



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

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Restated Articles of Incorporation

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The Travelers Protective Association of America

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**The Travelers Protective Association of America
Restated Articles of Incorporation**

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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.



121 **ARTICLE VIII: Corporate Powers**

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

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128 **ARTICLE IX: Duration**

129 The duration of this corporation shall be perpetual.

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131 **ARTICLE X: Indemnification**

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

137 **ARTICLE XI: Amendment**

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

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

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

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

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

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

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ALBERT M. SHOEMAKER, JR.

160

Chief Administrative Officer



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162 The entire Articles of Incorporation as printed herein were duly adopted as and for the Articles of
163 Incorporation of The Travelers Protective Association of America by the unanimous vote of the
164 Annual Meeting of this Association held at Grantville, Pennsylvania, June 23-25, 2014.

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

168
169 ALBERT M. SHOEMAKER, JR.
170 Chief Administrative Officer