

820368

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(Address)

(Address)

(City/State/Zip/Phone #)

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2010 AUG 16 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

AUG 18 2010



BERNIE MARIE SCHILLING
Senior Paralegal Specialist

175 Berkeley Street, MS 07A
Boston, MA 02116
Telephone : (617) 654-3095
Fax: (617) 574-5830
bernie.schilling@libertymutual.com

August 13, 2010

VIA UPS OVERNIGHT MAIL

Amendment Section
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Liberty Life Assurance Company of Boston
Document #820368
Amendment to Authorization to Transact Business

To Whom It May Concern:

In connection with the redomestication of Liberty Life Assurance Company of Boston from the Commonwealth of Massachusetts to the State of New Hampshire, effective July 1, 2010, enclosed please find the following documents:

- Cover Letter
- Profit Corporation - Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (original and duplicate copy)
- Certificate of Compliance (Good Standing) issued by the New Hampshire Insurance Department
- Certified copy of the Restated Articles of Incorporation
- Check in the amount of \$52.50 to cover the filing fee, Certificate of Status and a certified copy of this filing.

Please do not hesitate to contact me should you have any questions or require additional information. Thank you in advance for your attention to this matter.

Sincerely,

Bernie M. Schilling
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LIBERTY LIFE ASSURANCE COMPANY OF BOSTON
Name of Corporation

DOCUMENT NUMBER: 820368

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BERNIE SCHILLING
Name of Contact Person

LIBERTY MUTUAL GROUP INC
Firm/Company

175 BERKELEY STREET
Address

BOSTON, MA 02116
City/State and Zip Code

gina.hudson@libertymutual.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bernie Schilling at (617) 654-3095
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

820368

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. LIBERTY LIFE ASSURANCE COMPANY OF BOSTON
(Name of corporation as it appears on the records of the Department of State)
2. MASSACHUSETTS
(Incorporated under laws of)
3. SEPTEMBER 17, 1963
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A

5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NEW HAMPSHIRE
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James R. Pugh

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

Applicant Name: Liberty Life Assurance Company of Boston

NAIC No.: 65315

FEIN: 04-6076039

**Uniform Certificate of Authority Application (UCAA)
CERTIFICATE OF COMPLIANCE**

State of New Hampshire Office of Commissioner
(Domiciliary state of applicant) (Commissioner, Superintendent, Officer)

I, Roger A. Sevigny, hereby certify that I am the*
(name)
Commissioner of the State of New Hampshire
(position)

and have supervision of insurance business in said State and as such I hereby certify that

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON
(name of Insurer)

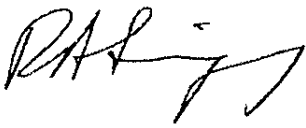
of New Hampshire is duly organized under the laws of said State and is authorized
(state)

to transact the business of Life, Accident & Health and Variable Products
(lines of insurance)**

(Paragraphs III, IV, of RSA 401:1)

IN TESTIMONY WHEREOF, I have hereunto set my hand at Concord, New Hampshire
(location)

on this 12th day of July A.D. 2010.
(month)


(signature)

Roger A. Sevigny, Commissioner
(printed name)



*Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

**Lines of Insurance as shown on Form 3 of UCAA

The State of New Hampshire



Office of the Insurance Commissioner

IT IS HEREBY CERTIFIED that the annexed copy of the Restated Articles of Incorporation of

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON

Has been compared with the original on file in this Department and that it is a correct transcript there from and of the whole of said original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Insurance Department at the City of Concord, this 12th day of July 2010.



Roger A. Sevigny
Insurance Commissioner

By: Thomas S. Burke
Thomas S. Burke, CPA
Chief Examiner

RESTATED ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)

Pursuant to the provisions of RSA 401:6, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and its shareholders, hereby adopts and submits for approval under RSA 401:6, the following restated articles of incorporation:

FIRST: The name of the corporation as presently recorded is: Liberty Life Assurance Company of Boston (hereinafter called the "Company")

SECOND: Attached are the restated articles of incorporation, as amended, including the designated amendments.

THIRD: If the amendments provide for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendments:

Not applicable.

FOURTH: Except for no change in the name of the Company, the Restated Articles of Incorporation change each of the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIFTH: (Check one)

The restated articles contain amendment(s) adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ The restated articles were approved by the shareholders.

SIXTH: The amendments were adopted on December 18, 2009.

SEVENTH: The amendments were approved by the shareholders.

Designation (class or series) of voting group	Number of shares outstanding	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Common	8,000	8,000	8,000

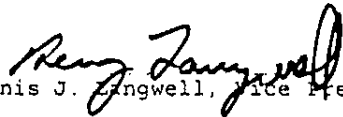
Designation (class or series) of voting group	Total number of votes cast: FOR	AGAINST
Common	8,000	0

EIGHTH: The number cast for the amendment(s) by each voting group was sufficient for approval.



Dated December 18, 2009, to be effective upon the approval of the
redomestication of the Company by the New Hampshire Insurance Commissioner.

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON


Dennis J. Langwell, Vice President

Approved By:


New Hampshire Insurance Department

This 8th day of June, 2010

RESTATED ARTICLES OF INCORPORATION

These Articles of Incorporation effect redomestication to New Hampshire of Liberty Life Assurance Company of Boston, which was previously incorporated in the Commonwealth of Massachusetts.

ARTICLE I

The name of the corporation is Liberty Life Assurance Company of Boston (hereinafter called the "Company").

ARTICLE II

The date on which the Company was originally incorporated in the Commonwealth of Massachusetts was September 17, 1963.

ARTICLE III

The purposes for which the Company is organized are as follows: (1) to write all kinds of insurance and reinsurance authorized by the State of New Hampshire, as specified in paragraphs III (life and annuities) and IV (accident and health) of New Hampshire RSA §401:1, as amended, and to do everything necessary, proper, advisable or convenient for the accomplishment of this purpose; (2) to engage in the business of and to conduct any other kinds of insurance or reinsurance not enumerated in New Hampshire RSA §401:1 as the Insurance Commissioner of the State of New Hampshire may permit pursuant to New Hampshire RSA §401:1; and (3) to engage in any other lawful business or activity.

ARTICLE IV

The street address of the Company's initial registered office is 14 Centre Street, Concord, New Hampshire 03301; and the name of the Company's initial registered agent at that office is Corporation Service Company d/b/a/ Lawyers Incorporating Service.

ARTICLE V

The shares of the Company shall be of one class, known as common shares, and the number of shares that the Company is authorized to issue is 12,000 shares, having \$312.50 par value per share, making a total of \$3,750,000.00 authorized capital.

ARTICLE VI

The duration of the existence of this Company shall be perpetual and forever.

ARTICLE VII

All corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, its Board of Directors.

The number of directors shall be fixed in the manner set forth in the bylaws of the Company.

ARTICLE VIII

Each of the following persons shall serve as a director of the Company until the first shareholder's meeting at which directors are elected and until his or her successor is elected and qualified:

A. Alexander Fontanes
Edmund F. Kelly
Dennis J. Langwell
Christopher C. Mansfield
Cheryl K. Neal
Jean Marie Scarrow
Timothy M. Sweeney

ARTICLE IX

No person shall be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director or officer of the Company, provided that this provision shall not eliminate or limit liability for (i) the amount of a financial benefit received by a director or an officer to which he is not entitled, (ii) an intentional infliction of harm on the Company or the shareholders, (iii) a violation of the law imposing liability for unlawful distributions as set forth in Section 293-A:8.33 of the New Hampshire Revised Statutes Annotated, or (iv) an intentional violation of criminal law.

ARTICLE X

These Articles may be changed, altered or amended as provided under the laws of the State of New Hampshire.

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: Liberty Life Assurance Company of Boston
Business Address (include city, state, zip): 175 Berkeley Street, Boston, MA 02116
Telephone Number: 617-357-9500 E-mail: James.Pugh@libertymutual.com
Contact Person: James R. Pugh
Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.
However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ☒ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
A) This business has 10 or fewer owners; and
B) Advertising relating to the sale of ownership interests has not been circulated; and
C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.


Part III – Check ONE of the following items in Part III:

1. _____ This business is not being formed in New Hampshire.
2. ☒ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): <u>James R. Pugh</u>	Signature: <u></u>
<u>Assistant Secretary</u>	Date signed: <u>February 17, 2010</u>
Name (print): _____	Signature: _____
	Date signed: _____
Name (print): _____	Signature: _____
	Date signed: _____