

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM474800

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	04/01/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aflac Reinsurance Company		02/26/2018	Corporation: NEBRASKA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Nebraska Life Assurance Company	02/26/2018	Unknown: NEBRASKA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	American Family Life Assurance Company of Columbus
Street Address:	1932 Wynnton Road
City:	Columbus
State/Country:	GEORGIA
Postal Code:	31999
Entity Type:	stock life insurance company: NEBRASKA

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	3648737	ACCIDENT INDEMNITY ADVANTAGE
Registration Number:	1570222	AFLAC
Registration Number:	3197432	AFLAC
Registration Number:	3598430	AFLAC ALWAYS
Registration Number:	3648701	AFLAC FOR BUSINESS
Registration Number:	3472940	AFLACANYWHERE
Registration Number:	3156681	AFLINC
Registration Number:	2766191	AFLAC
Registration Number:	2561831	
Registration Number:	2796656	AFLAC
Registration Number:	2766193	AFLAC
Registration Number:	2578516	
Registration Number:	3648738	DISABILITY INCOME PROTECTION ADVANTAGE
Registration Number:	1667222	FLEX ONE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3678427	
Registration Number:	3149688	LABORONE
Registration Number:	3509679	MAXIMUM DIFFERENCE
Registration Number:	3629958	SMARTAPP NEXT GENERATION
Registration Number:	3962669	AFLAC SMARTCLAIM
Registration Number:	2607415	
Registration Number:	3299024	VISION NOW
Registration Number:	3750675	WE'VE GOT YOU UNDER OUR WING
Registration Number:	3756045	GET THE AFLACTS
Registration Number:	3958746	AFLAC SMARTGREEN
Registration Number:	3801104	TU PROTECTOR ALADO
Registration Number:	4538516	AFLAC BENEFIT
Registration Number:	4674066	EVERWELL
Registration Number:	4726166	
Registration Number:	4572555	LEAVE YOUR FOOTPRINT
Serial Number:	87505865	DUCKCHAT
Serial Number:	87256720	KEEP YOUR LIFESTYLE HEALTHY
Serial Number:	87365021	BENEXTEND
Serial Number:	87356478	PSYCHED FOR SUCCESS
Registration Number:	5296510	
Serial Number:	87495275	GROUNDED AUTHENTICS
Serial Number:	87495266	LIFESTYLE COVERAGE
Serial Number:	87495279	CARING INNOVATORS
Serial Number:	87551771	AFLAC SMALL BUSINESS SOLUTIONS
Serial Number:	87590534	EVERWELL ADVANTAGE
Serial Number:	87590536	AFLAC TOTAL CARE
Serial Number:	87549626	
Serial Number:	87555971	MYAFLAC
Serial Number:	87532874	AFLAC CHILDHOOD CANCER CAMPAIGN
Serial Number:	87590526	AFLAC EXPERT BENEFITS ADVISORS
Serial Number:	87590531	AFLAC BUSINESS SOLUTIONS
Serial Number:	87745335	MY SPECIAL AFLAC DUCK
Serial Number:	87775893	SOUNDSCAPES

CORRESPONDENCE DATA

Fax Number: 4048817777

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 404-881-7000

Email: kelly.branch@alston.com
Correspondent Name: Ginabeth B. Hutchison
Address Line 1: 1201 West Peachtree Street
Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	Ginabeth B. Hutchison
SIGNATURE:	/Ginabeth B. Hutchison/
DATE SIGNED:	05/21/2018

Total Attachments: 52

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STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

I, John A. Gale, Secretary of State of the
State of Nebraska, do hereby certify that

The attached is a true and correct copy of Articles of Merger of

AFLAC REINSURANCE COMPANY

with registered office located in Omaha, Nebraska, merging into

NEBRASKA LIFE ASSURANCE COMPANY

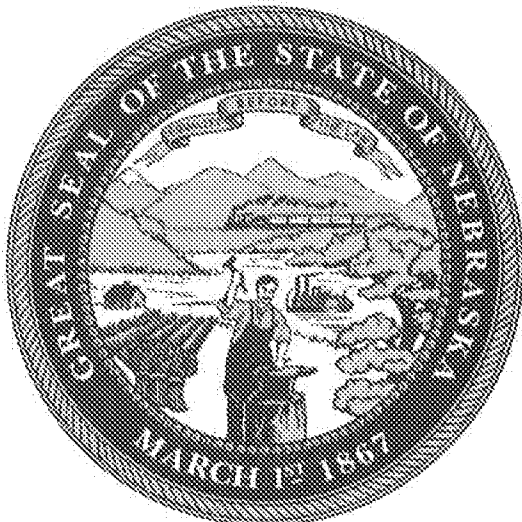
with registered office located in Omaha, Nebraska, changing corporate name to

AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS

as filed in this office on March 28, 2018, effective April 1, 2018.

*This certificate is not to be construed as an endorsement,
recommendation, or notice of approval of the entity's financial
condition or business activities and practices.*

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of
March 28, 2018


Secretary of State

**TRADEMARK
REEL: 006333 FRAME: 0578**

ARTICLES OF MERGER
OF
AFLAC REINSURANCE COMPANY
INTO
NEBRASKA LIFE ASSURANCE COMPANY

Pursuant to Section 21-2, 166 of the Nebraska Model Business Corporation Act (the "Act"), the undersigned domestic corporations do hereby adopt the following Articles of Merger:

ARTICLE I
PARTIES TO MERGER

The parties to the merger are Aflac Reinsurance Company, a stock life insurance company domiciled in the State of Nebraska ("ARC"), and Nebraska Life Assurance Company, a stock life insurance company domiciled in the State of Nebraska ("NLAC").

ARTICLE II
MERGER

Upon effectiveness of the merger, NLAC shall be the surviving corporation, continuing its existence under the name "American Family Life Assurance Company of Columbus". The articles of incorporation of the surviving corporation shall be the Amended and Restated Articles of Incorporation of American Family Life Assurance Company of Columbus attached hereto as Exhibit A.

ARTICLE III
PLAN OF MERGER

The plan of merger by and between ARC and NLAC, a copy of which is attached as Exhibit B, was duly approved by the sole shareholder of ARC and by the sole shareholder of NLAC in the manner required by the Act and the articles of incorporation of each corporation.

ARTICLE IV
EFFECTIVE TIME AND DATE OF MERGER

The effective time and date of the merger shall be 11:59 P.M., Eastern Daylight Time, on April 1, 2018.

[SIGNATURE PAGE FOLLOWS]

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE


MAR 02 2018

APPROVED

DATED as of the 26th day of February, 2018.


ARC:

AFLAC REINSURANCE COMPANY

By: 
Name: Daniel P. Amos
Title: Chairman, Chief Executive Officer,
and President

NLAC:

NEBRASKA LIFE ASSURANCE COMPANY

By: 
Name: Daniel P. Amos
Title: Chairman, Chief Executive Officer,
and President

[Signature Page to Articles of Merger (ARC - NLAC)]

6682947

TRADEMARK
REEL: 006333 FRAME: 0580

Exhibit A

**Amended and Restated Articles of Incorporation of
American Family Life Assurance Company of Columbus**

(See attached.)

6682947

**TRADEMARK
REEL: 006333 FRAME: 0581**

**CERTIFICATE
OF
NEBRASKA LIFE ASSURANCE COMPANY**

March 27, 2018

Pursuant to the provisions of the Nebraska Model Business Corporation Act (the "Act"), this certificate is being issued in connection with the Amended and Restated Articles of Incorporation (in the form attached hereto as Exhibit 1, the "Articles") of Nebraska Life Assurance Company (the "Company") being filed with the Nebraska Secretary of State pursuant to those certain Articles of Merger with an effective time 11:59 p.m. Eastern Daylight Time on April 1, 2018 (the "Effective Time"). The undersigned, in his capacity as Chairman, Chief Executive Officer, and President of the Company, and not individually, does hereby certify, in the name and on behalf of the Company, that:

1. The name of the corporation prior to the Effective Time is **Nebraska Life Assurance Company**.

2. The Articles reflect an amendment to Article I of the Articles to change the Company's name by deleting said Article in its entirety and inserting in lieu thereof a new Article I as follows: "Article I. The name of the corporation is **American Family Life Assurance Company of Columbus**."

3. The date of adoption of the Articles was February 20, 2018.

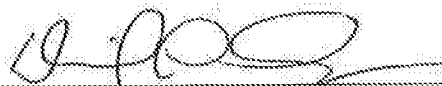
4. The Articles were duly approved by the sole shareholder and all members of the board of directors of the Company in the manner required by the Act and by the Company's Articles of Incorporation.

5. The Articles replace the existing Articles of Incorporation in their entirety and consolidate all amendments (if any) into a single document.

6. The effective time and date of these Articles shall be the Effective Time.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the date first written above.



Name: Daniel P. Amos
Title: Chairman, Chief Executive Officer,
and President

Exhibit 1

Articles

11560855

TRADEMARK
REEL: 006333 FRAME: 0584

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS

ARTICLE I
NAME

The name of the Corporation shall be: AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS.

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on the business of life, health, accident, ordinary and industrial insurance; writing and making life insurance contracts and issuing life insurance policies on the lives of human beings, writing and making and issuing insurance policies of every lawful kind for health and accident insurance; issuing, purchasing, granting, selling and disposing of annuities and endowments of every kind and description. Further, the Corporation may write, make and issue all types of insurance contracts as authorized by the laws of the State of Nebraska and the Director of Insurance of said State, and to engage in such other business as may be necessary or incidental to the foregoing including any act or activity for which corporations may be organized under the Nebraska Model Business Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which this Corporation shall have authority to issue is 7,500,000 shares of voting common stock of \$1.00 par value per share; and 500,000 shares of non-voting common stock of \$1.00 par value per share.

All transfers of the shares of this Corporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IV
PRE-EMPTIVE RIGHTS

There shall be no pre-emptive right in stockholders to purchase pro-rata or otherwise all or any part of the authorized but unissued shares of the Corporation upon the issuance and sale thereof by the Board of Directors.

ARTICLE V
STOCK PURCHASE WARRANTS, OPTIONS AND RIGHTS

The corporation shall have the power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of this corporation, stock purchase warrants, stock purchase options or stock purchase rights, entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes upon such terms and at

NEBRASKA DEPT INSURANCE

MAR 22 2018

TRADEMARK
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such time or times, which may be limited or unlimited in duration, and at such price or prices as shall be determined by a majority vote of the Board of Directors at any meeting called for such purpose, and at which a quorum of Directors is at all times present and voting, provided that the price or prices to be received therefor shall not be less than the par value thereof.

ARTICLE VI
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VII
REGISTERED OFFICE; REGISTERED AGENT

The street address of the registered office of the Corporation is 10306 Regency Parkway Drive, Omaha, Nebraska 68114-3743, and the Corporation's registered agent at such address is Frank J. Barrett.

ARTICLE VIII
AMENDMENT TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation in the manner now and hereafter permitted by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
EFFECTIVE TIME

These Amended and Restated Articles of Incorporation shall be effective at 11:59 a.m., Eastern Daylight Time, on April 1, 2018.

The foregoing Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the Board of Directors and sole shareholder of the Corporation on February 26, 2018, and the Board of Directors and sole shareholder authorized Daniel P. Amos, Chairman, Chief Executive Officer and President of the Corporation, to sign these Amended and Restated Articles of Incorporation and cause these Amended and Restated Articles of Incorporation to be filed with the Office of the Nebraska Secretary of State.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation on this 26th day of February, 2018.

NEBRASKA LIFE ASSURANCE COMPANY
(AT AND AFTER THE EFFECTIVE TIME OF
THESE AMENDED AND RESTATED ARTICLES OF
INCORPORATION, AMERICAN FAMILY LIFE
ASSURANCE COMPANY OF COLUMBUS)

By:



Name: Daniel P. Amos

Title: Chairman, Chief Executive Officer, and
President

TRADEMARK

REEL: 006333 FRAME: 0587

Exhibit B
Plan of Merger

(See attached.)

6682947

TRADEMARK
REEL: 006333 FRAME: 0588

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of February 26, 2018 (this "Agreement"), is by and between Aflac Reinsurance Company, a stock life insurance company domiciled in the State of Nebraska ("ARC"), and Nebraska Life Assurance Company, a stock life insurance company domiciled in the State of Nebraska ("NLAC") and together with ARC, each a "Party" and collectively the "Parties").

WITNESSETH

WHEREAS, all issued and outstanding capital stock of ARC, consisting of 7,000,000 voting shares of common stock with a par value of \$1.00 per share (collectively, the "ARC Shares"), is wholly owned by Aflac Incorporated, a Georgia corporation ("Parent");

WHEREAS, all issued and outstanding capital stock of NLAC, consisting of 2,503,880 voting shares of common stock with a par value of \$1.00 per share (the "NLAC Shares"), is wholly owned by Parent;

WHEREAS, ARC and NLAC have determined that it would be in their respective best interests and in the best interests of their respective shareholders and policyholders for ARC to be merged with and into NLAC with NLAC being the surviving entity, subject to the terms and conditions set forth herein;

WHEREAS, in furtherance thereof, the respective Boards of Directors of ARC and NLAC have duly approved and authorized this Agreement and the merger contemplated hereby, subject to the terms and conditions set forth herein;

WHEREAS, Parent as (i) the sole shareholder of ARC and the owner of all of the ARC Shares entitled to vote with respect to this Agreement and the merger contemplated hereby, and (ii) the sole shareholder of NLAC and the owner of all of the NLAC Shares entitled to vote with respect to this Agreement and the merger contemplated hereby, has duly approved and authorized this Agreement and the merger contemplated hereby, subject to the terms and conditions set forth herein; and

WHEREAS, for federal income tax purposes, ARC and NLAC intend that the Merger (as defined below) will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement will constitute a "plan of reorganization" within the meaning of Treasury Regulation Sections 1.368-2(g) and 1.368-3.

NOW, THEREFORE, the Parties, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of such merger and the mode of carrying it into effect, as follows:

ARTICLE I MERGER AND SURVIVING CORPORATION

1.1 Merger. Upon the terms and subject to the conditions hereof and in accordance with the provisions pertaining to the merging of domestic insurance corporations contained in the laws of the State of Nebraska, at the Effective Time (as defined in Section 1.3) ARC shall be merged with and into NLAC (the "Merger").

1.2 Surviving Corporation. NLAC shall be the surviving corporation in the Merger (the "Surviving Corporation"), and shall be renamed "American Family Life Assurance Company of Columbus" as set forth in Section 2.1. At the Effective Time, the separate existence of ARC shall cease. The Surviving Corporation shall be governed by the laws of the State of Nebraska.

1.3 Effective Time. Subject to the receipt of all required approvals of the Nebraska Department of Insurance and any other governmental authority whose approval is required by applicable law, the Merger shall become effective at 11:59 P.M., Eastern Daylight Time, on April 1, 2018 (the "Effective Time").

ARTICLE 2 TERMS, CONDITIONS AND EFFECTS OF MERGER

2.1 Name. At the Effective Time, the name of the Surviving Corporation shall be "American Family Life Assurance Company of Columbus."

2.2 Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation of American Family Life Assurance Company of Columbus, in the form attached hereto as Exhibit A, until amended in accordance with the provisions provided therein and applicable law. The Articles of Incorporation of ARC, together with all amendments thereto, a copy of which is attached hereto as Exhibit B, shall not survive the Merger.

2.3 Bylaws. The bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws of American Family Life Assurance Company of Columbus, in the form attached hereto as Exhibit C, until amended in accordance with the provisions provided therein and applicable law.

2.4 Directors and Officers. The directors and officers of NLAC immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation, to hold office until their respective successors shall have been elected and qualified as provided by the bylaws of the Surviving Corporation and applicable law.

2.5 Effects of the Merger. The Merger shall have the effects set forth in the laws of the State of Nebraska. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property and other assets of every kind and description of ARC, including all liabilities and obligations (including without limitation any insurance policy liabilities and obligations), shall, without reversion or impairment, transfer to, vest in and devolve upon the Surviving Corporation without further act or deed.

2.6 Further Assurances. Each Party hereby agrees, prior to the Effective Time, as and when requested by the other Party, to execute and deliver or cause to be executed and delivered all such documents, deeds and instruments and to take or cause to be taken such further or other action as such other Party may deem necessary or desirable to evidence or carry out the intent and purposes hereof.

ARTICLE 3
TREATMENT OF SHARES

3.1 NLAC Stock. Each NLAC Share issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive .01 of a validly issued, fully paid and non-assessable share of voting common stock, par value of \$1.00 per share, of the Surviving Corporation; *provided*, that the Surviving Corporation shall not issue any fractional shares and no payment will be made on any fractional shares, and such fractional shares shall be rounded up to the nearest whole number.

3.2 ARC Stock. Each ARC Share issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one (1) validly issued, fully paid and non-assessable share of voting common stock, par value of \$1.00 per share, of the Surviving Corporation. Upon completion of the Merger, Parent will own all of the 7,025,039 issued and outstanding shares of voting common stock of the Surviving Corporation.

ARTICLE 4
MISCELLANEOUS

4.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nebraska without regard to principles of conflicts of laws.

4.2 Binding Agreement; No Third Party Beneficiaries. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns. This Agreement is not intended to confer upon any person other than the Parties any rights or remedies hereunder.

4.3 Counterparts. This Agreement may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original but all such counterparts shall together constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their respective duly authorized officers as of the date first written above.

AFLAC REINSURANCE COMPANY

By: 

Name: Daniel P. Amos

Title: Chairman, Chief Executive Officer, and
President

NEBRASKA LIFE ASSURANCE COMPANY

By: 

Name: Daniel P. Amos

Title: Chairman, Chief Executive Officer, and
President

[Signature Page to Agreement and Plan of Merger (ReinsurCo - NLAC)]

Exhibit A

**Amended and Restated Articles of Incorporation of
American Family Life Assurance Company of Columbus**

(See attached.)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS

ARTICLE I
NAME

The name of the Corporation shall be: AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS.

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on the business of life, health, accident, ordinary and industrial insurance; writing and making life insurance contracts and issuing life insurance policies on the lives of human beings, writing and making and issuing insurance policies of every lawful kind for health and accident insurance; issuing, purchasing, granting, selling and disposing of annuities and endowments of every kind and description. Further, the Corporation may write, make and issue all types of insurance contracts as authorized by the laws of the State of Nebraska and the Director of Insurance of said State, and to engage in such other business as may be necessary or incidental to the foregoing including any act or activity for which corporations may be organized under the Nebraska Model Business Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which this Corporation shall have authority to issue is 7,500,000 shares of voting common stock of \$1.00 par value per share; and 500,000 shares of non-voting common stock of \$1.00 par value per share.

All transfers of the shares of this Corporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IV
PRE-EMPTIVE RIGHTS

There shall be no pre-emptive right in stockholders to purchase pro-rata or otherwise all or any part of the authorized but unissued shares of the Corporation upon the issuance and sale thereof by the Board of Directors.

ARTICLE V
STOCK PURCHASE WARRANTS, OPTIONS AND RIGHTS

The corporation shall have the power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of this corporation, stock purchase warrants, stock purchase options or stock purchase rights, entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes upon such terms and at

NEBRASKA DEPT INSURANCE

MAR 22 2018

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such time or times, which may be limited or unlimited in duration, and at such price or prices as shall be determined by a majority vote of the Board of Directors at any meeting called for such purpose, and at which a quorum of Directors is at all times present and voting, provided that the price or prices to be received therefor shall not be less than the par value thereof.

ARTICLE VI
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VII
REGISTERED OFFICE; REGISTERED AGENT

The street address of the registered office of the Corporation is 10306 Regency Parkway Drive, Omaha, Nebraska 68114-3743, and the Corporation's registered agent at such address is Frank J. Barrett.

ARTICLE VIII
AMENDMENT TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation in the manner now and hereafter permitted by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
EFFECTIVE TIME

These Amended and Restated Articles of Incorporation shall be effective at 11:59 a.m., Eastern Daylight Time, on April 1, 2018.

The foregoing Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the Board of Directors and sole shareholder of the Corporation on February 26, 2018, and the Board of Directors and sole shareholder authorized Daniel P. Amos, Chairman, Chief Executive Officer and President of the Corporation, to sign these Amended and Restated Articles of Incorporation and cause these Amended and Restated Articles of Incorporation to be filed with the Office of the Nebraska Secretary of State.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation on this 26th day of February, 2018.

NEBRASKA LIFE ASSURANCE COMPANY
(AT AND AFTER THE EFFECTIVE TIME OF
THESE AMENDED AND RESTATED ARTICLES OF
INCORPORATION, AMERICAN FAMILY LIFE
ASSURANCE COMPANY OF COLUMBUS)

By:



Name: Daniel P. Amos

Title: Chairman, Chief Executive Officer, and
President

Exhibit B

Articles of Incorporation of Aflac Reinsurance Company

(See attached.)

ARTICLES OF INCORPORATION
OF
AFLAC REINSURANCE COMPANY

ARTICLE I
NAME

The name of the Corporation shall be: AFLAC REINSURANCE COMPANY.

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on the business of life, health, accident, ordinary and industrial insurance; writing and making life insurance contracts and issuing life insurance policies on the lives of human beings, writing and making and issuing insurance policies of every lawful kind for health and accident insurance; issuing, purchasing, granting, selling and disposing of annuities and endowments of every kind and description. Further, the Corporation may write, make and issue all types of insurance contracts as authorized by the laws of the State of Nebraska and the Director of Insurance of said State, and to engage in such other business as may be necessary or incidental to the foregoing including any act or activity for which corporations may be organized under the Nebraska Business Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which this Corporation shall have authority to issue is 7,500,000 shares of voting common stock of \$1.00 par value per share; and 500,000 shares of non-voting common stock of \$1.00 par value per share.

All transfers of the shares of this Corporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IV
PRE-EMPTIVE RIGHTS

There shall be no pre-emptive right in stockholders to purchase pro-rata or otherwise all or any part of the authorized but unissued shares of the Corporation upon the issuance and sale thereof by the Board of Directors.

ARTICLE V
STOCK PURCHASE, WARRANTS, OPTIONS AND RIGHTS

The corporation shall have the power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of this corporation, stock purchase warrants, stock purchase options or stock purchase rights, entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes upon such terms and at such time or times, which may be limited or unlimited in duration, and at such price or prices as shall be determined by a majority vote of the Board of Directors at any meeting called for such purpose, and at which a quorum of Directors is at all times present and voting, provided that the price or prices to be received therefor shall not be less than the par value thereof.

ARTICLE VI
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VII
REGISTERED OFFICE; REGISTERED AGENT

The street address of the registered office of the Corporation is 10306 Regency Parkway Drive, Omaha, Nebraska 68114-3743, and the Corporation's registered agent at such address is Frank J. Barrett. The principal office of the Corporation shall be in Omaha, Nebraska.

ARTICLE VIII
AMENDMENT TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation in the manner now and hereafter permitted by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

DATED July 26, 2017

AFLAC REINSURANCE COMPANY

By: Lawrence F. Harr
Lawrence F. Harr

By: Brian J. Bristol
Brian J. Bristol

By: Stacy L. Morris
Stacy L. Morris

By: Michael D. Storey
Michael D. Storey

By: Patrick G. Vipond
Patrick G. Vipond

Exhibit C
Amended and Restated Bylaws of
American Family Life Assurance Company of Columbus

(See attached.)

**AMENDED AND RESTATED BYLAWS
OF
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS**

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AMENDED AND RESTATED BYLAWS
OF
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS

ARTICLE ONE
OFFICES

Section 1.1 Registered Office. The registered office shall be in the State of Nebraska, County of Douglas.

Section 1.2 Other Offices. The Corporation may also have offices at such other places both within and without the State of Nebraska as the Board of Directors may from time to time determine and the business of the Corporation may require or make desirable.

ARTICLE TWO
SHAREHOLDERS' MEETINGS

Section 2.1 Place of Meetings. Meetings of shareholders may be held at any place within or without the State of Nebraska as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

Section 2.2 Annual Meetings. The annual meeting of shareholders shall be held on the first Monday in May of each year unless that day is a legal holiday, and in that event on the next succeeding business day, for the purpose of electing directors and transacting any and all business that may properly come before the meeting. If the annual meeting of shareholders is not held on the day designated in this Section 2.2, any business, including the election of directors, that might properly have been acted upon at the meeting may be acted upon at a special meeting in lieu of the annual meeting held pursuant to these Bylaws or held pursuant to a court order.

Section 2.3 Special Meetings. Special meetings of the shareholders shall be held at the principal office of the Corporation or at such other place in the United States as may be designated in the notice of said meetings, upon call of the Chairman of the Board of Directors or the Chief Executive Officer and shall be called by the President or the Secretary when so directed by the Board of Directors or at the request in writing of the holders of shares representing at least 10% of all of the votes entitled to be cast on the issue or issues to be considered at the proposed special meeting. Any such request shall state the purpose for which the meeting is to be held. Special meetings shall be held at such place, either within or without the State of Nebraska, and at such times as shall be stated in the notice.

Section 2.4 Notice of Meetings. Unless waived, a notice of each meeting of shareholders stating the date, time and place of the meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date thereof, by or at the direction of the Chief Executive Officer, the President, the Secretary, or the officer or persons calling the meeting, to each shareholder entitled to vote at that meeting. In the case of a special meeting, including a special meeting in lieu of an annual meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 2.5 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may

provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in the case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 2.6 Quorum. At a meeting of shareholders, the presence, in person or by proxy, of a majority of the votes entitled to be cast on a matter shall constitute a quorum for action of that matter. The holders (or their representatives) of a majority of the shares present at a meeting, even though less than a majority of the shares outstanding, may adjourn the meeting from time to time without notice other than an announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by law.

Section 2.7 Vote Required for Action. If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation, provisions of these Bylaws validly adopted by the shareholders, or the Nebraska Model Business Corporation Act requires a greater number of affirmative votes. With regard to the election of directors, unless otherwise provided in the Articles of Incorporation, if a quorum exists, action on the election of directors is taken by a plurality of the votes cast by the shares entitled to vote in the election.

Section 2.8 Proxies. At all meetings of the shareholders, a shareholder may vote either in person or by proxy executed in writing by a shareholder or his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 2.9 Voting of Shares. Each outstanding share having voting rights shall be entitled to one vote in person or by proxy on each matter submitted to a vote at a meeting of shareholders.

Section 2.10 Presiding Officer. The Chairman, or in his absence, the Chief Executive Officer, or in his absence, any designee of the Chairman, shall serve as the chairman of every meeting of shareholders. The Secretary or any Assistant Secretary of the Corporation shall act as the secretary at every meeting of shareholders. The Chairman shall appoint any other persons he deems required to assist with the meeting.

Section 2.11 Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of shareholders and may be stated as such in any articles or document filed with the Secretary of State under applicable state law.

ARTICLE THREE DIRECTORS

Section 3.1 Powers. The property, affairs and business of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things which are not by law, by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 3.2 Number Election and Term. The number of directors which shall constitute the whole Board shall be not less than five (5) or more than twenty-five (25); at least one of which must be a resident of the State of Nebraska. The specific number of directors within such range shall be fixed or changed from time to time by the shareholders or by a majority of the Board of Directors then in office. Although the number and qualifications of the directors may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

Except as otherwise provided in these Bylaws, shareholders shall elect directors by a vote of not less than a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Each director elected shall hold office until the next succeeding annual meeting of shareholders and thereafter until his successor is elected and qualified or until his earlier resignation, removal from office, disqualification, retirement or death. Directors need not be shareholders of the Corporation.

Section 3.3 Resignation. Any director who shall miss three or more regular meetings of the Board of Directors within any twelve month period, whether or not the meetings missed are consecutive, shall be deemed to have automatically resigned as a director, provided that the automatic resignation may be waived by resolution adopted by a majority vote of the remaining directors with the written consent of the resigned director, in which event said director shall remain on the Board.

Section 3.4 Removal of Directors. At any shareholders' meeting with respect to which notice of such purpose has been given, any director, or the entire Board of Directors, may be removed from office, with or without cause, by the vote of the holders of a majority of the stock having voting power and entitled to vote for the election of directors, and his successor may be elected at the same or any subsequent meeting of shareholders, or by the Board as permitted by law.

Section 3.5 Vacancies. Vacancies, including vacancies resulting from any increase in the number of directors (but not including vacancies resulting from removal from office by the shareholders as provided in Section 3.4 above, which vacancies shall be filled as set forth in Section 3.4), may be filled by the shareholders, by the Board of Directors, or by the affirmative vote of a majority of the directors remaining in office, though less than a quorum, or by a sole remaining director, and a director so chosen shall hold office until the next annual election of directors and until his successor is duly elected and qualified or until his earlier resignation, removal from office, disqualification, retirement or death. If there are no directors in office, then vacancies shall be filled through election by the shareholders.

Section 3.6 Compensation of Directors. Directors shall be entitled to such reasonable compensation for their services as directors or members of any committee of the Board as shall be fixed from time to time by resolution adopted by the Board, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending any meeting of the Board or any such committee. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.7 Meetings and Notice. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Nebraska. Regular meetings of the Board of Directors may be held without notice other than this Bylaw immediately following adjournment of the annual meeting of shareholders and shall be held at the same place as the annual meeting of shareholders unless some other place is agreed upon by a majority vote of the Board of Directors. Special meetings of the Board may be called by the Chairman of the Board or Chief Executive Officer or by any two directors on one day's oral, telephonic, facsimile or written notice duly given or served on each director personally, or five days' notice deposited, first class postage prepaid, in the United States mail. Such notice shall state a reasonable time, date and place of meeting, but the purpose need not be stated therein. Notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when the director states, at the beginning of the meeting (or promptly upon his arrival), any such objection or objections to holding the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting.

Section 3.8 Quorum. At all meetings of the Board, a majority of the number of directors prescribed pursuant to Section 3.2, or if no such number has been prescribed, a majority of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business, 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, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Whether or not a quorum shall be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting.

Section 3.9 Consent of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote of the Board. The consent may be executed by the Directors in counterparts.

Section 3.10 Voting. At all meetings of the Board of Directors, each director shall have one vote irrespective of the number of shares he or she may hold.

Section 3.11 Committees. The Board of Directors may, by the greater of (a) a majority of all the directors in office when the action taken or (b) the number of directors required by the Articles of Incorporation or Bylaws to take action under Neb.Rev.Stat. §21-2093, designate from among its members one or more committees, each committee to consist of two or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of such committee. Any such committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation, except that it shall have no

authority to (1) authorize distributions; (2) approve or propose to the shareholders any action that Nebraska law requires to be approved by the shareholders; (3) fill vacancies on the Board of Directors or on any of its committees; (4) amend the Articles of Incorporation of the Corporation; (5) adopt, amend or repeal the Bylaws of the Corporation; (6) approve a plan of merger not requiring shareholder approval; (7) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; or (8) authorize or approve the issuance or sale or contract for sale of shares or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize a committee or the Chief Executive Officer of the Corporation to do so within limits specifically prescribed by the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee of the Board of Directors shall adopt its own procedures and rules for the conduct of its meetings; provided, however, that to the extent that such rules and procedures are not established or are not consistent with Nebraska law, the provisions of this Article Three as to the Board of Directors and its deliberations shall be applicable to any committee of the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.12 Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE FOUR OFFICERS

Section 4.1 Number and Qualifications. The officers of the Corporation, who shall be chosen by the Board of Directors, are as follows: Chief Executive Officer, Chairman of the Board of Directors; Vice Chairman of the Board of Directors, President, First Executive Vice President, Executive Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The Board of Directors may appoint additional specially designated vice presidents, assistant secretaries and assistant treasurers. Any number of offices, except the offices of President and Secretary, may be held by the same person. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Board may, in its discretion, leave any of the above offices vacant for any length of time.

Section 4.2 Compensation. The salaries of all officers set forth in Section 4.1 of this Article Four shall be fixed from time to time by Resolution of the Board of Directors or a committee or officer appointed by the Board.

Section 4.3 Term of Office. Unless otherwise provided by resolution of the Board of Directors, the principal officers shall serve until their successors shall have been chosen and qualified, or until their death, resignation or removal as provided by these Bylaws.

Section 4.4 Removal. Any officer may be removed from office at any time, with or without cause, by the Board of Directors.

Section 4.5 Vacancies. Any vacancy in an office resulting from any cause may be filled by the Board of Directors.

Section 4.6 Powers and Duties. Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors to the extent consistent with these Bylaws.

- (a) Chief Executive Officer. The Chief Executive Officer shall keep the Board of Directors fully informed, and shall make a statement of the affairs of the Corporation at the annual meeting of the shareholders. He shall have the general superintendence and direction of all the other officers of the Corporation and of the agents, independent contractors and employees thereof and to see that their respective duties are properly performed. He shall, for and on behalf of the Corporation, exercise the voting powers of all stock of other companies owned by the Corporation. He may sign and execute all authorized bonds, notes, drafts, checks, acceptances or other obligations, reinsurance contracts and other contracts in the name of the Corporation. He shall operate and conduct the business and affairs of the corporation according to the orders and resolutions of the Board of Directors, and according to his own discretion whenever and wherever such discretion is not expressly limited by such orders and resolutions. He shall have the power to sue and be sued, complain and defend, in all courts, and to participate and bind the Corporation in any judicial, administrative, arbitrate, settlement or other action, litigation or proceeding. All officers may be removed with or without cause at any time by the Chief Executive Officer whenever the Chief Executive Officer, in his absolute discretion, shall consider that the best interests of the Corporation will be served thereby.
- (b) Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Directors and shareholders and shall perform such other duties as may be assigned by the Board of Directors.
- (c) Vice Chairman of the Board of Directors. In the absence of the Chairman of the Board of Directors, or in the event of his inability to act, the Vice Chairman of the Board of Directors shall perform the duties of the Chairman of the Board of Directors, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board of Directors. Upon the death, permanent disability, or resignation of the Chairman of the Board of Directors, the Vice Chairman shall become the Chairman of the Board and shall succeed to such duties and powers subject to such restrictions. The Vice Chairman of the Board of Directors shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors or by the Chairman of the Board.
- (d) President. The President shall keep the Board of Directors fully informed. He may sign and execute all authorized bonds, contracts, notes, drafts,

checks, acceptances or other obligations in the name of the corporation, and with the Secretary he may sign all certificates of shares in the capital stock of the Corporation. The President shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors or by the Chief Executive Officer.

- (e) First Executive Vice President. In the absence of the President or in the event of his inability or refusal to act, the First Executive Vice President (or in the event there be more than one First Executive Vice President, the First Executive Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) 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 First Executive Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- (f) Executive Vice President. In the absence of the President and the First Executive Vice-President(s) or in the event of their inability or refusal to act, the Executive Vice President (or in the event there be more than one Executive Vice President, the Executive Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) 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 Executive Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- (g) Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Shareholders and record all the proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chief Executive Officer, under whose supervision he shall be. He shall have custody of the corporate seal of the Corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix, the seal of the Corporation and to attest the affixing by his signature.
- (h) Assistant Secretary. The Assistant Secretary, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or

refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

- (i) Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render regular meetings, or when the Board of Directors so requires, an account of all his transactions, as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be 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, money and other property of whatever kind in his possession or under his control belonging to the Corporation. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.7 Voting Securities of Corporation. Unless otherwise ordered by the Board of Directors, the Chief Executive Officer shall have full power and authority on behalf of the Corporation to attend and to act and vote at any meetings of security holders of corporations in which the Corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE FIVE DISTRIBUTIONS AND SHARE DIVIDENDS

Section 5.1 Authorization or Declaration. In addition to other dividends authorized by law, the Board of Directors, by resolution, may from time to time declare dividends to be paid out of the unreserved and unrestricted earned surplus of the corporation, but no dividend shall be paid when the Corporation is insolvent, when the payment thereof would render the corporation insolvent or when otherwise prohibited by law.

ARTICLE SIX
SHARES

Section 6.1 Authorization and Issuance of Shares. In accordance with the Nebraska Model Business Corporation Act, the Board of Directors may authorize shares of any class or series provided for in the Articles of Incorporation to be issued for any consideration valid under the provisions of the Nebraska Model Business Corporation Act or other applicable law. The Board of Directors shall determine the preferences, limitations, and relative rights of the shares.

Section 6.2 Form of Certificate. Every holder of fully-paid stock in the Corporation shall be entitled to have a certificate in such form as the Board of Directors may from time to time prescribe.

Section 6.3 Transfers of Shares. Transfers of shares shall be made upon the transfer books of the Corporation, kept at the office of the transfer agent designated to transfer the shares, only upon direction of the person named in the certificate, or by an attorney lawfully constituted in writing; and before a new certificate is issued, the old certificate shall be surrendered for cancellation or, in the case of a certificate alleged to have been lost, stolen, or destroyed, the requirements of Section 6.5 of these Bylaws shall have been met.

Section 6.4 Duty of Corporation to Register Transfer. Notwithstanding any of the provisions of Section 6.3 of these Bylaws, the Corporation is under a duty to register the transfer of its shares only if:

- (a) the certificate is endorsed by the appropriate person or persons; and
- (b) reasonable assurance is given that the endorsement or affidavit is genuine and effective; and
- (c) the Corporation either has no duty to inquire into adverse claims or has discharged that duty; and
- (d) the requirements of any applicable law relating to the collection of taxes have been met; and
- (e) the transfer in fact is rightful or is to a bona fide purchaser.

Section 6.5 Lost, Stolen or Destroyed Certificates. Any person claiming a share certificate to be lost, stolen or destroyed shall make an affidavit or affirmation of the fact in the manner required by the Board of Directors and, if the Board of Directors requires, shall give the corporation a bond of indemnity in form and amount, and with one or more sureties satisfactory to the Board of Directors, as the Board of Directors may require, whereupon an appropriate new certificate may be issued in lieu of the one alleged to have been lost, stolen or destroyed.

ARTICLE SEVEN
INDEMNIFICATION

Section 7.1 Indemnification and Insurance. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she

is or was a director, officer, employee or agent of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an employee benefit plan, against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article Seven shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article Seven be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provisions of the Bylaws.

ARTICLE EIGHT MISCELLANEOUS

Section 8.1 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 8.2 Corporate Seal. If the Board of Directors determines that there should be a Corporate seal for the Corporation, it shall be in the form as the Board of Directors may from time to time determine.

Section 8.3 Annual Financial Statements. The Corporation shall prepare and provide to shareholders such financial statements as may be required by the Nebraska Model Business Corporation Act or the Nebraska Department of Insurance.

ARTICLE NINE AMENDMENTS

Section 9.1 Power to Amend Bylaws. The Board of Directors shall have power to alter, amend or repeal these Bylaws or adopt new Bylaws, but any bylaws adopted by the Board of Directors

may be altered, amended or repealed, and new bylaws adopted, by the shareholders. The shareholders may prescribe by expressing in the action they take in adopting or amending any Bylaw or Bylaws that the Bylaw or Bylaws so adopted or amended shall not be altered, amended or repealed by the Board of Directors.

ATTACHMENT 1

Trademarks

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
ACCIDENT INDEMNITY ADVANTAGE	3,648,737	06/30/2009	UNITED STATES
AFLAC	2.234.949	06/12/2008	ARGENTINA
AFLAC	38,832	07/17/2007	BRUNEI
AFLAC	829974083	01/04/2011	BRAZIL
AFLAC	TMA373,850	09/28/1990	CANADA
AFLAC	822737	07/24/2008	CHILE
AFLAC	209273	08/31/2010	EGYPT
AFLAC	300877618	05/25/2007	HONG KONG
AFLAC	IDM000188547	12/31/2008	INDONESIA
AFLAC	200,650	05/28/2007	ISRAEL
AFLAC	1564360	06/01/2007	INDIA
AFLAC	74742	09/10/2007	KUWAIT
AFLAC	1004486	05/31/2007	MEXICO
AFLAC	07012445	06/28/2007	MALAYSIA
AFLAC	769424	05/31/2007	NEW ZEALAND
AFLAC	048628	12/11/2007	PERU
AFLAC	237254	06/02/2007	PAKISTAN
AFLAC	1108/72	11/16/2009	SAUDI ARABIA
AFLAC	SM39346	06/11/2007	THAILAND
AFLAC	1315602	06/16/2008	TAIWAN

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC	1,570,222	12/05/1989	UNITED STATES
AFLAC	2007/13823	05/29/2007	SOUTH AFRICA
AFLAC & Duck Design Affac	2.234.950	06/12/2008	ARGENTINA
AFLAC & Duck Design Affac	38,835	07/17/2007	BRUNEI
AFLAC & Duck Design Affac	829974091	01/04/2011	BRAZIL
AFLAC & Duck Design Affac	934184	07/24/2007	BENELUX
AFLAC & Duck Design Affac	822736	07/24/2008	CHILE
AFLAC & Duck Design Affac	209274	08/31/2010	EGYPT
AFLAC & Duck Design Affac	300877627	05/25/2007	HONG KONG
AFLAC & Duck Design Affac	IDM000188546	12/31/2008	INDONESIA
AFLAC & Duck Design Affac	200,651	05/28/2007	ISRAEL
AFLAC & Duck Design Affac	1564361	06/01/2007	INDIA
AFLAC & Duck Design Affac	74743	09/10/2007	KUWAIT
AFLAC & Duck Design Affac	1004485	05/31/2007	MEXICO

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Aflac	07012446	06/28/2007	MALAYSIA
AFLAC & Duck Design Aflac	769425	05/31/2007	NEW ZEALAND
AFLAC & Duck Design Aflac	048674	12/12/2007	PERU
AFLAC & Duck Design Aflac	237252	01/15/2011	PAKISTAN
AFLAC & Duck Design Aflac	1139/76	02/15/2010	SAUDI ARABIA
AFLAC & Duck Design Aflac	SM39347	06/11/2007	THAILAND
AFLAC & Duck Design Aflac	1315601	06/16/2008	TAIWAN
AFLAC & Duck Design Aflac	3,197,432	01/09/2007	UNITED STATES
AFLAC & Duck Design Aflac	2007/13824	05/29/2007	SOUTH AFRICA
AFLAC & Duck Design Aflac	0934184	07/24/2007	ALBANIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	ANTIGUA & BARBUDA
AFLAC & Duck Design Aflac	0934184	07/24/2007	ARMENIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	AUSTRALIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	AUSTRIA

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Affac	0934184	07/24/2007	BAHRAIN
AFLAC & Duck Design Affac	0934184	07/24/2007	BELARUS
AFLAC & Duck Design Affac	0934184	07/24/2007	BELGIUM
AFLAC & Duck Design Affac	0934184	07/24/2007	BHUTAN
AFLAC & Duck Design Affac	0934184	07/24/2007	BOTSWANA
AFLAC & Duck Design Affac	0934184	07/24/2007	BULGARIA
AFLAC & Duck Design Affac	0934184	07/24/2007	CROATIA
AFLAC & Duck Design Affac	0934184	07/24/2007	CUBA
AFLAC & Duck Design Affac	0934184	07/24/2007	CYPRUS
AFLAC & Duck Design Affac	0934184	07/24/2007	CZECH REPUBLIC
AFLAC & Duck Design Affac	0934184	07/24/2007	DENMARK
AFLAC & Duck Design Affac	0934184	07/24/2007	ESTONIA
AFLAC & Duck Design Affac	0934184	07/24/2007	EUROPEAN UNION
AFLAC & Duck Design Affac	0934184	07/24/2007	FINLAND

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Aflac	0934184	07/24/2007	FRANCE
AFLAC & Duck Design Aflac	0934184	07/24/2007	GEORGIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	GERMANY
AFLAC & Duck Design Aflac	0934184	07/24/2007	GREECE
AFLAC & Duck Design Aflac	0934184	07/24/2007	HUNGARY
AFLAC & Duck Design Aflac	0934184	07/24/2007	ICELAND
AFLAC & Duck Design Aflac	0934184	07/24/2007	WIPO
AFLAC & Duck Design Aflac	0934184	07/24/2007	IRAN
AFLAC & Duck Design Aflac	0934184	07/24/2007	IRELAND
AFLAC & Duck Design Aflac	0934184	07/24/2007	ITALY
AFLAC & Duck Design Aflac	0934184	07/24/2007	KENYA
AFLAC & Duck Design Aflac	0934184	07/24/2007	KYRGYZSTAN
AFLAC & Duck Design Aflac	0934184	07/24/2007	LATVIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	LESOTHO

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Aflac	0934184	07/24/2007	LIECHTENSTEIN
AFLAC & Duck Design Aflac	0934184	07/24/2007	LITHUANIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	LUXEMBOURG
AFLAC & Duck Design Aflac	0934184	07/24/2007	MACEDONIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	MALTA
AFLAC & Duck Design Aflac	0934184	07/24/2007	MOLDOVA
AFLAC & Duck Design Aflac	0934184	07/24/2007	MONACO
AFLAC & Duck Design Aflac	0934184	07/24/2007	MONGOLIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	MOROCCO
AFLAC & Duck Design Aflac	0934184	07/24/2007	MOZAMBIQUE
AFLAC & Duck Design Aflac	0934184	07/24/2007	NAMIBIA (S. W. AFRICA)
AFLAC & Duck Design Aflac	0934184	07/24/2007	CARIBBEAN NETHERLANDS
AFLAC & Duck Design Aflac	0934184	07/24/2007	NORTH KOREA
AFLAC & Duck Design Aflac	0934184	07/24/2007	NORWAY





<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Affac	0934184	07/24/2007	POLAND
AFLAC & Duck Design Affac	0934184	07/24/2007	PORTUGAL
AFLAC & Duck Design Affac	0934184	07/24/2007	ROMANIA
AFLAC & Duck Design Affac	0934184	07/24/2007	RUSSIA
AFLAC & Duck Design Affac	0934184	07/24/2007	SERBIA
AFLAC & Duck Design Affac	0934184	07/24/2007	SIERRA LEONE
AFLAC & Duck Design Affac	0934184	07/24/2007	SINGAPORE
AFLAC & Duck Design Affac	0934184	07/24/2007	SLOVAK REPUBLIC
AFLAC & Duck Design Affac	0934184	07/24/2007	SLOVENIA
AFLAC & Duck Design Affac	0934184	07/24/2007	SOUTH KOREA
AFLAC & Duck Design Affac	0934184	07/24/2007	SPAIN
AFLAC & Duck Design Affac	0934184	07/24/2007	SWAZILAND
AFLAC & Duck Design Affac	0934184	07/24/2007	SWEDEN
AFLAC & Duck Design Affac	0934184	07/24/2007	SWITZERLAND






<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC & Duck Design Aflac	0934184	07/24/2007	SYRIA
AFLAC & Duck Design Aflac	0934184	07/24/2007	TURKEY
AFLAC & Duck Design Aflac	0934184	07/24/2007	TURKMENISTAN
AFLAC & Duck Design Aflac	0934184	07/24/2007	UKRAINE
AFLAC & Duck Design Aflac	0934184	07/24/2007	UNITED KINGDOM
AFLAC & Duck Design Aflac	0934184	07/24/2007	UZBEKISTAN
AFLAC & Duck Design Aflac	0934184	07/24/2007	VIETNAM
AFLAC & Duck Design Aflac	0934184	07/24/2007	ZAMBIA
AFLAC & Family Design AFLAC	41-0135222	07/21/2006	SOUTH KOREA
AFLAC	0934185	07/24/2007	BELGIUM
AFLAC	0934185	07/24/2007	CROATIA
AFLAC	0934185	07/24/2007	CUBA
AFLAC	0934185	07/24/2007	CYPRUS
AFLAC	0934185	07/24/2007	CZECH REPUBLIC
AFLAC	0934185	07/24/2007	DENMARK
AFLAC	0934185	07/24/2007	ESTONIA




<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC	0934185	07/24/2007	ANTIGUA & BARBUDA
AFLAC	0934185	07/24/2007	ALBANIA
AFLAC	0934185	07/24/2007	ARMENIA
AFLAC	0934185	07/24/2007	AUSTRIA
AFLAC	0934185	07/24/2007	AUSTRALIA
AFLAC	0934185	07/24/2007	BULGARIA
AFLAC	0934185	07/24/2007	BAHRAIN
AFLAC	0934185	07/24/2007	BHUTAN
AFLAC	0934185	07/24/2007	BOTSWANA
AFLAC	0934185	07/24/2007	BENELUX
AFLAC	0934185	07/24/2007	BELARUS
AFLAC	0934185	07/24/2007	UZBEKISTAN
AFLAC	0934185	07/24/2007	VIETNAM
AFLAC	0934185	07/24/2007	EUROPEAN UNION
AFLAC	0934185	07/24/2007	ZAMBIA
AFLAC	0934185	07/24/2007	FINLAND
AFLAC	0934185	07/24/2007	FRANCE
AFLAC	0934185	07/24/2007	GEORGIA
AFLAC	0934185	07/24/2007	GERMANY
AFLAC	0934185	07/24/2007	GREECE
AFLAC	0934185	07/24/2007	HUNGARY
AFLAC	0934185	07/24/2007	ICELAND

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC	0934185	07/24/2007	SOUTH KOREA
AFLAC	0934185	07/24/2007	WIPO
AFLAC	0934185	07/24/2007	IRAN
AFLAC	0934185	07/24/2007	IRELAND
AFLAC	0934185	07/24/2007	ITALY
AFLAC	0934185	07/24/2007	KENYA
AFLAC	0934185	07/24/2007	KYRGYZSTAN
AFLAC	0934185	07/24/2007	LATVIA
AFLAC	0934185	07/24/2007	LESOTHO
AFLAC	0934185	07/24/2007	LIECHTENSTEIN
AFLAC	0934185	07/24/2007	LITHUANIA
AFLAC	0934185	07/24/2007	LUXEMBOURG
AFLAC	0934185	07/24/2007	MACEDONIA
AFLAC	0934185	07/24/2007	MALTA
AFLAC	0934185	07/24/2007	MOLDOVA
AFLAC	0934185	07/24/2007	MONACO
AFLAC	0934185	07/24/2007	MONGOLIA
AFLAC	0934185	07/24/2007	MOROCCO
AFLAC	0934185	07/24/2007	MOZAMBIQUE
AFLAC	0934185	07/24/2007	NAMIBIA (S.W. AFRICA)
AFLAC	0934185	07/24/2007	CARIBBEAN NETHERLANDS
AFLAC	0934185	07/24/2007	NORTH KOREA


<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC	0934185	07/24/2007	NORWAY
AFLAC	0934185	07/24/2007	POLAND
AFLAC	0934185	07/24/2007	PORTUGAL
AFLAC	0934185	07/24/2007	ROMANIA
AFLAC	0934185	07/24/2007	RUSSIA
AFLAC	0934185	07/24/2007	SERBIA
AFLAC	0934185	07/24/2007	SIERRA LEONE
AFLAC	0934185	07/24/2007	SINGAPORE
AFLAC	0934185	07/24/2007	SLOVAK REPUBLIC
AFLAC	0934185	07/24/2007	SLOVENIA
AFLAC	0934185	07/24/2007	SOUTH KOREA
AFLAC	0934185	07/24/2007	SPAIN
AFLAC	0934185	07/24/2007	SWAZILAND
AFLAC	0934185	07/24/2007	SWEDEN
AFLAC	0934185	07/24/2007	SWITZERLAND
AFLAC	0934185	07/24/2007	SYRIA
AFLAC	0934185	07/24/2007	TURKEY
AFLAC	0934185	07/24/2007	TURKMENISTAN
AFLAC	0934185	07/24/2007	UKRAINE
AFLAC	0934185	07/24/2007	UNITED KINGDOM
AFLAC	41-140602	11/22/2006	SOUTH KOREA
AFLAC ALWAYS	3,598,430	03/31/2009	UNITED STATES

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC FOR BUSINESS	3,648,701	06/30/2009	UNITED STATES
AFLACANYWHERE	3,472,940	07/22/2008	UNITED STATES
AFLINC	3,156,681	10/17/2006	UNITED STATES
Design of a Duck (16) 	2,766,191	09/23/2003	UNITED STATES
Design of a Duck (25) (Clothing cap) 	2,561,831	04/16/2002	UNITED STATES
Design of a Duck (28) (golf head cover) 	2,796,656	12/23/2003	UNITED STATES
Design of a Duck (28) (toys) 	2,766,193	09/23/2003	UNITED STATES

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
Design of a Duck (36) 	2,578,516	06/11/2002	UNITED STATES
DISABILITY INCOME PROTECTION ADVANTAGE	3,648,738	06/30/2009	UNITED STATES
FLEX ONE	1,667,222	12/03/1991	UNITED STATES
Full-Body Duck Design 	133537	03/07/2011	UNITED ARAB EMRIATES
Full-Body Duck Design 	2.320.618	10/09/2009	ARGENTINA
Full-Body Duck Design 	206051	01/14/2011	COSTA RICA
Full-Body Duck Design 	215,604	05/11/2010	ISRAEL

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
Full-Body Duck Design 	056650	05/20/2009	PERU
Full-Body Duck Design 	122448	05/11/2010	UKRAINE
Full-Body Duck Design 	3,678,427	09/08/2009	UNITED STATES
LABORONE	3,149,688	09/26/2006	UNITED STATES
MAXIMUM DIFFERENCE	3,509,679	09/30/2008	UNITED STATES
SMARTAPP NEXT GENERATION	3,629,958	06/02/2009	UNITED STATES
AFLAC SMARTCLAIM	3,962,669	05/17/2011	UNITED STATES
Sound of a Duck (36)	2,607,415	08/13/2002	UNITED STATES
VISION NOW	3,299,024	09/25/2007	UNITED STATES
WE'VE GOT YOU UNDER OUR WING	3,750,675	02/16/2010	UNITED STATES
GET THE AFLACTS	3,756,045	03/02/2010	UNITED STATES
AFLAC SMARTGREEN	3,958,746	05/10/2011	UNITED STATES
TU PROTECTOR ALADO	3,801,104	06/08/2010	UNITED STATES
AFLAC & Design	8602535	08/28/2014	CHINA

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
AFLAC	8602536	08/21/2014	CHINA
AFLAC BENEFIT	4,538,516	05/27/2014	UNITED STATES
EVERWELL	4,674,066	01/20/2015	UNITED STATES
EVERWELL LOGO 	4,726,166	04/28/2015	UNITED STATES
LEAVE YOUR FOOTPRINT (Stylized) & Design 	4,572,555	07/22/2014	UNITED STATES
AFLAC DUCK	0969314	02/02/2015	BENELUX
AFLAC & Design	7169798	09/07/2010	CHINA
DUCKCHAT	87/505,865	06/26/2017	UNITED STATES
KEEP YOUR LIFESTYLE HEALTHY	87/256,720	12/05/2016	UNITED STATES
AFLAC	4/2016/00506384	04/06/2017	PHILIPPINES
AFLAC & Design 	4-2016-506385	12/09/2016	PHILIPPINES
BENEXTEND	87/365,021	03/09/2017	UNITED STATES
PSYCHED FOR SUCCESS	87/356,478	03/02/2017	UNITED STATES
BENEFICIENCY	5,296,510	09/26/2017	UNITED STATES
GROUNDLED AUTHENTICS	87/495,275	06/19/2017	UNITED STATES
LIFESTYLE COVERAGE	87/495,266	06/19/2017	UNITED STATES

<u>Mark</u>	<u>Reg. or App. No.</u>	<u>Registration or Filing Date</u>	<u>Jurisdiction</u>
CARING INNOVATORS	87/495,279	06/19/2017	UNITED STATES
AFLAC SMALL BUSINESS SOLUTIONS	87/551,771	08/01/2017	UNITED STATES
EVERWELL ADVANTAGE	87/590,534	08/30/2017	UNITED STATES
AFLAC TOTAL CARE	87/590,536	08/30/2017	UNITED STATES
Feather/Ribbon Design 	87/549,626	07/31/2017	UNITED STATES
MYAFLAC	87/555,971	08/04/2017	UNITED STATES
AFLAC CHILDHOOD CANCER CAMPAIGN	87/532,874	07/18/2017	UNITED STATES
AFLAC EXPERT BENEFITS ADVISORS	87/590,526	08/30/2017	UNITED STATES
AFLAC BUSINESS SOLUTIONS	87/590,531	08/30/2017	UNITED STATES
MY SPECIAL AFLAC DUCK	87/745,335	01/05/2018	UNITED STATES
SOUNDSCAPES	87/775,893	01/30/2018	UNITED STATES