

CERTIFICATE WITH RESPECT TO ACTION OF STOCKHOLDERS  
OF  
THE ESTATE LIFE INSURANCE COMPANY OF AMERICA

I, E. F. Elam, Secretary of The Estate Life Insurance Company of America, a corporation organized under the laws of the State of South Carolina, hereby certify that the agreement of consolidation to which this certificate is attached, entered into and signed by all of the directors of said corporation and all of the directors of the Carolina General Life Insurance Company, was submitted to the stockholders of The Estate Life Insurance Company of America at a separate meeting thereof, duly called for the purpose of taking into consideration said agreement of consolidation, notice of the time, place and object of said meeting having been duly mailed to each stockholder as provided by law; that said stockholders meeting was held on Thursday, June 12th, 1958 at 12:00 o'clock noon at the principal office of said corporation in Orangeburg, South Carolina, that at said stockholders meeting, said agreement of consolidation was read and considered and a vote by ballot was taken for the adoption or rejection of the same; that the holders of at least a majority of the outstanding shares of capital stock entitled to vote were present in person or represented by proxy at said stockholders meeting and that the votes of stockholders representing at least a majority of the outstanding shares of capital stock entitled to vote were for the adoption of the agreement of consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said corporation and have hereunto affixed the seal of said corporation on this the 12th day of June, 1958.

Seen to and subscribed to  
before me this 12th day of  
June, 1958

Wassella R. Bickelmyer (SEAL)  
Notary Public for South Carolina

E. F. Elam  
Secretary

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