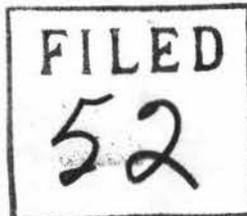


INSURANCE-Increase of capital stock:

Proceedings of Business Men's Assurance Company of America increasing its capital stock and authorizing the directors to declare dividend of capital stock comply with the laws of this State and are constitutional.

December 11, 1950



Honorable C. Lawrence Leggett  
Superintendent  
Division of Insurance  
Jefferson City, Missouri

Attention: Honorable Bernard L. Cohen,  
Assistant Counsel.

Dear Superintendent Leggett:

This will acknowledge your letter requesting the opinion of this department respecting the legality of the proceedings of the Business Men's Assurance Company of America in amending its Articles of Incorporation to increase its capital stock.

You have transmitted with your letter authenticated documents which indicate the proceedings of record by said company to effect such increase of capital stock as follow:

1) Copy of the records of said company of its regular meeting of the Board of Directors, November 10, 1950, passing a resolution to such effect and submitting to the stockholders of said company the proposition to amend Article IV of the Articles of Incorporation of said company by increasing the capital stock of said company from \$2,000,000.00 divided into 20,000 shares of the par value of \$100.00 each to \$4,000,000.00 divided into 40,000 shares of the par value of \$100.00 each and calling a special meeting of such stockholders at the company's office, 215 Pershing Road, Kansas City, Missouri, on November 29, 1950, at 3:00 O'Clock P.M. for the purpose of considering such proposition, certified by the secretary of said company with the seal of said company attached;

Honorable C. Lawrence Leggett:

2) A certified copy of the proceedings of the stockholders of said company at the special meeting of such stockholders called and held on November 29, 1950, at the time and place as provided by said resolution, amending the Articles of Incorporation of said company by increasing the capital stock of said company from \$2,000,000.00 to \$4,000,000.00, such increase thereof divided into 40,000 shares of the par value of \$100.00 each, all of which is fully paid up, and directing and authorizing the directors of such company to declare a stock dividend of \$2,000,000.00 or 100% on the outstanding capital stock of the company payable at such time as said increase in the capital stock is authorized and approved, and to issue to the stockholders in payment thereof certificates for shares of fully paid, non-assessable stock of the company in the amounts to which such stockholders shall be respectively entitled, according to the stock records of the company as of the date on which such dividend shall be declared, such shares to be paid for by the transfer to capital from the unassigned surplus of the company of an amount equal to the par value of the shares so issued, certified by the secretary of said company, with the seal of said company attached;

3) The statement of the secretary of Business Men's Assurance Company of America signed and sworn to before a notary public in and for Jackson County, Missouri, with notarial seal attached, made and signed November 29, 1950, in Jackson County, Missouri, that he caused notice in writing on November 16, 1950, of a special meeting of the stockholders of the company to be held on November 29, 1950, in the form hereto attached and made a part of said sworn statement, to be given to the stockholders of the company by depositing a copy of such notice in the United States Post Office at Kansas City, Missouri, in a sealed envelope, postage prepaid, duly addressed to each stockholder of the company at his last known post office address as the same appeared on the books of the company;

4) A copy of the form of notice of said special meeting of the stockholders of said company November 29, 1950, so mailed to such stockholders on November 16, 1950, and made a part of such sworn statement so made by the

Honorable C. Lawrence Leggett:

secretary of said company certifying that such notices of said special meeting were so given and,

5) Photostatic copy of proof of publication of notice of shareholders' meeting of Business Men's Assurance Company of America to be held at the home office of the company on November 29, 1950, for the purpose of considering a proposal to amend the Articles of Incorporation of the company to increase its capital stock from \$2,000,000.00 to \$4,000,000.00 and a proposal to authorize the declaration of a 100% stock dividend payable out of such stock increase, as appears by the affidavit of Clifford B. Smith, one of the publishers of the Daily Record, a newspaper of general circulation, published daily except Sundays, in Kansas City, Jackson County, Missouri, and whereby it further appears that said notice of such shareholders' meeting was duly published in the daily edition of said newspaper nine (9) days beginning November 16, 1950, and in each of the following issues thereafter, to and including November 25, 1950, being Nos. 119 to 127, both inclusive, of Volume 126 of said newspaper, said affidavit and proof of such publication being subscribed and sworn to in Jackson County, Missouri, on the 25th day of November, 1950, by said Clifford B. Smith, before Thomas F. Brasnehen, a notary public in and for Kansas City, Jackson County, Missouri, with notarial seal attached.

We have examined these documents, certifications and evidences of the action of the Board of Directors and the action of the stockholders of said company in their respective proceedings of record to increase the capital stock of said company from \$2,000,000.00 to \$4,000,000.00 divided into 40,000 shares of the par value of \$100.00 each, and providing that the directors of said company be authorized and directed to declare a stock dividend of \$2,000,000.00 or 100% on the outstanding capital stock of the company, payable at such time as such increase in the capital stock as authorized and approved, and it is the opinion of this department that all of the proceedings of said company, made in the premises, to increase its capital stock as aforesaid, and to make such dividend of such stock as aforesaid, are all in compliance with the laws of the State of Missouri, and that they are not inconsistent with the Constitution of the State of Missouri or the Constitution of the United States.

Respectfully submitted,

APPROVED:

GEORGE W. CROWLEY  
Assistant Attorney General

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J. E. TAYLOR  
Attorney General

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