

SERFF Tracking Number: SILC-128445778 State: Arkansas  
Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
Company Tracking Number:  
TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
Product Name: AR - ABP (NEBCO)  
Project Name/Number: /

## Filing at a Glance

Company: Starr Indemnity & Liability Company

Product Name: AR - ABP (NEBCO)

TOI: H02G Group Health - Accident Only

Sub-TOI: H02G.000 Health - Accident Only

Filing Type: Form

SERFF Tr Num: SILC-128445778 State: Arkansas

SERFF Status: Closed-Approved-Closed  
State Tr Num:

Co Tr Num:

Authors: Grace Huang, Terri Minogue, Samuel Choi

Date Submitted: 06/04/2012

State Status: Approved-Closed

Reviewer(s): Rosalind Minor

Disposition Date: 06/12/2012

Disposition Status: Approved-Closed

Implementation Date:

Implementation Date Requested: On Approval

State Filing Description:

## General Information

Project Name:

Project Number:

Requested Filing Mode: Review & Approval

Explanation for Combination/Other:

Submission Type: New Submission

Group Market Type: Association

Filing Status Changed: 06/12/2012

State Status Changed: 06/12/2012

Created By: Samuel Choi

Corresponding Filing Tracking Number:

Filing Description:

Commissioner of Insurance

Arkansas Division of Insurance

Status of Filing in Domicile:

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Group

Group Market Size: Large

Overall Rate Impact:

Deemer Date:

Submitted By: Grace Huang

RE: Starr Indemnity & Liability Company

NAIC#: 38318 FEIN#: 75-1670124

H02G.000 Group Health – Accident Only

H02G.000 Health – Accident Only

Approval of AmeriBenefit Plan (an association) for use with previously approved forms

SERFF Tracking Number: SILC-128445778 State: Arkansas  
Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
Company Tracking Number:  
TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
Product Name: AR - ABP (NEBCO)  
Project Name/Number: /

Dear Commissioner:

In this filing, we are seeking approval to use the previously approved Group Accident policy forms listed below for the AmeriBenefit Plan association ("ABP"). The association by-laws and articles of incorporation for ABP are attached for your review and approval.

AH-40001 et al, SERFF #PLIS-126027253, approved 10/23/09;  
AH-40022-AR (AME), SERFF # SILC-127840870, approved 11/28/11;  
AH-40020-AR (Critical Illness), SERFF # PLIS-127165600, approved 6/2/11.

If you need any additional information, or have any questions, please feel free to contact me at Terri.Minogue@cvstarr.com.

Sincerely,

Terri Minogue  
Compliance Underwriting Director  
(646) 227-6528  
State Narrative:

## Company and Contact

### Filing Contact Information

Terri Minogue, terri.minogue@cvstarr.com  
399 Park Avenue 646-227-6528 [Phone]  
8th Floor  
New York, NY 10022

### Filing Company Information

Starr Indemnity & Liability Company CoCode: 38318 State of Domicile: Texas  
399 Park Avenue Group Code: Company Type: Insurance  
8th Floor Group Name: State ID Number:  
New York, NY 10022 FEIN Number: 75-1670124  
(646) 227-6528 ext. [Phone]

-----

## Filing Fees

SERFF Tracking Number: SILC-128445778 State: Arkansas  
Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
Company Tracking Number:  
TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
Product Name: AR - ABP (NEBCO)  
Project Name/Number: /

Fee Required? Yes  
Fee Amount: \$50.00  
Retaliatory? No  
Fee Explanation: Form Filing fee = \$50.00  
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Starr Indemnity & Liability Company	\$50.00	06/04/2012	59661735

SERFF Tracking Number: SILC-128445778 State: Arkansas  
Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
Company Tracking Number:  
TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
Product Name: AR - ABP (NEBCO)  
Project Name/Number: /

## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	06/12/2012	06/12/2012



SERFF Tracking Number: SILC-128445778 State: Arkansas  
 Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
 Company Tracking Number:  
 TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
 Product Name: AR - ABP (NEBCO)  
 Project Name/Number: /

<b>Schedule</b>	<b>Schedule Item</b>	<b>Schedule Item Status</b>	<b>Public Access</b>
<b>Supporting Document</b>	Flesch Certification	Approved-Closed	Yes
<b>Supporting Document</b>	Application	Approved-Closed	Yes
<b>Supporting Document</b>	Bylaws	Approved-Closed	Yes
<b>Supporting Document</b>	Articles of Incorporation	Approved-Closed	Yes
<b>Supporting Document</b>	Cover Letter	Approved-Closed	Yes
<b>Supporting Document</b>	AR Association Questionnaire	Approved-Closed	Yes
<b>Supporting Document</b>	AR - ABP Membership & Financial Statement	Approved-Closed	No
<b>Supporting Document</b>	AR - ABP Brochures & Booklets	Approved-Closed	No

SERFF Tracking Number: SILC-128445778  
Filing Company: Starr Indemnity & Liability Company  
Company Tracking Number:  
TOI: H02G Group Health - Accident Only  
Product Name: AR - ABP (NEBCO)  
Project Name/Number: /

State: Arkansas  
State Tracking Number:  
Sub-TOI: H02G.000 Health - Accident Only

## Supporting Document Schedules

		<b>Item Status:</b>	<b>Status Date:</b>
<b>Bypassed - Item:</b> Flesch Certification <b>Bypass Reason:</b> N/A <b>Comments:</b>		Approved-Closed	06/12/2012
<b>Bypassed - Item:</b> Application <b>Bypass Reason:</b> Please see Cover Letter <b>Comments:</b>		Approved-Closed	06/12/2012
<b>Satisfied - Item:</b> Bylaws <b>Comments:</b> <b>Attachment:</b> AmeriBenefit ByLaws.pdf		Approved-Closed	06/12/2012
<b>Satisfied - Item:</b> Articles of Incorporation <b>Comments:</b> <b>Attachment:</b> AmeriBenefit MO Articles and Amendments.pdf		Approved-Closed	06/12/2012
<b>Satisfied - Item:</b> Cover Letter <b>Comments:</b> <b>Attachment:</b> AR Cover Letter.pdf		Approved-Closed	06/12/2012

SERFF Tracking Number: SILC-128445778 State: Arkansas  
 Filing Company: Starr Indemnity & Liability Company State Tracking Number:  
 Company Tracking Number:  
 TOI: H02G Group Health - Accident Only Sub-TOI: H02G.000 Health - Accident Only  
 Product Name: AR - ABP (NEBCO)  
 Project Name/Number: /

**Item Status:** Approved-Closed  
**Status Date:** 06/12/2012  
**Satisfied - Item:** AR Association Questionnaire  
**Comments:**  
**Attachment:**  
 AR Association Questionnaire.pdf

**Item Status:** Approved-Closed  
**Status Date:** 06/12/2012  
**Satisfied - Item:** AR - ABP Membership & Financial Statement  
**Comments:**  
**Attachments:**  
 ABP-AR Membership5.23.2012.pdf  
 ABP Financial Statement .pdf

**Item Status:** Approved-Closed  
**Status Date:** 06/12/2012  
**Satisfied - Item:** AR - ABP Brochures & Booklets  
**Comments:**  
**Attachments:**  
 ABP Book 1-2 S 20 May27-11.pdf  
 ABP Brochure Insert CVStarrV4.pdf  
 Focus Series 0312V9.pdf  
 Protector Plus CVStarr0312V5.pdf

**BY-LAWS**  
**OF**  
**"AMERIBENEFIT PLAN"**

ARTICLE I  
PURPOSES

The purpose or purposes of "AmeriBenefit Plan" ("association") shall be:

To enhance the quality of life for members by offering or providing educational information; to provide members with information regarding all types of goods, products, and services; to provide access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

ARTICLE II  
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III  
MEMBERS

Section 1.     Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.
3. Corporate membership: The corporation is the member and all of its employees are entitled to partnership in all benefit programs offered by the Association.

Section 2.     Voting Rights. Each member of classes 1, 2, and 3 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of

the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and
3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the

Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6.     Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.     Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8.     Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1.     Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.     Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.     Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5.     Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX  
CERTIFICATES OF MEMBERSHIP

Section 1.     Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.     Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X  
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI  
DUES AND INITIATION FEE

Section 1.     Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2.     Payment of Dues. Dues shall be payable in advance.

Section 3.     Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4.     Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII  
FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII  
SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII  
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

# STATE OF MISSOURI



**Richard A. Hanson**  
DEPUTY  
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
HEALTH AWARENESS LEAGUE

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, RICHARD A. HANSON, DEPUTY SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
30TH DAY OF DECEMBER, 1994.



*Richard A. Hanson*  
Deputy Secretary of State

\$15.00



# State of Missouri

Judith K. Moriarty, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

## Articles of Incorporation of a General Not For Profit Corporation

Filing Fee \$10.00

STATE OF MISSOURI  
CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION ISSUED

DEC 30 1994

We the undersigned, (Not less than three)

Type or Print Name	Number	Street	City	State	Zip
DALE TURVEY	16601	KEHRSGROVE DR	CHESTERFIELD	MO	63005
WILLIAM A. WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is HEALTH AWARENESS LEAGUE
- The period of duration of the corporation is perpetual  
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is 1819 CLARKSON RD, STE 301  
CHESTERFIELD 63017  
(City) (Zip)  
and the name of its initial Registered Agent at said address is KAREN BOEKER
- The first Board of Directors shall be THREE (3) in number, their names and addresses being as follows:  
(At least three required)

Type or Print Name	Number	Street	City	State	Zip
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129
WILLIAM A WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
KAREN BOEKER	13	BORDEAUX PL	LAKE ST LOUIS	MO	63367

5. The purpose or purposes for which the corporation is organized are:

"SEE EXHIBIT A ATTACHED"

may be inserted above.)

(Incorporators must sign below)

[Handwritten Signature]  
[Handwritten Signature]  
[Handwritten Signature]  
   
 



Incorporators

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC 30 1994

[Handwritten Signature]  
SECRETARY OF STATE

VERIFICATION

State of Missouri  
County of ST LOUIS } ss.

I, KAREN K. BOEKER, a Notary Public,

do hereby certify that on the 28th day of DECEMBER, 19 94,

GARY JOHNSTON, WILLIAM A. WARMANN, JR  
Type or Print (Names of Incorporators)

DALE TURVEY

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Notarial Seal)

[Handwritten Signature: Karen K. Boeker]  
Notary Public

My commission expires 11-7-95

The Secretary of State's Office makes every effort to provide program accessibility to all citizens without regard to disability. If you desire this publication in alternate form because of a disability, please contact the Director of Publications, P.O. Box 778, Jefferson City, Mo. 65102; phone (314) 751-1814. Hearing-impaired citizens may contact the Director by phone through Missouri Relay (800-735-2966). The Corporations Division also maintains a Telecommunications Device for the Deaf (TDD) at (314) 526-5599.

EXHIBIT "A"

5. The purpose or purposes for which the corporation is organized are:

To create an awareness of the fundamentals of health and physical fitness through support groups and seminars; to research and evaluate new and existing health programs; to collect and disseminate health, financial, educational, and other information of value to its members; to facilitate the cooperation of its members to their mutual advantage in obtaining information, advice and services relating to healthcare; as well as any activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC 30 1994

*Debra M. Donnell*  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

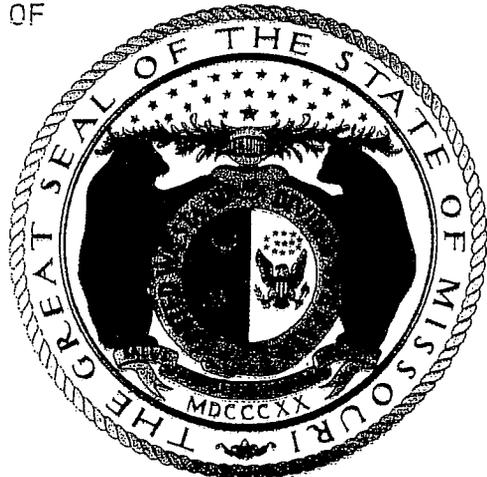
WHEREAS,  
HEALTH AWARENESS ASSOCIATION

FORMERLY,  
HEALTH AWARENESS LEAGUE

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 10TH DAY OF OCTOBER, 1997.

*Rebecca McDowell Cook*  
Secretary of State



\$10.00

# State of Missouri

Rebecca McDowell Cook, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED AND CERTIFICATE  
ISSUED

OCT 10 1997



## Articles of Amendment to the Articles of Incorporation of a General Not For Profit Corporation

*Rebecca McDowell Cook*  
SECRETARY OF STATE

(To be submitted in duplicate with a filing fee of \$10)

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is HEALTH AWARENESS LEAGUE
2. There are NO members, having voting rights with respect to amendments;  
(Insert "no" or "some")

*(Strike paragraphs (a), (b) or (c) when not applicable)*

3. ~~(a) At a meeting of members at which a quorum was present, held on \_\_\_\_\_, 19\_\_\_\_, and receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, the following amendments were adopted.~~

~~(b) By a vote of all in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote at the time the following amendments were adopted.~~

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on 10/06, 19 97, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted;

4. Article number One (1) is amended to read as follows:

The name of the corporation is:  
HEALTH AWARENESS ASSOCIATION

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President or Vice President, and its Secretary or Assistant Secretary, this 6th day of October, 1997.

CORPORATE SEAL  
(If no seal, state "None")

"None"

HEALTH AWARENESS LEAGUE  
(Exact Corporate Title)  
By [Signature]  
Its President or Vice President  
By [Signature]  
Its Secretary or Assistant Secretary

State of Missouri  
County of St. Louis } ss.

I, Catherine Champlain, a Notary Public,  
do hereby certify that on the 7th day of October, 1997,  
Karen C. Becker personally appeared before me  
(Acknowledgment by either officer is sufficient)

and being first duly sworn by me, acknowledged that 5 he signed as his free act  
and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained  
are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

CATHERINE CHAMPLAIN  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: June 17, 2001

Catherine Champlain  
Notary Public

My commission expires 6-17-2001

# STATE OF MISSOURI



Matt Blunt  
Secretary of State  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

*AmeriBenefit Plan*  
N00051460

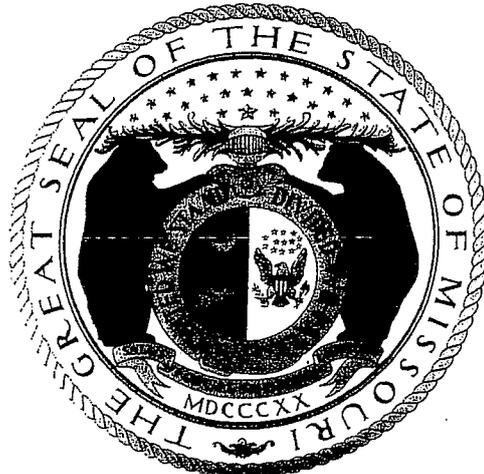
Formerly,

*HEALTH AWARENESS ASSOCIATION*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of June, 2003.

  
Secretary of State





Corporations Division  
P.O. Box 778, Jefferson City, MO 65102

File Number: 200317821105  
Date Filed: 06/24/2003 10:34 AM  
Matt Blunt  
Secretary of State

James C. Kirkpatrick State Information Center  
600 W. Main Street, Rm 322, Jefferson City, MO 65101

### Articles of Amendment for a Nonprofit Corporation (Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Health Awareness Association
- (2) The amendment was adopted on 6-9-03 and changed article(s) 1 and 5 to state as follows:  
month/day/year

Article number One (1) is amended to read as follows: The name of the Corporation is: AmeriBenefit Plan

Article number Five (5) is amended to read as follows: see attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_
- B. Complete either i or ii:

i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:

State of Missouri  
Amend/Restate - NonProfit 2 Page(s)



T0317716521

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

Tom Wright, Jr.      President      6/13/03  
(Authorized Signature of officer or chairman of the board)      (Printed Name)      (Title)      (Date)

The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for members by offering or providing educational information; to provide members with information regarding all types of goods, products and services; to provide access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.



**Starr Indemnity & Liability Company**

A Member of Starr Companies

399 Park Avenue, 8th Floor

New York, NY 10022

T: (646) 227-6400

Commissioner of Insurance  
Arkansas Division of Insurance

RE: Starr Indemnity & Liability Company  
NAIC#: 38318 FEIN#: 75-1670124  
H02G.000 Group Health – Accident Only  
H02G.000 Health – Accident Only  
Approval of AmeriBenefit Plan (an association) for use with previously approved forms

Dear Commissioner:

In this filing, we are seeking approval to use the previously approved Group Accident policy forms listed below for the AmeriBenefit Plan association (“ABP”). The association by-laws and articles of incorporation for ABP are attached for your review and approval.

AH-40001 et al, SERFF #PLIS-126027253, approved 10/23/09;  
AH-40022-AR (AME), SERFF # SILC-127840870, approved 11/28/11;  
AH-40020-AR (Critical Illness), SERFF # PLIS-127165600, approved 6/2/11.

If you need any additional information, or have any questions, please feel free to contact me at [Terri.Minogue@cvstarr.com](mailto:Terri.Minogue@cvstarr.com).

Sincerely,

Terri Minogue  
Compliance Underwriting Director  
(646) 227-6528

# Association Requirements

## Arkansas

---

Before issuing a group accident and health insurance policy to an association, the association or its insurer on behalf of the association, must file with the Department proof that the association is a qualified group under Arkansas Code Annotated § 23-86-106(2)(A)(i)(ii)(iii). Approval of the association as a qualified group for insurance purposes will be determined upon receipt of the following information:

1. Name and address of the association.

**AmeriBenefit Plan, 16476 Wild Horse Creek Road, Chesterfield, MO 63017**

2. Is this association incorporated? If so, give state of incorporation.

**Yes, Missouri**

3. Is there a current office in Arkansas?

**No**

4. Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details.

**No**

5. Are annual dues charged? If so, specify amount.

**Yes - \$9.95 or \$19.95 per person per month**

6. What are the specific activities of the association?

**Purpose: To enhance the quality of life for members by offering or providing educational information; to provide members with information regarding all types of goods, products, and services; to provide access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.**

7. What benefits are provided to the members in addition to insurance? ATTACH BROCHURES ON THE ASSOCIATION WHICH OUTLINES THE ADDITIONAL BENEFITS.

8. What qualifies an individual for membership?

**An individual interested in the benefits and services must apply for membership and be approved by the Board of Directors.**

9. How are members recruited? If by mailing list, advise the source of this list.

**Members are recruited by enrollers and by referrals from existing members**

10. Attach a copy of the association's Articles of Incorporation and By Laws.

11. **Enclose a list of dues** paying members residing in Arkansas with full addresses. If the association

considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.

12. Please attach a copy of the associations most recent financial statement.
13. Does the association receive any compensation of any kind from the insurer issuing contracts to its members?

**No**