RESTATED ARTICLES OF INCORPORATION

of

The Travelers Protective Association of America

Last revised and amended at the
One Hundred and Twenty Fourth Annual Meeting

Grantville, Pennsylvania
June 23 – 25, 2014

In Effect July 1, 2014
Restated Articles of Incorporation

of

The Travelers Protective Association of America

ARTICLES OF INCORPORATION

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The Travelers Protective Association of America
Restated Articles of Incorporation

ARTICLE I: Name
The name of this association shall be THE TRAVELERS PROTECTIVE ASSOCIATION OF AMERICA.

ARTICLE II: Object
The object shall be to operate as a fraternal benefit society.

ARTICLE III: Domicile
The domicile of this corporation shall be within the State of Missouri.

ARTICLE IV: Plan of Benefits
The corporation shall provide a Plan of Benefits document which shall specify in what cases benefits shall be payable to its members and beneficiaries. The fund from which such benefits shall be made and the fund from which the expenses of the association shall be defrayed shall be derived from assessments or dues collected from the members.

The corporation may provide the following contractual benefits in any form: death benefits; endowment benefits; annuity benefits; temporary or permanent disability benefits; hospital, medical or nursing benefits; and monument or tombstone benefits to the memory of deceased members; and such other benefits as authorized for life insurers and which are not inconsistent with this chapter. As specified in the Missouri Revised Statutes Chapter 378 Section 378.616

ARTICLE V: Membership
The corporation shall be organized without capital stock, and the membership of the corporation shall be composed of all who are eligible for membership and accepted into membership as set forth in the bylaws.

ARTICLE VI: Officers
The qualifications, duties, powers, privileges, and tenure of office of the officers and directors of this corporation shall be set forth in the bylaws.

ARTICLE VII: Not for Profit Fraternal Benefit Society
The corporation shall be organized as a not-for-profit corporation to operate as a fraternal benefit society under the provisions of chapters 352 and 378 of the laws of the State of Missouri. It shall operate under a lodge system with a ritualistic form of work and representative form of government and making provisions in some cases for the payment of benefits as written in Statutes of Limitations within states where licensed.
ARTICLE VIII: Corporate Powers

The corporation shall have the power to do any thing incidental to, and not prohibited by law in order to advance its objects, including the power but not limited to, to purchase, hold, and transfer any real estate that may be necessary and proper for its accommodation in the transaction and conduct of its business. It may make bylaws for its governance, the admission of members and the management of its affairs.

ARTICLE IX: Duration

The duration of this corporation shall be perpetual.

ARTICLE X: Indemnification

Any director, officer, employee, or agent of TPA who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by Subsections 1 and 2 of Section 355.476 of the Missouri Revised Statutes.

ARTICLE XI: Amendment

These articles may be amended by the membership at any regular meeting as provided in the bylaws.

The original Articles of Association were filed in the Circuit Court of St. Louis on the 30th day of May, A.D., 1890.

A pro forma Decree of Incorporation was issued on June 7, 1890, by the Circuit Court, City of St. Louis, and duly recorded; also filed in the office of the Secretary of State of Missouri and a charter issued thereon, June 11, 1890. A Decree of Removal and Reincorporation of Pro Forma Corporation was issued by the Circuit Court of St. Charles County on December 17, 2013.

The Director of Insurance of the State of Missouri has duly issued a license to do business as a Fraternal Benefit Society, and he has issued all proper certificates on the foregoing Articles of Incorporation which are on file in his offices and which have been approved by him in their present form.

Licenses to do business as a Fraternal Benefit Society have been granted by every State in which this Association has members.

The Articles of Incorporation and decree of Court with all amendments have been duly recorded and filed according to the laws of Missouri, and the original certificates of the Secretary of State and of the Insurance Commissioners are on file at the office of the Association in the State of Missouri.

ALBERT M. SHOEMAKER, JR.
Chief Administrative Officer
The entire Articles of Incorporation as printed herein were duly adopted as and for the Articles of Incorporation of The Travelers Protective Association of America by the unanimous vote of the Annual Meeting of this Association held at Grantville, Pennsylvania, June 23-25, 2014.

I hereby certify the above to be a true duplicate original copy of the Articles of Incorporation with all amendments to this date as adopted by the Annual Meeting of this Association.

ALBERT M. SHOEMAKER, JR.
Chief Administrative Officer