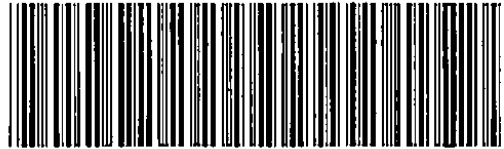


828685



40033311883

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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ILLINOIS, IL

132

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PYRAMID LIFE INSURANCE COMPANY
Name of Corporation

DOCUMENT NUMBER: 828685

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darcy Heller

Name of Contact Person

Nassau Life Insurance Company of Kansas

Firm/Company

1064 Greenwood Blvd., Suite 260

Address

Lake Mary, FL 32746

City/State and Zip Code

CL.Legal@nsre.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darcy Heller

407 547-3350

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
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

828685

(Document number of corporation (if known))

1. PYRAMID LIFE INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. KANSAS 3. 09/20/1972
(Incorporated under laws of) (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? 03/11/2019

5. NASSAU LIFE INSURANCE COMPANY OF KANSAS
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," appropriate abbreviation, if not contained in new name of the corporation)

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

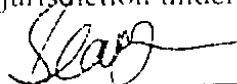
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not later than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other person 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)

STEVE CARLTON

SECRETARY & DIRECTOR

(Typed or printed name of person signing)

(Title of person signing)

2019 SEP - 6 PM 12:58
ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED



STATE OF KANSAS

INSURANCE DEPARTMENT

CERTIFICATE OF AUTHORITY

NASSAU LIFE INSURANCE COMPANY OF KANSAS

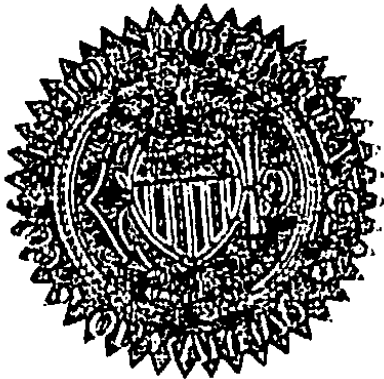
A corporation organized under the laws of KANSAS with a registered corporate office at Overland Park, Kansas has complied with all the requirements of the insurance laws of this state applicable to said company, and the said company is hereby authorized and empowered, through this Certificate of Authority, to transact the following line of business, to wit:

LIFE

* ACCIDENT AND HEALTH *

within the State of Kansas from the 11th day of March, 2019 until such certificate is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

In Witness Whereof, I VICKI SCHMIDT, Commissioner of Insurance of Kansas, have hereunto affixed my signature and the seal of the Commissioner of Insurance, in the city of Topeka, Kansas, this 11th day of March, 2019.



Vicki Schmidt

Commissioner of Insurance

Fire – Casualty – Life

**RESTATED ARTICLES OF INCORPORATION
OF
THE PYRAMID LIFE INSURANCE COMPANY**

IT IS HEREBY CERTIFIED that the corporation's original Articles of Incorporation were filed with the Kansas Secretary of State on May 26, 1913, under the name The Kansas Life Insurance Company. An amendment to the corporation's Articles of Incorporation changing the corporation's name to The Pyramid Life Insurance Company was filed with the Kansas Secretary of State on December 28, 1933. On September 27, 1996 Restated Articles of Incorporation were filed with the Kansas Secretary of State. On September 21, 1999, the corporation filed with the Kansas Secretary of State an amendment to the Restated Articles of Incorporation, amending Articles Fifth and Sixth of the Restated Articles, and on December 8, 2006, an amendment was filed with the Kansas Secretary of State changing the address of the corporation's registered office. The board of directors of the corporation, on February 20, 2019, adopted a resolution declaring the advisability of a further restatement of the corporation's Articles of Incorporation incorporating the above-referenced amendments and changing the corporation's name to Nassau Life Insurance Company of Kansas. Additionally, the sole shareholder of the corporation, on February 20, 2019 adopted the resolution previously adopted by the board of directors further restating the Articles of Incorporation, said resolution and restatement being as follows:

APPROVED FOR FILING



VICKI SCHMIDT

Commissioner of Insurance

Date 3-5-19

ARTICLE I

The name of the corporation is Nassau Life Insurance Company of Kansas, and it has been formed and established under the laws of the State of Kansas.

ARTICLE II

The location of the corporation's registered office in Kansas is 10851 Main Boulevard, Suite 1000, in the City of Overland Park, and County of Johnson, with a zip code of 66210-2007 and the resident agent in charge thereof at such address is Registered Agent Nassau Life Insurance Company of Kansas, Ltd. The place where the corporation's business is to be transacted is Lake Mary, Florida.

ARTICLE III

The corporation is organized FOR PROFIT and the nature of its business or purpose to be conducted or promoted is to furnish legal reserve insurance on the lives of individuals and every assurance pertaining thereto, or connected therewith; to grant, purchase and dispose of annuities and endowments, and to make insurance against personal injury, disablement, loss of health or death; and generally to do and perform all other matters and things proper to promote these objects, all in accordance with the laws of the State of Kansas.

ARTICLE IV

The total number of shares of this corporation is as follows: Five Hundred Eighty Two shares of common stock having a par value of Four Thousand Three Hundred Dollars (\$4,300) each, amounting in the aggregate to Two Million Five Hundred and Sixty Thousand Six Hundred (\$2,502,600.)

The designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the common stock, or any class series thereof, shall be as determined from time to time by resolution of the Board of Directors, duly adopted and filed in accordance with the Kansas General Corporation Code.

ARTICLE V

The business and affairs of the corporation shall be managed and conducted by the Board of Directors. The number of directors shall be no less than five (5) and no more than twenty-five (25). The number of directors may be altered from time to time by duly adopted resolution of the Board of Directors. Directors need not be elected by written ballot.

Consistent with these Restated Articles of Incorporation and the bylaws of the corporation, the Board of Directors shall have and may exercise all powers granted by Kansas law and statutes. The Board of Directors shall have the power and authority to make, amend, alter or repeal the bylaws of the corporation, concurrent with the authority of the stockholders to adopt, amend, alter or repeal the bylaws, as provided in K.S.A. 2018 Supp. 17-6009, and amendments thereto; to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation; and to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, with such rights or options to be created and issued in accordance with the provisions of K.S.A. 2018 Supp. 17-6407, and any amendments thereof or supplemental thereto, and to be evidenced by or in such instruments as shall be approved by the Board of Directors.

ARTICLE VI

The corporation shall have the authority to indemnify its directors, officers, employees and agents and all other persons as provided in and to the full extent allowed by K.S.A. 2018 Supp. 17-6305, and amendments thereto.

ARTICLE VII

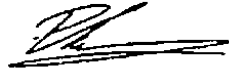
To the fullest extent permitted by the Kansas General Corporation Code, as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall not be relieved of liability: (1) For any breach of a director's duty of loyalty to the corporation or its stockholders; (2) for acts or omissions in good faith or which involve intentional misconduct or a knowing violation of law; (3) under the provisions of K.S.A. 17-6424, and amendments thereto; (4) for any transaction from which the director derived an improper personal benefit; or (5) for any act or omission occurring prior to the date when these Restated Articles of Incorporation shall become effective, as provided in K.S.A. 2018 Supp. 17-6605, and amendments thereto, and K.S.A. 2018 Supp. 17-7911, and amendments thereto.

ARTICLE VIII

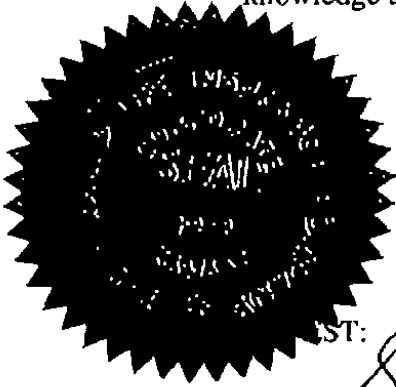
The Corporation shall have Perpetual Existence.

These Restated Articles of Incorporation were duly adopted in accordance with K.S.A. 2018 Supp. 17-6605 on the 20th day of February, 2019.

IN WITNESS WHEREOF, under penalties of perjury, as provided in K.S.A. 20
Supp. 17-7909, by subscribing my name this 20th day of February, 2019, I declare th
have examined the foregoing Restated Articles of Incorporation and, to the best of
knowledge and belief, they are true, correct and complete.



Philip J. Gass, President



ST:



Steve L. Carlton, Secretary



I hereby certify this to be a
correct copy of the original
Certified on this date: Jul
SCOTT SCHWAB
Secretary of State