

**WRITTEN CONSENT  
IN LIEU OF MEETING OF DIRECTORS  
OF  
UNIVERSAL FIDELITY LIFE INSURANCE COMPANY  
July 7, 2020**

In lieu of a Meeting of the Directors of Universal Fidelity Life Insurance Company, an Oklahoma insurance corporation (the “Company”), the Directors, pursuant to Section 1027 F. 1. of the Oklahoma General Corporation Act, which provides that directors of any corporation may take any action which could be taken at a meeting by means of a written memorandum signed by all of the directors, do hereby authorize, approve and consent to the adoption of the following resolutions without a meeting.

**WHEREAS:** On March 12, 2020, the Board of Directors authorized the Company’s officers to take all steps they considered reasonable and necessary to acquire the all outstanding common shares of Southern Life and Health Insurance Company, a Wisconsin insurance corporation (“Southern Life”), which are currently owned by Honor Capital Corp., a Delaware corporation (“Honor”); and

**WHEREAS:** C. Brent Haggard, the Company’s President and CEO, has negotiated the Stock Purchase Agreement and accompanying Disclosure Schedules, both of which are attached hereto as Exhibit “A” (collectively, the “Agreement”), whereunder the Company will buy from Honor and Honor will sell to the Company all the outstanding common shares of Southern Life for a “closing date purchase price” of \$3,750,000, subject to post-closing adjustments, which are projected to be immaterial, to arrive at the “final purchase price”; and

**WHEREAS:** After the closing of the transactions contemplated by the Agreement, Southern Life will be a wholly-owned subsidiary of the Company, and each will have capital and surplus and projected RBC ratios within the requirements of applicable law and established industry guidelines; and

**WHEREAS:** Each Director has received and had an opportunity to review the Agreement and give due consideration to all relevant factors related to the transactions contemplated thereby.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**RESOLVED:** That it is desirable and in the Company’s best interests to acquire all of the outstanding common shares of Southern Life under the terms provided in the Agreement.

**RESOLVED:** That the form and content of the Agreement be and hereby are approved, and the appropriate Company officers, acting for and on behalf of the Company, be and hereby are authorized, empowered and directed to execute, deliver and carry out the Agreement and such various ancillary agreements deemed by said officers to be necessary or reasonably advisable to effectuate the Agreement or otherwise consummate the transactions therein or in connection therewith.

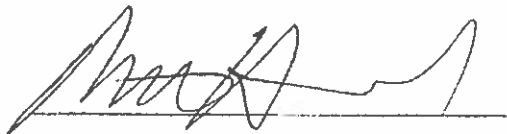
**RESOVLED:** That the appropriate Company officers, acting for and on behalf of the Company, be and hereby are authorized, empowered and directed to prepare or cause to be prepared, and to execute, verify and file, such forms, applications, letters, schedules, statements, documents or supplements or amendments thereto with the Office of the Commissioner of Insurance, State of Wisconsin, or any other state insurance department or governmental agency, deemed by said officers to be necessary or reasonably appropriate for approval of the transactions contemplated by the Agreement, with full authority and power of said officers to take any and all actions necessary or reasonably advisable to obtain any such approvals required by applicable law as determined based on the advice of counsel.

**RESOLVED:** That the appropriate Company officers, acting for and on behalf of the Company, be and hereby are authorized, empowered and directed to perform all actions, to make all necessary filings, to execute any applications, certificates, agreements, documents or supplements or amendments thereto and to do any and all other acts deemed by said officers to be necessary or reasonably advisable to carry out the intent and purpose of the foregoing resolutions.

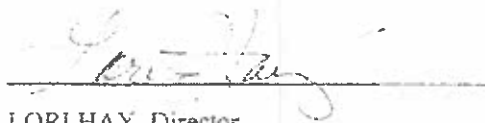
**RESOLVED:** That any actions taken by the Company's officers prior to the date of the foregoing resolutions being adopted hereby that are within the authority conferred thereby are hereby confirmed, ratified and approved as the acts and deeds of the Company.

The members of the Company's Board of Directors, by signing this consent, waive notice of the time, place and purpose of a meeting and agree to the transaction of the foregoing business by written consent in lieu of such meeting.

The undersigned hereby certify that they are all of the members of the Board of Directors of Universal Fidelity Life Insurance Company, an Oklahoma insurance corporation, entitled to vote on the foregoing matters and hereby authorize, approve, consent to, and adopt the foregoing resolutions effective as of July 7, 2020.



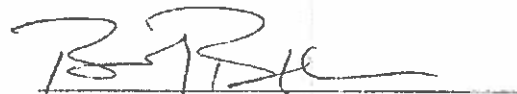
C. BRENT HAGGARD, Director



LORI HAY, Director



STEVEN TAYLOR, Director



BRIAN BAXTER, Director