

846539

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

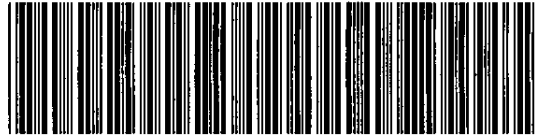
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(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 28 AM 10:44

FILED

*Merchandise
&
Amendment*

6/3/09

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Annuity & Life Reassurance America, Inc.
(Name of Corporation)

DOCUMENT NUMBER: 846539

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kim Hiar

(Name of Contact Person)

Heritage Union Life Insurance Company

(Firm/Company)

1805 Monument Ave., Suite 201

(Address)

Richmond, VA 23220

(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Hiar

(Name of Contact Person)

at (804) 212-2818

(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



HERITAGE UNION

1805 Monument Avenue, Suite 201
Richmond, Virginia 23220-7001

May 29, 2009

Ms. Darlene Connell
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Annuity & Life Reassurance America, Inc.
Ref. Number 846539

Dear Ms. Connell,

I apologize for the delay in getting the requested information to you. As requested in your letter dated February 27, 2009, please find enclosed the following:

- Certified Copies of Articles of Restatement
- Certified Copies of Domestication

Should you need any additional information or if I can be of further assistance, please do not hesitate to contact me at 804-212-2818 or email at Kimberly.hiar@heritageunion.com.

Sincerely,

Kim Hiar
Compliance Manager



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2009

KIM HIAR
HERITAGE UNION LIFE INSURANCE COMPANY
1805 MONUMENT AVE., SUITE 201
RICHMOND, VA 23220

SUBJECT: ANNUITY & LIFE REASSURANCE AMERICA, INC.
Ref. Number: 846539

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE CORRECT SECTIONS TWO AND THREE OF THE APPLICATION AS FOLLOWS: SECTION TWO SHOULD HAVE Connecticut AS THE STATE AND SECTION THREE SHOULD HAVE, July 22, 1980 AS THE DATE AUTHORIZED TO DO BUSINESS IN FLORIDA.

IN ORDER TO CHANGE THE JURISDICTION FOR THE FOREIGN CORPORATION DOING BUSINESS IN FLORIDA, WE MUST HAVE CERTIFICATION EVIDENCING THE CHANGE SUCH AS, AMENDED AND RESTATED ARTICLES, A REDOMESTICATION, AN ORDER OR REDOMESTICATION.

WHEN THIS CORPORATION CHANGED ITS NAME AND JURISDICTION WITH OUR OFFICE IN 2001 YOUR OFFICE SUBMITTED ARTICLES OF REDOMESTICATION, REDOMESTICATING FROM MINNESOTA TO MICHIGAN. WE WILL NEED SIMILIAR CERTIFICATION EVIDENCING THE CHANGE OF JURISDICTION AND CORPORATE NAME REDOMESTICATING FROM CONNECTICUT TO ARIZONA.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 209A00003516



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2009

KIM HIAR
HERITAGE UNION LIFE INSURANCE COMPANY
1805 MONUMENT AVE., SUITE 201
RICHMOND, VA 23220

SUBJECT: ANNUITY & LIFE REASSURANCE AMERICA, INC.
Ref. Number: 846539

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

PLEASE PROVIDE US WITH A CERTIFIED COPY OF THE ARTICLES OF RESTATEMENT FILED AUGUST 29, 2008 AND ALSO A CERTIFIED COPY OF THE ARTICLES OF DOMESTICATION FILED ON JULY 25, 2008 FROM THE STATE OF ARIZONA.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 809A00006965



HERITAGE UNION

1805 Monument Avenue, Suite 201
Richmond, Virginia 23220-7001

April 17, 2009

Ms. Darlene Connell
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Annuity & Life Reassurance America, Inc.
Ref. Number 846539

Dear Ms. Donnell,

I apologize for the delay in getting the requested information to you. As requested in your letter dated February 27, 2009, please find enclosed the following:

- Certified Copies of Articles of Restatement
- Certified Copies of Domestication

Should you need any additional information or if I can be of further assistance, please do not hesitate to contact me at 804-212-2818 or email at Kimberly.hiar@heritageunion.com.

Sincerely,

Kim Hiar
Compliance Manager

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)

846539

(Document number of corporation (if known))

1. Annuity & Life Reassurance America, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. July 22, 1980

(Date authorized to do business in Florida)

FILED
09 MAY 28 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, 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? August 29, 2008

5. Heritage Union Life Insurance Company

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or 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.

N/A

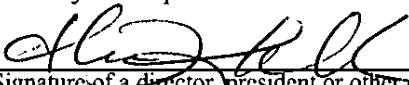
(New duration)

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

Arizona

(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)

Alice K. Wheeler

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**STATE
OF
ARIZONA**

DEPARTMENT OF INSURANCE

*THIS IS TO CERTIFY, THAT THIS
INSTRUMENT IS A FULL, TRUE AND
CORRECT COPY OF THE ORIGINAL ON
FILE WITH THE DEPARTMENT OF
INSURANCE OF THE STATE OF ARIZONA
AND CONSISTS OF 8 PAGE(S)*

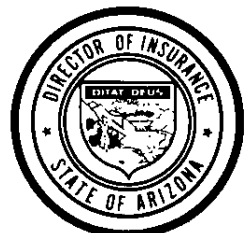
HEREUNTO SET MY HAND AND THE OFFICIAL SEAL OF THIS DEPARTMENT
FOR THE DIRECTOR OF INSURANCE THIS 28 MAY 2009.



AUTHORIZED REPRESENTATIVE

CERTIFICATE No.:

262336



AZ CORPORATION COMMISSION
FILED

JUL 11 2008

FILE NO. 1463454-0

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE July 10, 2008. DOCUMENT(S) CONSIST(S) OF 2 PAGES.

BY [Signature] FOR THE DIRECTOR OF INSURANCE
AUTHORIZED REPRESENTATIVE STATE OF ARIZONA

ARTICLES OF DOMESTICATION
OF
ANNUITY & LIFE REASSURANCE AMERICA, INC.

The undersigned, acting as officers of the corporation, for the purpose of domesticating Annuity & Life Reassurance America, Inc., a Connecticut corporation, which intends to continue its existence, without interruption, as a corporation organized under the laws of the State of Arizona pursuant to A.R.S § 20-231.A and § 10-220. The corporation, together with the shareholders thereof, adopted these Articles of Domestication on Feb. 29, 2008, in accordance with A.R.S. §10-221.

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is:

Annuity & Life Reassurance America, Inc.

ARTICLE II

The Corporation was originally incorporated in the State of Minnesota on November 22, 1963 under the name "Continental Bankers Life Insurance Company" and licensed as a Minnesota insurance company on June 23, 1964. The name "First Foundation Life Insurance Company" was assumed on December 31, 1976 and subsequently changed to "Capital Bankers Life Insurance Company" on December 31, 1977. The Corporation was redomesticated to the State of Michigan and licensed as a Michigan insurance company on December 31, 1996. Subsequently, the Corporation was redomesticated to the State of Connecticut, changed its name to "Annuity & Life Reassurance America, Inc." and licensed as a Connecticut insurance company on December 12, 2000.

ARTICLE III

These Articles of Domestication have been adopted in accordance with A.R.S. §10-221 on Feb-29, 2008 by the shareholders of the Corporation and its Board of Directors.

Upon the approval of these Articles of Domestication by the necessary regulatory authorities, the Corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Arizona; and all privileges, franchises and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all Certificates of Authority, agent appointments, and all choices in action, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Arizona. The Corporation shall be given recognition as a corporation from and after November 22, 1963, the date of its initial incorporation. The Corporation shall be recognized as an Arizona domestic

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262336 102008

Department of Insurance and shall accept and will be subject to the laws of the state of Arizona from and after these dates.

ARTICLE IV

The address and principal place of business of the Corporation in the State of Arizona shall be located at the offices of its statutory agent, 2999 N. 44th Street, Suite 250, Phoenix, Arizona 85018, but it may have other places of business and transact business at such other place or places within or without the State of Arizona which its Board of Directors may designate. The name and address of the statutory agent of the Corporation is S. David Childers, Low & Childers, P.C., 2999 N. 44th Street, Suite 250, Phoenix, Arizona 85018.

ARTICLE V

Upon approval of these Articles of Domestication by the necessary regulatory authorities in the State of Arizona, a copy of the filed and certified form of the documents shall be filed with the regulatory authorities in the State of Connecticut, as the previous jurisdiction of domicile.

ARTICLE VI

This Corporation is an Arizona general corporation, organized as an insurance company for the purpose of transacting any or all business for which an insurance company may be incorporated under the laws of the State of Arizona as they may be amended from time to time and specifically, the Corporation shall be authorized to transact life insurance, disability insurance and/or annuities, as defined under A.R.S. §§ 20-254, 20-253 and 20-254.01 respectively, together with such other kinds of insurance as the Corporation may from time to time be authorized to transact, and to act as a reinsurer of business for which it is duly authorized. The Corporation may conduct all activities necessary or incidental to the foregoing, and may engage in any other lawful business or activity, and such business may be transacted anywhere designated by the Board of Directors.

ARTICLE VII

The designation of each class of shares, the authorized number of shares of each such class, and the par value of each such share thereof are as follows:

One class of 10,000,000 authorized shares of common stock, par value of \$1.34 per share. Holders of common stock of the Corporation shall be entitled to one (1) vote per share with respect to any matter that comes up for a shareholder vote. The shares of the Corporation, when issued, shall be non-assessable, except to the extent required by the Constitution of the State of Arizona (the "Constitution"), specifically, but not in limitation thereof, as provided by Article XIV, Section 11 of the Constitution and the laws of the State of Arizona. The consideration paid for the shares shall constitute the stated capital of the Corporation unless determined otherwise by the Board of Directors in accordance with A.R.S. § 10-621, as it currently exists or is hereafter amended. Nothing herein contained shall be construed as prohibiting the Corporation from issuing any shares of authorized but unissued common stock for such consideration as the Board of Directors may determine.

issuing any shares of authorized but unissued common stock for such consideration as the Board of Directors may determine.

ARTICLE VIII

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by A.R.S. §20-705(B)(6) and the Bylaws, and such officers as the said directors may at any time elect or appoint. No officer or director need be a shareholder of the Corporation. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualify, and of the persons who are to serve as officers until the next meeting of the directors or until their successors are elected and qualify are:

Directors

Philip G. Walker
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Frank D. Lortscher
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Julia B. Roper
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Robert J. Hunt
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Chris W. Festog
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Officers

Chairman & Chief Executive Officer	Philip G. Walker
President	Julia B. Roper
Vice-President	Robert J. Hunt
Vice-President, Treasurer, and Secretary	Chris W. Festog

To the fullest extent permitted by applicable law, as the same may be supplemented, replaced or amended, no director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for liability (i) for the amount of financial benefit received by a director to which the director is not entitled, (ii) for an intentional infliction of harm on the Corporation or the Corporation's shareholders, (iii) pursuant to a violation of A.R.S. Section 10-833, as amended, or (iv) for an intentional violation of criminal law. Any repeal or modification of this Article shall

not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification. To the fullest extent permitted by applicable law, the Corporation shall indemnify its directors for liability.

ARTICLE IX

The fiscal year end of the Corporation shall be December 31 of each year. The duration of the Corporation shall be perpetual.

ARTICLE X

In no event shall the Corporation incur indebtedness in excess of the amount authorized by law. The private property of the shareholders, directors and officers of the Corporation shall be forever exempt from the debts, liabilities and obligations of the Corporation.

ARTICLE XI

The annual meeting of the shareholders shall be held on April 15th in each year, or such day and place as shall be fixed by the board of directors, designated at a meeting or unanimous written consent of the directors or established by unanimous written consent of the shareholders, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If an annual meeting date falls on a holiday or weekend, the regular annual meeting shall be held on the next succeeding business day.

ARTICLE XII

The Bylaws of the Corporation may be repealed, altered or amended, or substitute Bylaws may be adopted, by the directors or the shareholders, in accordance with the provisions contained in said Bylaws.


ARTICLE XIII

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Domestication in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors, or officers are subject to this reserved power.

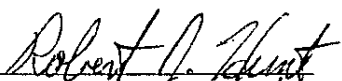
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IN WITNESS WHEREOF, we hereunto affix our signatures as of the 27th day of March, 2008.

ANNUITY & LIFE REASSURANCE AMERICA, INC.

By: 
Name: Chris Restos
Title: VP, Treasurer and Secretary

Attest:

By: 
Name: ROBERT J. HUNT
Title: VICE PRESIDENT

AMERICAN STATES
PROPERTY AND CASUALTY INSURANCE COMPANY
10000 W. CENTRAL EXPRESSWAY
DALLAS, TEXAS 75243-1000
TEL: 972.962.1000 FAX: 972.962.1001
WWW.AMERICANSTATES.COM

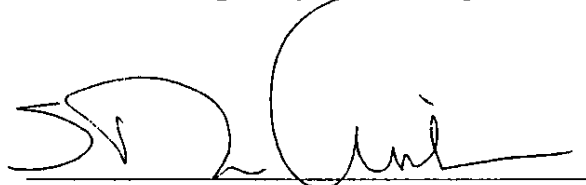




**ACCEPTANCE OF NOTIFICATION
OF
APPOINTMENT AS STATUTORY AGENT**

I, S. David Childers, hereby acknowledge that I have been notified of my appointment as Statutory Agent for Annuity & Life Reassurance America, Inc., and I hereby agree to serve in such capacity until removal by the Corporation or until the tendering of my written resignation as permitted by applicable law.

Dated: July 10, 2008



S. David Childers
Low & Childers, P.C.
2999 N. 44th Street, Suite 250
Phoenix, AZ 85018

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Annuity & Life Reassurance America, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]
PRINT NAME Chris W. Festha
TITLE VP DATE 7/10/08

BY [Signature]
PRINT NAME ROBERT J. HUNT
TITLE VIC. PRESIDENT DATE 7/10/08

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations
Rev: 04/04

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that the certificate of incorporation of

ANNUITY & LIFE REASSURANCE AMERICA, INC.

a domestic STOCK corporation, was filed in this office on December 12, 2000, a certificate of
dissolution has not been filed, and so far as indicated by the records of this office such corporation is in
existence.



Secretary of the State

Date Issued: July 15, 2008

Business ID: 0663385

Express

Certificate Number: 2008170867001

Note: To verify this certificate, visit the web site <http://www.concord.sots.ct.gov>

262336

**STATE
OF
ARIZONA**

DEPARTMENT OF INSURANCE

*THIS IS TO CERTIFY, THAT THIS
INSTRUMENT IS A FULL, TRUE AND
CORRECT COPY OF THE ORIGINAL ON
FILE WITH THE DEPARTMENT OF
INSURANCE OF THE STATE OF ARIZONA
AND CONSISTS OF 6 PAGE(S)*

HEREUNTO SET MY HAND AND THE OFFICIAL SEAL OF THIS DEPARTMENT
FOR THE DIRECTOR OF INSURANCE THIS 28 MAY 2009.



AUTHORIZED REPRESENTATIVE

CERTIFICATE No.:

262337



AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission
02536887

AUG 29 2008

ARTICLES OF RESTATEMENT
Pursuant to A.R.S. §10-1007

FILE NO. -14634540

1. The name of the Corporation is Annuity & Life Reassurance America, Inc.
2. The Corporation was originally incorporated in the State of Minnesota on November 22, 1963. The Corporation redomesticated from Minnesota to Michigan on December 31, 1996. The Corporation then redomesticated from Michigan to Connecticut on December 12, 2000. The Corporation then redomesticated from Connecticut to Arizona on July 11, 2008. Attached hereto as Exhibit A is a copy of the Articles of Incorporation of the Corporation fully restated to include all amendments to the Arizona Articles of Domestication through the date of filing of this document.
3. The Board of Directors approved the attached Amended and Restated Articles of Incorporation on August 14, 2008.
4. The sole shareholder of the Corporation, Heritage Union, LLC, approved the Amended and Restated Articles of Incorporation on August 14, 2008. The vote was as follows:

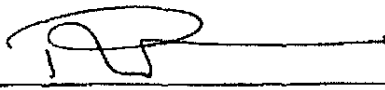
Shares Issued	Shares Voting for Amendment	Shares Voting Against Amendment
1,865,675	1,865,675	-0-

Dated: August 15, 2008.

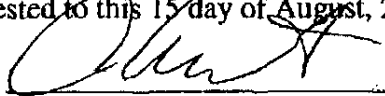
**ANNUITY & LIFE REASSURANCE
AMERICA, INC.**

Hereinafter referred to as:

**HERITAGE UNION LIFE INSURANCE
COMPANY**

By: 
 Name: Phillip G. Walker
 Title: Chief Executive Officer

Attested to this 15 day of August, 2008.

By: 
 Name: Chris W. Festog
 Title: Secretary / Treasurer

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE August 26, 2008

DOCUMENT(S) CONSIST(S) OF 9 PAGES.

BY  FOR THE DIRECTOR OF INSURANCE
 AUTHORIZED REPRESENTATIVE STATE OF ARIZONA

262331 000000

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ANNUITY & LIFE REASSURANCE AMERICA, INC.**

For the purpose of amending and restating the Articles of Domestication of Annuity & Life Reassurance America, Inc., an Arizona corporation, the undersigned, on behalf of said corporation, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is:

Heritage Union Life Insurance Company.

ARTICLE II

The Corporation was originally incorporated in the State of Minnesota on November 22, 1963 under the name "Continental Bankers Life Insurance Company" and licensed as a Minnesota insurance company on June 23, 1964. The name "First Foundation Life Insurance Company" was assumed on December 31, 1976 and subsequently changed to "Capital Bankers Life Insurance Company" on December 31, 1977. The Corporation was redomesticated to the State of Michigan and licensed as a Michigan insurance company on December 31, 1996. Subsequently, the Corporation was redomesticated to the State of Connecticut, changed its name to "Annuity & Life Reassurance America, Inc." and was licensed as a Connecticut insurance company on December 12, 2000. The Corporation was redomesticated to the State of Arizona and licensed as an Arizona insurance company on July 11, 2008.

ARTICLE III

Upon the approval of the Amended and Restated Articles of Incorporation by the necessary regulatory authorities, the Corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Arizona; and all privileges, franchises and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all Certificates of Authority, agent appointments, and all choices in action, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Arizona.

ARTICLE IV

The address and principal place of business of the Corporation in the State of Arizona shall be located at the offices of its statutory agent, 2999 N. 44th Street, Suite 250, Phoenix, Arizona 85018, but it may have other places of business and transact business at such other place or places within or without the State of Arizona which its Board of Directors may designate. The name and address of the statutory agent of the Corporation is S. David Childers, Low & Childers,

P.C., 2999 N. 44th Street, Suite 250, Phoenix, Arizona 85018.

ARTICLE V

This Corporation is an Arizona general corporation, organized as an insurance company for the purpose of transacting any or all business for which an insurance company may be incorporated under the laws of the State of Arizona as they may be amended from time to time and specifically, the Corporation shall be authorized to transact life insurance, disability insurance and/or annuities, as defined under A.R.S. §§ 20-254, 20-253 and 20-254.01 respectively, together with such other kinds of insurance as the Corporation may from time to time be authorized to transact, and to act as a reinsurer of business for which it is duly authorized. The Corporation may conduct all activities necessary or incidental to the foregoing, and may engage in any other lawful business or activity, and such business may be transacted anywhere designated by the Board of Directors.

ARTICLE VI

The designation of each class of shares, the authorized number of shares of each such class, and the par value of each such share thereof are as follows:

One class of 10,000,000 authorized shares of common stock, par value of \$1.34 per share. Holders of common stock of the Corporation shall be entitled to one (1) vote per share with respect to any matter that comes up for a shareholder vote. The shares of the Corporation, when issued, shall be non-assessable, except to the extent required by the Constitution of the State of Arizona (the "Constitution"), specifically, but not in limitation thereof, as provided by Article XIV, Section 11 of the Constitution and the laws of the State of Arizona. The consideration paid for the shares shall constitute the stated capital of the Corporation unless determined otherwise by the Board of Directors in accordance with A.R.S. § 10-621, as it currently exists or is hereafter amended. Nothing herein contained shall be construed as prohibiting the Corporation from issuing any shares of authorized but unissued common stock for such consideration as the Board of Directors may determine.

ARTICLE VII

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by A.R.S. §20-705(B)(6) and the Bylaws, and such officers as the said directors may at any time elect or appoint. No officer or director need be a shareholder of the Corporation. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualify, and of the persons who are to serve as officers until the next meeting of the directors or until their successors are elected and qualify are:

Directors

Philip G. Walker
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Frank D. Lortscher
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Julia B. Roper
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Robert J. Hunt
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Chris W. Festog
1805 Monument Avenue
Suite 201
Richmond, Virginia 23220

Officers

Chairman & Chief Executive
Officer

Philip G. Walker

President

Julia B. Roper

Vice-President

Robert J. Hunt

Vice-President, Chief
Financial Officer and
Secretary

Chris W. Festog

To the fullest extent permitted by applicable law, as the same may be supplemented, replaced or amended, no director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for liability (i) for the amount of financial benefit received by a director to which the director is not entitled, (ii) for an intentional infliction of harm on the Corporation or the Corporation's shareholders, (iii) pursuant to a violation of A.R.S. Section 10-833, as amended, or (iv) for an intentional violation of criminal law. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification. To the fullest extent permitted by applicable law, the Corporation shall indemnify its directors for liability.

ARTICLE VIII

The fiscal year end of the Corporation shall be December 31 of each year. The duration of the Corporation shall be perpetual.

ARTICLE IX

In no event shall the Corporation incur indebtedness in excess of the amount authorized by law. The private property of the shareholders, directors and officers of the Corporation shall be forever exempt from the debts, liabilities and obligations of the Corporation.

ARTICLE X

The annual meeting of the shareholders shall be held on the second Wednesday of June in each year, or such day and place as shall be fixed by the board of directors, designated at a meeting or unanimous written consent of the directors or established by unanimous written consent of the shareholders, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If an annual meeting date falls on a holiday or weekend, the regular annual meeting shall be held on the next succeeding business day.

ARTICLE XI

The Bylaws of the Corporation may be repealed, altered or amended, or substitute Bylaws may be adopted, by the directors or the shareholders, in accordance with the provisions contained in said Bylaws.

ARTICLE XII

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors, or officers are subject to this reserved power.

DATED this 15th day of August, 2008.

ANNUITY & LIFE REASSURANCE AMERICA, INC.

By: 

Name: Philip G. Walker

Title: Chief Executive Officer

Attest:

By: 

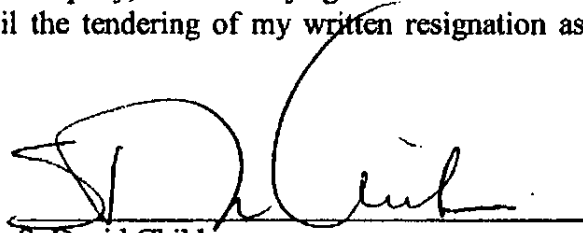
Name: Chris W. Festog

Title: Vice President

**ACCEPTANCE OF NOTIFICATION
OF
APPOINTMENT AS STATUTORY AGENT**

I, S. David Childers, hereby acknowledge that I have been notified of my appointment as Statutory Agent for Heritage Union Life Insurance Company, and I hereby agree to serve in such capacity until removal by the Corporation or until the tendering of my written resignation as permitted by applicable law.

Dated: 8/21, 2008



S. David Childers
Low & Childers, P.C.
2999 N. 44th Street, Suite 250
Phoenix, AZ 85018

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