 8. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE IV

Capital Stock

SECTION 1. Issuance of Certificates of Stock. The certificates of shares of the stock of the Corporation shall be of such form not inconsistent with the Articles of Incorporation, or its amendments, as shall be approved by the Board of Directors. All certificates shall be signed by the President or by the Vice President and countersigned by the Secretary or by an Assistant Secretary. All certificates for each class of stock shall be consecutively numbered. The name of the person owning the shares issued and the address of the holder, shall be entered in the Corporation's books. All certificates surrendered to the

Corporation for transfer shall be cancelled and no new certificates representing the same number of shares shall be issued until the former certificate or certificates for the same number of shares shall have been so surrendered, and cancelled, unless a certificate of stock be lost or destroyed, in which event another may be issued in its stead upon proof of such loss or destruction and unless waived by the President, the giving of a satisfactory bond of indemnity not exceeding an amount double the value of the stock. Both such proof and such bond shall be in a form approved by the general counsel of the Corporation and by the Transfer Agent of the Corporation and by the Registrar of the stock.

SECTION 2. Transfer of Shares. Shares of the capital stock of the Corporation shall be transferred on the books of the Corporation only by the holder thereof in person or by his attorney upon surrender and cancellation of certificates for a like number of shares as hereinbefore provided.

SECTION 3. Registered Stockholders. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share in the name of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the Laws of Maryland.

SECTION 4. Closing Transfer Books. The Board of Directors may fix the time, not exceeding ten (10) days preceding the date of any meeting of Stockholders or any dividend payment date or any date for the allotment of rights, during which time the books of the Corporation shall be closed against transfer of stock, or, in lieu thereof, the Directors may fix a date not exceeding ten (10) days preceding the date of any meeting of Stockholders or any dividend payment date or any date for the allotment of rights, as a record date for the determination of the Stockholders entitled to notice of and to vote at such meeting or to receive such dividends or rights as the case may be; and only Stockholders of record on such date shall be entitled to notice of and to vote at such meeting or to receive such dividends or rights as the case may be.

ARTICLE V

Corporate Seal

SECTION 1. Seal. In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation

or of an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VI

Bank Accounts and Loans

SECTION 1. Bank Accounts. Such Officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such Officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such Officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

SECTION 2. Loans. Such Officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidence of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more

notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such Officers or agents shall deem proper; and also to sell to, discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the Officers or Agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such Officers or Agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII

Reimbursements

Any payments made to an Officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred to him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the Officer or other employee, subject to the determination of the Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any Director, Officer or Stockholder, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each Stockholder, Officer or Director at such address as appears on the books of the Corporation, or in default of any other address, to such Director, Officer or Stockholder, at the general post office in the City of ^, Maryland, and such notice shall be deemed to be given at the time the same

shall be thus mailed. Any Stockholder, Director or Officer may waive any notice required to be given under these By-Laws.

ARTICLE IX

Amendments

SECTION 1. Amendment of By-Laws. The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.

ARTICLE X

Indemnification

SECTION 1. Definitions. As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a Director or Officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the indemnification Section.

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Wishing you safe and fun travels,



William P. Condon
President

MEMBER SERVICES CONTACT INFORMATION

World Travelers of America Association

Phone: 508-432-8846

E-mail: admin@worldtravelers.org

Website: www.worldtravelers.org

Office Hours: Monday-Friday 8:30 a.m. - 5:00 p.m. ET

MEMBER BENEFITS LISTING

All member benefits may be accessed at www.worldtravelers.org. Certain benefits also offer access via a toll-free phone number. Refer to each benefit explanation for additional details and contact information.

TRAVEL INFORMATION

The WTA Wise Traveler® Newsletter

Travel Talk® E-newsletter

WTA Travel Destination Information

WTA Travel Safety Advisory Information

WTA Travel Health Program

WTA Travel Tips

INSURANCE & FINANCE SERVICES

WTA Travel Insurance Program

WTA MasterCard® Credit Card

WTA RV Finance Program

MEMBER DISCOUNTS

WTA Online® Travel Booking Service

WTA Lodging Discount Program

WTA Auto Rental Discount Program

WTA Theme Park & Zoo Discounts

WTA CityPass® Discounts

WTA Ski Resort Discounts

WTA Movie Ticket Discounts

WTA Magazine Discount Program

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WTA Online® provides instant access to almost all WTA member benefits, products, services and discounts, plus many other resources tailored to travel interests. Access to your member benefits is in a special Members Only section of the website. New member benefits are often announced first on the website, so be sure to visit often.

The WTA Wise Traveler® Newsletter

The WTA Wise Traveler® newsletter is a quick-to read newsletter published six times a year that provides destination information, travel news, and travel tips along with the latest updates on member benefits. This information will cover both U.S. and foreign travel. WTA members who have a WTA MasterCard® credit card will receive *The WTA Wise Traveler* in their credit card statements. All other members will receive the newsletter via e-mail.

Travel Talk® E-newsletter

Travel Talk® is delivered via e-mail six times a year as part of WTA's mission to make travel safer, more affordable and hassle-free. Each issue focuses on a relevant travel topic. All WTA members who have provided their email address automatically receive *Travel Talk*.

WTA Travel Destination Information

WTA's travel destination information offers members access to a number of first-hand accounts of destinations around the U.S. and the world. The information encompasses the best time of year to go, what to do and see, costs, inside tips on places to eat and stay, and other truly valuable information. New destinations are constantly added, so be sure to visit often. Also included is tourism and U.S. State Department information.

WTA Travel Safety Advisory Information

The WTA Travel Safety Advisory Program provides access to safety information and tips, including travel alerts, to assist WTA members to be safe travelers on key topics such as hotel security, women traveling alone, advanced planning for a safe trip abroad, and personal security while traveling in the U.S.

WTA Travel Health Program

The WTA Travel Health Program offers a variety of resources to help WTA members travel safely and to stay healthy while traveling. WTA's partner, Passport Health®, offers convenient, comprehensive, and affordable briefing services on the health and security of foreign destinations. They also provide vaccinations, security and medical safety advice. Present your WTA MasterCard® credit card to a Passport Health representative and receive a free gift. For more details and to locate the Passport Health office nearest you, go to www.worldtravelers.org/travelhealth.asp.

WTA Travel Tips

WTA supplies a myriad of travel tips to help ease its members' travels on subjects such as family travel, air travel, travel security, lodging, currency, cultural dos and don'ts, luggage & packing, accommodations and many more.

WTA Travel Insurance Program

WTA's Travel Insurance Program offers a suite of travel insurance products designed to ease the hassles of travel – whether in the U.S. or abroad.

There are hundreds of circumstances that could cause you to cancel your trip, return home early or force you to seek emergency medical treatment while traveling. These expenses aren't typically covered by your own health or homeowner's insurance or credit card. Get a free instant quote and purchase coverage online.

WTA RV Finance Program

WTA members can finance their new or used RVs online or by phone at 866-789-4511. Competitive rates are available for both financing and refinancing.

WTA Online® Travel Booking Service

Members can check rates and book their travel online at www.worldtravelers.org. Deeply discounted rates are available on hotels, cruises, vacation condo rentals, and rental cars. Book air, too. You have a choice of booking with major airlines, hotels, cruise lines, and auto rental agencies across the country and the world. Online customer care is available at reply@travelnow.com 24/7 (including holidays). For help with existing reservations or to book a hotel room, you may also call 800-916-3403.

WTA Lodging Discount Program

WTA members can take advantage of special lodging discounts of up to 15% at select hotel properties across the U.S. and abroad.

This special discount is available at: Days Inn® – 800-268-2195; Howard Johnson® – 800-769-0939; Knights Inn® – 800-682-1071; Ramada® – 800-462-8035; Travelodge® – 800-545-5545; and Wingate Inn® – 877-202-8814. Be sure to use discount #60093.

WTA Auto Rental Discount Program

WTA members save up to 25% off auto rentals from the following companies: Avis® - 800-331-1212, ID# B853102; Budget® - 800-455-2848, ID# Y194902; Enterprise® - 800-593-0505, ID# 07A1001; and Hertz® - 800-654-2200, ID# 1294401. Plus, every time you rent from Avis, Budget or Hertz, a percentage will be contributed to WTA to help support its mission.

WTA Theme Park and Zoo Discounts

WTA members save up to 30% on admission to over 60 major theme parks, zoos and aquariums across the country like Six Flags®, Universal Studios®, Busch Gardens®, Sea World®, HersheyPark®, the San Diego Zoo® and the Los Angeles Zoo®. The discount coupons are mailed to you.

WTA CityPass® Discounts

Visit attractions in some of North America's most popular cities for one low price. Savings are almost 50% off individual admission prices. Currently participating cities are Boston, Chicago, Hollywood, New York, Philadelphia, San Francisco, Seattle, Southern California, and Toronto.

WTA Ski Resort Discounts

Save up to \$26.50 per lift ticket at ski resorts from Maine to California. Shipping and handling fees apply.

WTA Movie Discounts

Save up to \$3 on each movie ticket at most of the national chains. Discount tickets to many regional theatres are also available. Shipping and handling fees apply.

WTA Magazine Discount Program

WTA members receive deep discounts of up to 50% off travel magazines such as *Caribbean Travel and Life*, *Cruise Travel, Vacations*, and many of your favorite non-travel publications like *Reader's Digest*, *Car & Driver*, *Time*, *Golf Digest*, and *Ladies Home Journal*. Hundreds of other titles are available. Call 800-603-5602 to order.

General Provisions of the WTA Member Benefits

This *Guide to Member Benefits* is a helpful and important document, and all information in it is subject to the terms and conditions of WTA's contractual documents.

Access to the benefits becomes effective when you become a member of WTA. WTA reserves the right to change or terminate the benefits without notice. The benefits provided to you via your WTA Membership may not be assigned.

6/2007MW

Guide To Member Benefits



*Working to make Travel Safer,
More Affordable and Hassle-Free!*

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