

# 833275

VIA FEDERAL EXPRESS

## GUARDIAN

August 20, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG 21 PM 2:50

Kevin F. Carey  
Counsel

Florida Secretary of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Amendment to Application for Authorization to Transact  
Business in Florida for Healthsource Insurance Company

Ladies and Gentlemen:

800004547048--3  
-08/21/01--01052--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosed is an application to amend Healthsource Insurance Company's authorization to transact business in Florida. The amendment is two-fold. First, Healthsource is changing its name to Berkshire Life Insurance Company of America and second the domicile of Healthsource is being changed from Tennessee to Massachusetts. The change in domicile was effective on May 23, 2001 and the name change was effective on May 24, 2001. These documents were provided to the Florida Division of insurance at the end of May. In accordance with the instructions contained on your website, I am enclosing the following:

1. Complete Application for Amendment;
2. Original Certificate from the Massachusetts Secretary of the Commonwealth as to the redomestication of Healthsource from Tennessee to Massachusetts;
3. Original Certificate from the Massachusetts Secretary of the Commonwealth as to the name change to Berkshire Life Insurance Company of America;
4. A check in the amount of \$43.75 payable to the Department of State.

Finally, I would request that the Florida Secretary of State issue a Certificate of Good Standing for the company under its new name, Berkshire Life Insurance Company of America. I have enclosed a pre-paid Federal Express air bill and envelope to facilitate the delivery of the Certificate of Good Standing to my attention.

→ Was Not Enclosed

Please feel free to give me a call at 212-598-8157 if you have any questions.

Very truly yours,

*Kevin F. Carey*  
Kevin F. Carey

*Amend & N/C*

Enclosures

\*NO Copy Sent

V. SHEPARD AUG 28 2001

UAREKfAMogHfGundabocLife Insurance Company of America 7 Hanover Square, New York, New York 10004-2616  
tel: 212.598-8157 fax: 212.919.2690 e-mail: kcarey@glic.com

**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)**

1. Healthsource Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Tennessee 3. October 30, 1974  
Incorporated under laws of Date authorized to do business in Florida

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG 21 PM 2:50

**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? May 24, 2001
5. Berkshire Life Insurance Company of America  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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.

Massachusetts

\_\_\_\_\_  
New Jurisdiction

  
Signature

8/16/01  
Date

Gina Cinelli Birchall  
Typed or printed name

Counsel  
Title

Examiner

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

021

## ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Name  
Approved

We, Dennis J. Manning, \*President / ~~XXXXX President~~

and David L. Kalib, \*Clerk / ~~XXXXX Assistant Clerk~~

of Healthsource Insurance Company  
(Exact name of corporation)

located at 700 South Street, Pittsfield, MA 01201  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Article 1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 21, 2001, by vote of:

520,000 shares of common stock of 520,000 shares outstanding,  
(type, class & series, if any)

           shares of            of            shares outstanding, and  
(type, class & series, if any)

           shares of            of            shares outstanding,  
(type, class & series, if any)

C ☒  
P ☐  
M ☐  
R.A. ☐

1\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon: / ~~XXXXX being at least a majority of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby~~

\*Delete the inapplicable words.

\*\*Delete the inapplicable clause.

<sup>1</sup> For amendments adopted pursuant to Chapter 156B, Section 70.

<sup>2</sup> For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

*Change* the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

To Change the Name of Corporation from:

Healthsource Insurance Company

to

Berkshire Life Insurance Company of America

The Articles of Organization as amended shall read:

1. The name of the Corporation is Berkshire Life Insurance Company of America.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 21<sup>st</sup> day of May, 2001,

\_\_\_\_\_, \*President / ~~\*Vice President~~,

\_\_\_\_\_, \*Clerk / ~~\*Assistant Clerk~~

\*Delete the inapplicable words.

Berkshire Life Insurance Company

David L. Kalib, CLU  
Vice President, General Counsel & Secretary

May 17, 2001

Massachusetts Division of Insurance  
Department of Banking and Insurance  
One South Station  
Boston, MA 02210

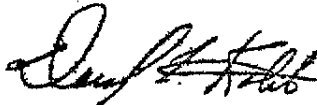
Re: Change of name from Healthsource  
Insurance Company to Berkshire  
Life Insurance Company of America

Dear Sir or Madam:

Pursuant to an Agreement and Plan of Merger ("the Merger Agreement") between our company and The Guardian Life Insurance Company of America ("Guardian") we understand that Guardian is seeking to use the name "Berkshire Life Insurance Company of America" as the new name of a wholly-owned subsidiary, (currently named Healthsource Insurance Company) which Guardian has acquired in furtherance of the Merger Agreement.

Please be advised Berkshire Life Insurance Company has no objection to, and fully supports, the Guardian subsidiary's use of the name "Berkshire Life Insurance Company of America."

Sincerely,



David L. Kalib  
Vice President, General Counsel & Secretary

cc:

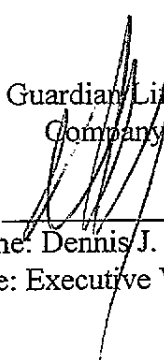
Mr. Joseph Sargent, President  
The Guardian Life Insurance Company of America

RECEIVED  
01 MAY 18 AM 10:48  
THE GUARDIAN LIFE  
INSURANCE CO. OF AMERICA  
LAW DEPARTMENT

## SHAREHOLDER RESOLUTION

The undersigned, as sole shareholder of Healthsource Insurance Company ("HIC"), hereby votes all of its 520,000 shares in favor of (i) the proposed renaming of HIC to Berkshire Life Insurance Company of America and (ii) the adoption of new by-laws.

The Guardian Life Insurance  
Company of America

By:   
Name: Dennis J. Manning  
Title: Executive Vice President & Chief Operating Officer

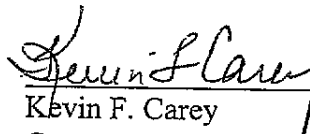
Dated: May, 21, 2001

## SECRETARY'S CERTIFICATE

The undersigned certifies that he is the Corporate Secretary of Healthsource Insurance Company, and that as such, he is authorized to execute and deliver this Certificate on behalf of Healthsource Insurance Company and he further certifies that:

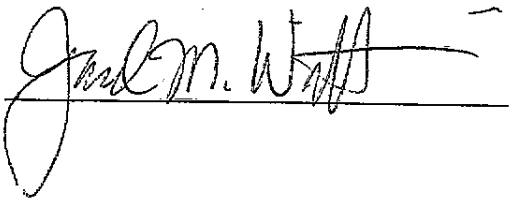
Attached hereto is an original copy of the resolutions executed by the Board of Directors of Healthsource Insurance Company relating to (i) the renaming of Healthsource Insurance Company to Berkshire Life Insurance Company of America and (ii) the adoption of new by-laws.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Healthsource Insurance Company on this 21<sup>st</sup> day of May 2001.

  
Kevin F. Carey  
Corporate Secretary

State of New York     )  
                                  ) ss:  
County of New York    )

On the 21<sup>st</sup> day of May in the year 2001 before me personally came Kevin F. Carey to me known, who being duly sworn, did depose and say that he is Secretary of Healthsource Insurance Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the board of directors of said corporation, and that he signed his name thereto by like authority.



**JARED M. WILLIAMS**  
Notary Public, State of New York  
No. 02W18055222  
Qualified in New York County  
Commission Expires Feb. 20, 2003



**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
HEALTHSOURCE INSURANCE COMPANY**

The undersigned, being all the directors of Healthsource Insurance Company ("Healthsource"), a Massachusetts corporation, acting pursuant to written consent, do hereby consent to the taking of action and adopt the following resolutions:

IT IS RESOLVED THAT, the Board of Directors of Healthsource hereby authorize, adopt and approve the change of the corporation's name from "Healthsource Insurance Company" to "Berkshire Life Insurance Company of America" (the "Renaming");

IT IS FURTHER RESOLVED THAT, in order to effect the Renaming, Healthsource will amend its Articles of Organization in the form attached hereto as Exhibit A (the "Articles of Amendment"), and execute and file such documents with the Secretary of State of the Commonwealth of Massachusetts as may be required;


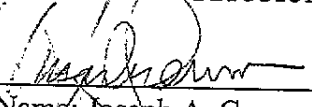
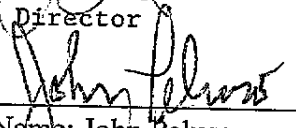
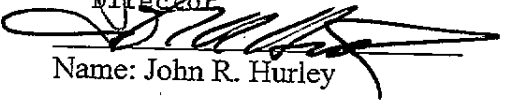
IT IS FURTHER RESOLVED THAT, the Board of Directors agrees to submit the Renaming to a vote of the corporation's sole shareholder;

IT IS FURTHER RESOLVED THAT, the Board of Directors authorize, adopt and approve the By-laws in the form attached hereto as Exhibit B (the "By-laws") as the By-laws of the corporation;

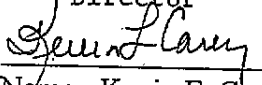
IT IS FURTHER RESOLVED THAT, the Renaming is hereby approved by the Board of Directors and that the officers of corporation are authorized, empowered and directed to execute and deliver all certificates, documents and instruments and take such action as they may, acting alone or in concert deem necessary, advisable or appropriate to carry out the Redomestication;

IT IS FURTHER RESOLVED THAT, all actions of any kind heretofore taken by corporation's officers and directors in connection with the foregoing resolutions be, and they thereby are, ratified confirmed and approved in all material respects.

Dated: May 21, 2001.

  
Name: Dennis J. Manning  
President & Director  
Name: Joseph A. Caruso  
Director  
Name: John Peluso  
Director  
Name: John R. Hurley

Director

  
Name: Kevin F. Carey  
Secretary, Treasurer & Director

754893

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

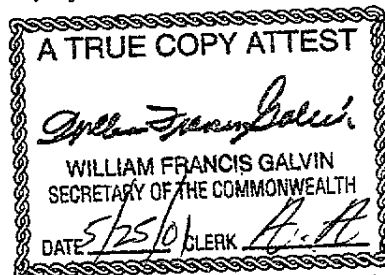
I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$100.00 having been paid, said articles are deemed to have been filed with me this 24<sup>th</sup> day of MAY 20 01.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



SECRETARY OF THE  
COMMONWEALTH  
01 MAY 24 PM 2:15  
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

David L. Kalib, Esq.

700 South Street

Pittsfield, MA 01201

Telephone: 413-499-4321

**COMMONWEALTH OF MASSACHUSETTS**  
**Office of Consumer Affairs and Business Regulation**  
**DIVISION OF INSURANCE**

One South Station • Boston, MA 02110 • 2208  
(617) 521-7794 • FAX (617) 521-7771  
TTY/TDD (617) 521-7490  
<http://www.state.ma.us/doi>



JANE SWIFT  
GOVERNOR

JENNIFER DAVIS CAREY  
DIRECTOR, CONSUMER AFFAIRS  
AND BUSINESS REGULATION

LINDA RUTHARDT  
COMMISSIONER OF INSURANCE

May 10, 2001

Commonwealth of Massachusetts  
Office of the Secretary of the Commonwealth  
Attn: George W. Anthes  
One Ashburton Place, 17<sup>th</sup> Floor  
Boston, MA 02108

753325

**Re: Redomestication of Healthsource Insurance Company**

Dear Mr. Anthes:

The Division of Insurance has reviewed the application submitted by Healthsource Insurance Company, a Tennessee domiciled corporation, to redomesticate to the Commonwealth of Massachusetts under M.G.L. Chapter 175 §§ 49 and 49A. After a thorough review of the documentation submitted, including the Board resolution approving this transaction, the shareholder resolution approving this transaction and the Amended and Restated Articles of Organization submitted as part of the application, it is the Division's position that Healthsource Insurance Company has satisfied all the requirements set forth in M.G.L. Chapter 175 §§ 49 and 49A to redomesticate from Tennessee to Massachusetts. The principal office of the corporation shall be 700 South Street, Pittsfield, MA 01201.

My direct line is (617) 521-7398 should have any questions or require additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Macullar", with a long horizontal flourish extending to the right.

Robert C. Macullar  
Supervising Examiner  
Financial Surveillance and Company Licensing

031  
051  
055  
022  
030  
065

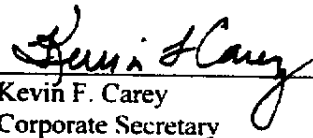
8  
PC

## SECRETARY'S CERTIFICATE

The undersigned certifies that he is the Corporate Secretary of Healthsource Insurance Company, and that as such, he is authorized to execute and deliver this Certificate on behalf of Healthsource Insurance Company and he further certifies that:

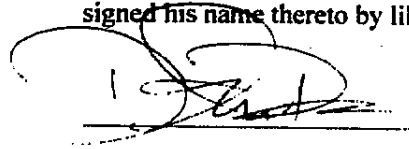
Attached hereto is an original copy of the resolutions executed by the Board of Directors of Healthsource Insurance Company relating to the redomestication of Healthsource Insurance Company from Tennessee to Massachusetts.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Healthsource Insurance Company on this 2nd day of May, 2001.

  
Kevin F. Carey  
Corporate Secretary

State of New York     )  
                                  ) ss:  
County of New York    )

On the 2nd day of May in the year 2001 before me personally came Kevin F. Carey to me known, who being duly sworn, did depose and say that he is Secretary of Healthsource Insurance Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the board of directors of said corporation, and that he signed his name thereto by like authority.

  
DAVID M. ROSS  
Notary Public, State of New York  
No. 02908042093  
Qualified in New York County  
Commission Expires June 15, 2002

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
HEALTHSOURCE INSURANCE COMPANY**

The undersigned, being all the directors of Healthsource Insurance Company ("Healthsource"), a Tennessee corporation, acting pursuant to written consent, do hereby consent to the taking of action and adopt the following resolutions:

IT IS RESOLVED THAT, the Board of Directors of Healthsource hereby authorize, adopt and approve the redomestication of Healthsource from the State of Tennessee to the Commonwealth of Massachusetts (the "Redomestication");


IT IS FURTHER RESOLVED THAT, in order to effect the Redomestication, Healthsource will amend and restate its Articles of Organization in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Organization"), and execute and file such documents with the Secretary of State of the State of Tennessee and the Secretary of State of the Commonwealth of Massachusetts as may be required:

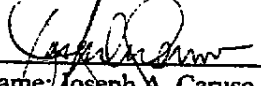
IT IS FURTHER RESOLVED THAT, the Board of Directors agrees to submit the Redomestication to a vote of Healthsource's sole shareholder;


IT IS FURTHER RESOLVED THAT, the Redomestication is hereby approved by the Board of Directors and that the officers of Healthsource are authorized, empowered and directed to execute and deliver all certificates, documents and instruments and take such action as they may, acting alone or in concert deem necessary, advisable or appropriate to carry out the Redomestication;

IT IS FURTHER RESOLVED THAT, all actions of any kind heretofore taken by Healthsource or its officers and directors in connection with the foregoing resolutions be, and they thereby are, ratified confirmed and approved in all material respects.

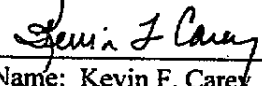
Dated: May 2, 2001.

  
Name: Dennis J. Manning  
Director, Chairman and President

  
Name: Joseph A. Caruso  
Director

  
Name: John Peluso  
Director

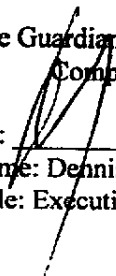
  
Name: John R. Hurley  
Director

  
Name: Kevin F. Carey  
Director,  
Secretary & Treasurer

### SHAREHOLDER RESOLUTION

The undersigned, as sole shareholder of Healthsource Insurance Company ("HIC"), hereby votes all of its 520,000 shares in favor of the proposed redomestication of HIC from Tennessee to Massachusetts.

The Guardian Life Insurance  
Company of America

By:   
Name: Dennis J. Manning  
Title: Executive Vice President & Chief Operating Officer

Dated: May 2, 2001



**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**OF**  
**HEALTHSOURCE INSURANCE COMPANY**

(Amended May 2, 2001)

Healthsource Insurance Company (the "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Massachusetts as of the date of the filing of these Amended and Restated Articles of Organization hereby certifies as follows:

1. The name of the Corporation is Healthsource Insurance Company. The Corporation was originally incorporated in the State of Arizona under the name Security Assurance Company as a domestic insurance company. The Corporation's original Articles of Incorporation were filed with the State of Arizona Corporation Commission on January 2, 1968. Thereafter, the Corporation amended its Articles of Incorporation several times, filing each in the State of Arizona by means of various Articles of Amendment.
2. Security Assurance Company was redomesticated to the State of Delaware effective December 23, 1993, pursuant to Section 4946 of the Delaware Insurance Code and all other applicable provisions of the Delaware and Arizona laws and regulations. A Certificate of Incorporation with all of the provisions of the former Arizona Certificate of Incorporation, as amended, was filed as the Delaware Certificate of Incorporation to implement the redomestication of Security Assurance Company from Arizona to Delaware. The Corporation also filed a Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions.
3. Security Assurance Company was redomesticated from Delaware to the State of Tennessee effective December 23, 1996, pursuant to the requirements of T.C.A. Section 56-2-102(b) and all other applicable laws and regulations of the states of Tennessee and Delaware. Amended and Restated Articles of Incorporation with all of the provisions of the former Delaware Certificate of Incorporation, as amended, were filed as the Tennessee Amended and Restated Articles of Incorporation to implement the redomestication of Security Assurance Company from Delaware to Tennessee. The Amended and Restated Articles of Incorporation were approved by the Tennessee Department of Insurance.

4. The Corporation filed Articles of Amendment to the Charter, which were approved by the Tennessee Department of Insurance on December 23, 1996, to change the name of the corporation to Healthsource Insurance Company.
5. These Amended and Restated Articles of Organization have been approved by the Board of Directors of the Corporation and submitted to and approved by the sole shareholder. These Amended and Restated Articles of Incorporation effect the following changes from the Tennessee Articles of Incorporation: (a) change of the principal office and registered agent of the Corporation, (b) modification of a provision relating to the indemnification of the Corporation's directors by the Corporation, to conform to Massachusetts General Laws Chapter 156B, Section 13, and (c) modification of a provision regarding the purpose for which the Corporation is organized, to conform to Massachusetts General Laws Chapter 175, Sections 47 and 51.
6. Pursuant to Massachusetts General Laws Chapter 175, Section 49A, and Chapter 156B, Section 74, these Amended and Restated Articles of Organization restate and amend the provisions of the Tennessee Articles of Incorporation, as amended, and these Amended and Restated Articles of Organization become the Articles of Organization of the Corporation in the Commonwealth of Massachusetts.

The text of the Amended and Restated Articles of Organization reads in its entirety as follows:

1. The name of the Corporation is Healthsource Insurance Company.
2. The maximum number of shares the Corporation is authorized to issue shall be 520,000 shares (par value \$6.15 per share) all of which shall be of a single class of common stock having unlimited voting rights and having the rights to receive the net assets of the Corporation upon dissolution.
3. The Corporation's registered office shall be located at 700 South Street, Pittsfield, Massachusetts 01201, wherein David Kalib shall be the Corporation's registered agent.
4. The street address of the principal office of the Corporation shall be 700 South Street, Pittsfield, Massachusetts 01201.
5. The Corporation is for profit.
6. The purposes for which this Corporation is to transact the types of business as set forth in clauses Sixth and Sixteenth of Massachusetts General Laws Chapter 175, Section 47, and to transact such other business as authorized by Massachusetts General Laws Chapter 175, Section 51. The Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Massachusetts General Laws or any amendment thereto.

I, the undersigned, being a duly authorized officer of the Corporation, for the purpose of amending and restating the Articles of Organization of the Corporation pursuant to the redomestication of the Corporation from Tennessee to Massachusetts pursuant to Massachusetts General Laws Chapter 175, Section 49A, and Chapter 156B, Section 74, do hereby file these Amended and Restated Articles of Organization and certify under penalty of perjury that the facts stated herein are true, setting my hand hereto this 2nd day of May, 2001.

Dated: 2nd day of May, 2001.

Kevin J. Carey  
Secretary

753328

RECEIVED  
MAY 11 2001

01 MAY 11 PM 2:43

CORPORATION DIVISION

*This is a notice  
Filed of an Insurance Company  
Incorporated in Massachusetts  
with General Laws  
Chapter 175, Sections  
49 and 49A this  
11<sup>th</sup> day of May 2001*

*William Francis Galvin*

