

Swiss Re Life & Health

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money on next page

Sandra Rushbrook  
Staff Counsel

VIA CERTIFIED MAIL-RETURN RECEIPT

Attention: Susan Payne  
Florida Department of State  
Division of Corporations - Amendment Section  
P. O. Box 6327  
Tallahassee, Florida 32314

Swiss Re Life & Health America Inc.  
969 High Ridge Road  
Stamford, Connecticut  
USA 06905

Telephone (203) 321-3116  
Fax (203) 968-0920

May 11, 2000

Redomestication of Royal Maccabees Life Insurance Company ("Royal Maccabees") from the State of Michigan to the State of Illinois (the "Redomestication") Effective September 30, 1999

Change of Name of Royal Maccabees to Reassure America Life Insurance Company ("Reassure America") (the "Name Change") Effective October 1, 1999

Dear Ms. Payne:

On behalf of Reassure America and pursuant to 607.1504 of the Florida Statutes, I have enclosed the following items which are required in order to record the above listed Redomestication and Name Change with the Florida Department of State:

- A completed "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" (the "Application");
- A *certified* copy of the "Certificate of Reorganization and Amended Certificate of Authority" of Royal Maccabees (reflecting the Redomestication) issued by the Director of Insurance of the State of Illinois, as evidence of Illinois' approval of the Redomestication;
- A *certified* copy of the "Amended Certificate of Authority" (reflecting the Name Change) issued by the Director of Insurance of the State of Illinois, as evidence of Illinois' approval of the Name Change;
- A certified copy of the "Amended and Restated Articles of Incorporation of Royal Maccabees" (reflecting both the Redomestication and the Name Change) issued by the Director of Insurance of the State of Illinois; and
- A filing fee in the amount of \$52.50 (made payable to the Florida Department of State) which represents the fee required to file the Application, the fee to provide a *certified* copy of the Application and the fee to provide a Certificate of Status.

FILED  
MAY 15 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sandy Rushbrook gave DE to correct orig qual date.

5/16/00 NAME change + Juris. change S. Payne

Thank you for your attention to this matter. Should you have any questions or comments, please do not hesitate to contact me at 1-800-292-2726, extension 3116 or the above listed address and telephone number.

Very truly yours,

*Sandra Roshank*

Enclosures

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-05/16/00--01005--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

500003254235--4  
-05/16/00--01005--012  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

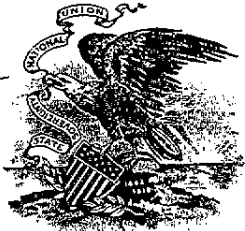
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# STATE OF ILLINOIS

## DEPARTMENT OF INSURANCE



Whereas, the ROYAL MACCABEES LIFE INSURANCE COMPANY

located at MORGAN COUNTY, in the State of ILLINOIS  
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to  
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do  
hereby authorize the said Company to transact its appropriate business as set forth under  
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the  
laws thereof.



### In Testimony Whereof,

*I hereto set my hand and cause to be affixed the Seal of my office.*

Done at the City of Springfield, this 26TH

day of OCTOBER, 19 99  
to be effective September 30, 1999.

Nat Shapo  
Nathaniel S. Shapo, Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: MAY 01 2000 Nat Sharo  
Director of Insurance

*Printed on Recycled Paper*

# STATE OF ILLINOIS DEPARTMENT OF INSURANCE



Whereas, the Reassure America Life Insurance Company

located at Morgan County, in the State of ILLINOIS  
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to  
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do  
hereby authorize the said Company to transact its appropriate business as set forth under  
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the  
laws thereof.



## In Testimony Whereof,

*I hereto set my hand and cause to be affixed the Seal of my office.*

Done at the City of Springfield, this 1ST

day of DECEMBER, 1999  
to be effective October 1, 1999.

Nat Shapo  
Nathaniel S. Shapo, Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: MAY 01 2000 Nat Shapo  
Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date APR 27 2000 Nat Shapo  
Director of Insurance



TO: DIRECTOR OF INSURANCE, STATE OF ILLINOIS

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ROYAL MACCABEES LIFE INSURANCE COMPANY

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The undersigned, W. Weldon Wilson and Patricia D. Harrigan, being the Vice President and Assistant Secretary, respectively, of Royal Maccabees Life Insurance Company, an Illinois insurance company, hereby certify the following:

1. The name of the company is Royal Maccabees Life Insurance Company ("Royal").
2. Royal was originally organized under the Insurance Code of 1956 of the State of Michigan.
3. Royal reorganized under the laws of Illinois, effective September 30, 1999.
4. These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors and sole shareholder of Royal in accordance with the provisions of the Illinois Insurance Code.
5. These Amended and Restated Articles of Incorporation shall be effective as of October 1, 1999.
6. The Articles of Incorporation of Royal shall, upon its filing with the Department of Insurance of the State of Illinois, read in its entirety as follows:

ARTICLE I

The name of the company shall be "Reassure America Life Insurance Company."

ARTICLE II

The principal office shall be located in Morgan County, State of Illinois.

ARTICLE III

The duration of the company shall be perpetual.

#### ARTICLE IV

The objects and powers of this company shall be:

1. To insure the lives of persons and every insurance appertaining thereto or connected therewith and to grant, purchase or dispose of annuities. To issue policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse or to give a special surrender value, or special benefit, or an annuity, in the event that the insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, as provided in Class 1(a) of Section 4 of Article I of the "Illinois Insurance Code."
2. To insure against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, as provided in Class 1(b) of Section 4 of Article I of the "Illinois Insurance Code."
3. The powers enumerated in Subsection (1)(b) through Subsection (1)(e) of Section 441 of Article XXVIII of the "Illinois Insurance Code."

#### ARTICLE V

The corporate powers shall be exercised by, and the business and affairs of the company shall be under the control of, a Board of Directors composed of not less than three nor more than twenty-one natural persons. The number of directors to be elected from time to time shall be as provided in the bylaws, subject however to the minimum and maximum numbers set forth above. The number of directors constituting the initial Board of Directors is eight, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

Robert L. Beisenherz  
969 High Ridge Road  
Stamford, CT 06905

Jacques E. Dubois  
969 High Ridge Road  
Stamford, CT 06905

Nile W. Hatch  
969 High Ridge Road  
Stamford, CT 06905

Alan D. Head  
969 High Ridge Road  
Stamford, CT 06905

William B. Moore  
969 High Ridge Road  
Stamford, CT 06905

Gary K. Reynolds  
969 High Ridge Road  
Stamford, CT 06905

Chris C. Stroup  
969 High Ridge Road  
Stamford, CT 06905

W. Weldon Wilson  
969 High Ridge Road  
Stamford, CT 06905

In all elections for directors, every shareholder shall have the right to vote in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and directors shall not be elected in any other manner.

#### ARTICLE VI

1. The amount of the authorized capital of the company shall be SIX MILLION DOLLARS (\$6,000,000.00); the aggregate number of common shares which the company shall have the authority to issue shall be TWO MILLION (2,000,000); the par value of each common share shall be THREE DOLLARS (\$3.00); and the number of common shares issued is EIGHT HUNDRED THIRTY THREE THOUSAND THREE HUNDRED THIRTY-FOUR (833,334) shares.

2. The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale at any time or from time to time of the whole or any part of the remaining ONE MILLION ONE HUNDRED SIXTY-SIX THOUSAND SIX HUNDRED SIXTY-SIX (1,166,666) authorized but unissued common shares as additions to paid-up capital pursuant to one or more permits issued at any time or from time to time by the Director of Insurance, State of Illinois.

IN WITNESS WHEREOF, we have set our hands and the corporate seal in duplicate this 24th day of November, 1999.



W. WELDON WILSON  
Vice President



PATRICIA D. HARRIGAN  
Assistant Secretary

Approved December 1, 1999  
to be effective October 1, 1999  
State of Illinois  
Department of Insurance  
by: Not Shays  
Director of Insurance