

F07000000719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

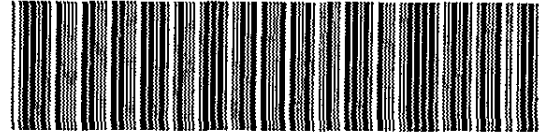
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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New For.
SF 2/7/07

TEMPLETON FUNDS ANNUITY COMPANY, G80418, REDOMESTICATED TO MINNESOTA AS
S TEMPLETON FUNDS ANNUITY COMPANY, F07000000719 2/5/07 - THE REDOMESTI
CATION IS DEEMED A MERGER PURSUANT TO 607.1107(5) F.S.

Pennington
Moore
Wilkinson
Bell &
Dunbar P.A.
ATTORNEYS AT LAW
www.penningtonlaw.com

Steve Roddenberry
Special Consultant

(850) 222-3533
sroddenberry@penningtonlaw.com

February 7, 2007

By Hand-Delivery

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

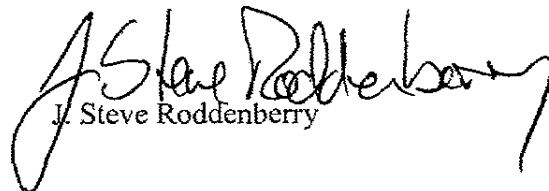
Re: Templeton Funds Annuity Company

Dear Ms. Beyer:

Pursuant to our conversation earlier this morning, please find enclosed a copy of the Consent Order issued by the Office of Insurance Regulation authorizing the re-domestication of Templeton Funds Annuity Company to the State of Minnesota. I have also enclosed an original Certificate of Good Standing from the Secretary of State in Minnesota. I am hopeful that the enclosed, along with the application previously submitted, will permit your office to issue a Certificate of Good Standing.

Thank you for your attention and guidance on this matter. I would be happy to respond to any other questions you may have.

Sincerely,


J. Steve Roddenberry

JSR:rsr

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Templeton Funds Annuity Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. Steve Roddenberry

(Name of Person)

Pennington, Moore, Wilkinson, Bell, and Dunbar, PA

(Firm/Company)

215 South Monroe Street

(Address)

Tallahassee, Florida 32301

(City/State and Zip code)

For further information concerning this matter, please call:

J. Steve Roddenberry at (850) 222-3533

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Templeton Funds Annuity Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Minnesota 3. 59-2378916
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 25, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 25, 1984 under document #G80418
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 55401

7. 405 Second Avenue South Minneapolis, Minnesota, Hennepin County
(Principal office address)

100 Fountain Parkway St. Petersburg, Florida, Pinellas County 33716
(Current mailing address)

8. Business of Insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Vickie Nuzzo


Office Address: 100 Fountain Parkway

St. Petersburg, Florida 33716
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: 1. Kenneth Allan Lewis

Address: One Franklin Parkway, San Mateo, CA 94403-1906

Vice Chairman: 2. Gordon Wallace Campbell

Address: 300 Beach Dr. NE #2802, St. Petersburg, FL 33701

Director: 3. Louie Norman Adcock, Jr., 100 Second Avenue, So. #701, St. Petersburg, FL 33701

Address: 4. Richard Paul Austin, 2305 Eaton Court, Safety Harbor, FL 55446

Director: 5. Thomas Christopher Banzhof

Address: 100 Fountain Parkway, St. Petersburg, FL 33716-0738

B. OFFICERS

President: Kenneth Allan Lewis

Address: One Franklin Parkway, San Mateo, CA 94403-1906

Vice President: Vickie Sue Nuzzo

Address: 100 Fountain Parkway, St. Petersburg, FL 33716-0738

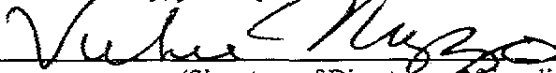
Secretary: Karen Lee Skidmore

Address: One Franklin Parkway, San Mateo, CA 94403-1906

Treasurer: Kenneth Allan Lewis

Address: One Franklin Parkway, San Mateo, CA 94403-1906

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Vickie Sue Nuzzo Senior Vice President and COO
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

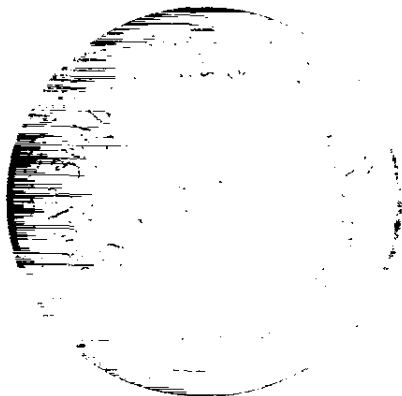
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Templeton Funds Annuity Company

Date Formed: //

Chapter Governed By: 302A

This certificate has been issued on 01/24/07.

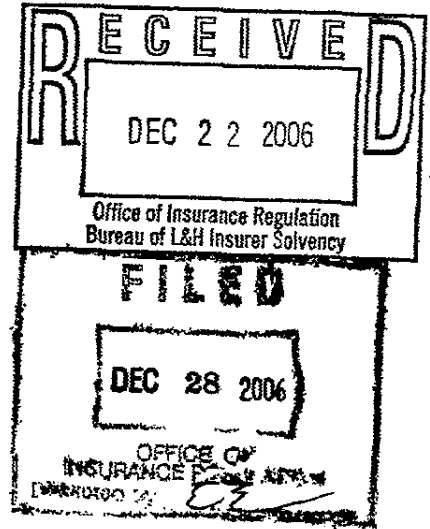


Mark Ritchie
Secretary of State.



OFFICE OF INSURANCE REGULATION

KEVIN M. McCARTY
COMMISSIONER



IN THE MATTER OF:

CASE NO.: 88093-06-CO

TEMPLETON FUNDS ANNUITY COMPANY,
DOMESTIC INSURER APPLICATION FOR
RE-DOMESTICATION

CONSENT ORDER

THIS CAUSE came on for consideration upon a filing of a request by **TEMPLETON FUNDS ANNUITY COMPANY** (hereinafter referred to as "**TEMPLETON**") a domestic insurer, with the **OFFICE OF INSURANCE REGULATION** (hereinafter referred to as the "**OFFICE**") on or about October 20, 2006, to re-domesticate to Minnesota pursuant to Sections 628.525 and 628.535, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the **OFFICE** finds as follows:

1. The **OFFICE** has jurisdiction over the subject matter and parties herein.
2. **TEMPLETON** represents that the documents already provided, as well as all pending documents relating to its request to re-domesticate to Minnesota, fully describe all agreements, relationships, and transactions pertinent to the re-domestication, and that all

representations, submissions, documents and explanations made by **TEMPLETON** in support of its request to re-domesticate are material to the issuance of this Consent Order. Documents still pending shall be provided to the **OFFICE** within fifteen days of the date Minnesota approves the re-domestication and include (1) Amended & re-stated Articles of Incorporation (2) Certified copy of **TEMPLETON'S** new Certificate of Authority issued by the State of Minnesota (3) Certificate of Good Standing from the Florida Secretary of State indicating that **TEMPLETON** is a foreign insurer.

3. **TEMPLETON** represents that its re-domestication will not have an adverse effect on Florida policyholders, and the re-domestication will not affect **TEMPLETON'S** current operations in the state of Florida.

4. Upon its re-domestication to Minnesota, **TEMPLETON** shall become licensed as a foreign insurer as defined in Section 624.06(2), Florida Statutes, and shall be subject to all the provisions of the Florida Insurance Code, applicable to a foreign insurer.

5. **TEMPLETON** shall continue to file its financial statements in compliance with the Annual Statement Instructions and Quarterly Statement Instructions issued by the NAIC, the Accounting Practices and Procedures Manual of the NAIC, and the Florida Insurance Code. All assets and investments of **TEMPLETON** must comply with the requirements of Chapter 625, Florida Statutes.

6. Pursuant to Section 628.530, Florida Statutes, **TEMPLETON'S** outstanding policies shall remain in full force and effect. **TEMPLETON** may continue to use its existing policy forms with appropriate endorsements, but need not endorse its policy forms solely to reflect its new state of domicile. Furthermore, rates, agents appointments, and licenses in

existence prior to **TEMPLETON's** re-domestication shall continue in full force and effect after the date re-domestication is approved.

7. Executive Order 13224, signed by President George W. Bush on September 23, 2001, blocks the assets of terrorists and terrorist support organizations identified by the Office of Foreign Assets Control of the Treasury Department. The Executive Order also prohibits any transactions by U.S. persons involving the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's website, www.treas.gov/ofac. **TEMPLETON** shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Office of Foreign Assets Control website of the Treasury Department.

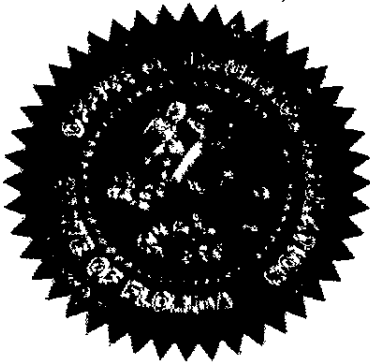
8. The **OFFICE** and **TEMPLETON** expressly waive a hearing in this matter, the making of Findings of Fact and Conclusions of Law by the **OFFICE**, and all further and other proceedings herein to which the parties may be entitled by law or by rules of the **OFFICE**. **TEMPLETON** hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order, in any forum now available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

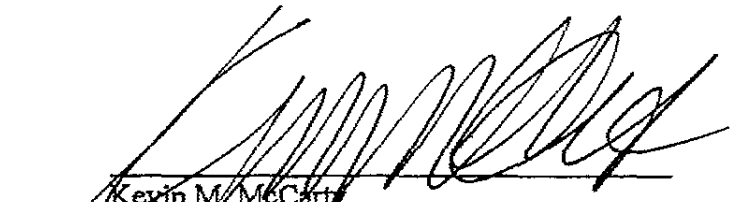
9. The parties agree that this Consent Order will be deemed to be executed when the **OFFICE** has executed a copy of this Consent Order bearing the signature of **TEMPLETON's** authorized representative, notwithstanding the fact that the copy may have been transmitted to the **OFFICE** electronically. Further, **TEMPLETON** agrees that the signature of its authorized representative as affixed to this Consent Order shall be under the seal of a notary public.

WHEREFORE, the request by **TEMPLETON** to re-domesticate, to the state of Minnesota is hereby approved and effective as of the date its re-domestication and licensure applications are approved by the Minnesota Department of Insurance. Should the re-domestication not be approved by Minnesota prior to January 1, 2007, this order shall be revoked unless extended or amended.

FURTHER, all terms and conditions contained herein are hereby **ORDERED**.

DONE AND ORDERED this 28th day of December, 2006.




Kevin M. McCart
Commissioner
Office of Insurance Regulation

By execution hereof, **TEMPLETON FUNDS ANNUITY COMPANY** consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind **TEMPLETON FUNDS ANNUITY COMPANY** to the terms and conditions of this Consent Order.

TEMPLETON FUNDS ANNUITY COMPANY

By: Vickie Nozzo

Print Name: Vickie Nozzo

Title: Sr. Vice President + COO

Date: 12/20/06

Corporate Seal

STATE OF Florida

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 20th day of December, 2005,

by Vickie Nozzo as Sr. Vice President + COO
(Name of Person) (Type of Authority...e.g. officer, trustee attorney in fact)

for Templeton Funds Annuity Company
(Company Name)

Paula R. Riley
(Signature of the Notary)

Paula R. Riley
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known or Produced Identification

Type of Identification Produced _____

[NOTARIAL SEAL]

My Commission Expires: 9-21-2007



COPIES FURNISHED TO:

KENNETH ALLEN LEWIS, PRESIDENT
Templeton Funds Annuity Company
PO BOX 33030
St. Petersburg, Florida 33716-1205

STEVE RODDENBERRY, SPECIAL CONSULTANT
Pennington, Moore, Wilkinson, Bell, & Dunbar, PA
PO Box 10095
Tallahassee, Florida 32301

ROBERT A. WILLIS, DIRECTOR
Office of Insurance Regulation
Life & Health Financial Oversight
200 E. Gaines Street
Tallahassee, Florida 32399-0327

CARL B. MORSTADT II, ASSISTANT GENERAL COUNSEL
Office of Insurance Regulation
Legal Services Office
624B Larson Building
200 E. Gaines Street
Tallahassee, Florida 32399-4206
Ph.: (850) 413- 4168

ROD LEWIS, INSURANCE EXAMINER II
Office of Insurance Regulation
200 E. Gaines Street
Tallahassee, Florida 32399-0327