

F07060000719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

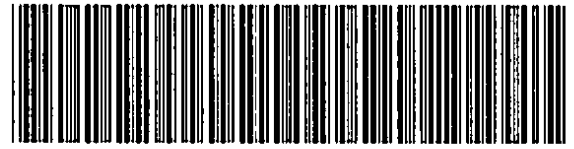
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500314052805

06/04/18--01020--007 **52.50

S TALLENT

JUN 08 2018

SECRETARY OF FINANCE
TALLAHASSEE, FLORIDA

18 JUN -4 AM 11:44

FILED

Foreign
Profit
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MUNICH RE US LIFE CORPORATION
Name of Corporation

DOCUMENT NUMBER: F07000000719

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JENNIFER ROBERTS
Name of Contact Person

MUNICH RE
Firm/Company

56 PERIMETER CENTER EAST, NE
Address

ATLANTA, GA 30346
City/State and Zip Code

JROBERTS@MUNICHRE.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JENNIFER ROBERTS at (770) 350-3203
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

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFIED COPY

I, **Brian P. Kemp**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed with the Corporations Division of the Office of the Secretary of State of Georgia under the name of

MUNICH RE US LIFE CORPORATION

a Domestic Insurance Company

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Docket Number : 15815885
Date Inc/Auth/Filed: 02/11/2009
Jurisdiction : Georgia
Print Date : 06/01/2018
Form Number : 215



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AUTHORITY

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ALLIANZ LIFE AND ANNUITY COMPANY (MN)
a Foreign Profit Corporation

has been duly formed under the laws of Minnesota and has filed an application meeting the requirements of Georgia law to transact business as a foreign Profit Corporation in this state.

WHEREFORE, by the authority vested in me as Secretary of State, the above Profit Corporation is hereby granted, on 02/11/2009, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on February 11, 2009



A handwritten signature in black ink, reading "Karen C Handel".

Karen C Handel
Secretary of State



KAREN HANDEL
 Secretary of State

**OFFICE OF SECRETARY OF STATE
 CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
 Atlanta, Georgia 30334-1530
 (404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

2009 FEB 11 AM 11:53
 SECRETARY OF STATE
 CORPORATIONS DIVISION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
 FOR FOREIGN CORPORATION**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	Allianz Life and Annuity Company	Name Reservation Number (Optional)
	Corporate Name Upon Qualification	
	Date business commenced (or proposed) in Georgia (NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$500 penalty must be paid; penalty is statutory and cannot be waived by Secretary of State.)	
2.	Mark Torkelsen c/o CT Corporation System	
	Name of filing person (certificate will be mailed to this person, at address below)	Telephone Number
	208 South LaSalle Street Ste. 814 Chicago IL 60604	
	Address City State Zip Code	
3.	5701 Golden Hills Drive, Minneapolis, MN 55416	
	Principal Office Mailing Address (may be P.O. Box)	City State Zip Code
4.	C T Corporation System	
	Name of Registered Agent in Georgia 1201 Peachtree Street, N.E.	
	Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address)	
	Atlanta Fulton GA 30361	
	City County State Zip Code	
5.	Circle/Check ONE <input checked="" type="checkbox"/> PROFIT <input type="checkbox"/> NONPROFIT	Jurisdiction (Home State or Country) Minnesota
		Date of Incorporation in home state: 12/15/2006
6.	Officer / CEO Address City State Zip Code	
	Officer / CFO Address City State Zip Code	
	Officer / SEC Address SEE ATTACHMENT City State Zip Code	
7.	NOTICE: Mail or deliver the following items to the Secretary of State at the above address. (1) Original and one copy of this application (2) An ORIGINAL certificate of existence or good standing, not more than 90 days old, certified by the home state or country. Certificate from home state may not be more than 90 days old. (Copy of articles of incorporation from home state should NOT be submitted) (3) Filing fee of \$225.00 payable to "Secretary of State." Filing fees are NON-refundable.	
	Authorized Signature <i>Julius Davidson</i>	Date 12-5-2008
	Request certificates and obtain entity information via: State of Georgia Expedite Creation - Foreign Entity 3 Page(s)	



ALLIANZ LIFE AND ANNUITY COMPANY

Gary Bhojwani 5701 Golden Hills Drive Minneapolis, MN 55416	Chief Executive Officer, President and Director
Neil McKay 5701 Golden Hills Drive Minneapolis, MN 55416	Vice President - Actuary and Director
Axel Zehren 5701 Golden Hills Drive Minneapolis, MN 55416	Director
Maureen Phillips 5701 Golden Hills Drive Minneapolis, MN 55416	Secretary and Director
Guilio Terzariol 5701 Golden Hills Drive Minneapolis, MN 55416	Chief Financial Officer, Treasurer and Director
John Esch 5701 Golden Hills Drive Minneapolis, MN 55416	Appointed Acutary
Stewart Gregg 5701 Golden Hills Drive Minneapolis, MN 55416	Chief Legal Officer
Steve Simon 5701 Golden Hills Drive Minneapolis, MN 55416	Chief Compliance Officer
Alan W. Clark 5701 Golden Hills Drive Minneapolis, MN 55416	Assistant Treasurer
Jill Bradley-Guerrino 5701 Golden Hills Drive Minneapolis, MN 55416	Assistant Treasurer
Julius Davidson 5701 Golden Hills Drive Minneapolis, MN 55416	Assistant Secretary

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

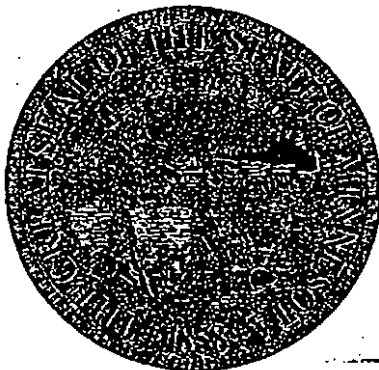
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: Allianz Life and Annuity Company

Date Registered: 12/15/2006

Chapter Governed By: 302A

This certificate has been issued on January 27, 2009.



Mark Ritchie
Secretary of State



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2010 Corporation Annual Registration

OFFICE OF SECRETARY OF STATE
Annual Registration Filings
P.O. Box 23038
Columbus, Georgia 31902-3038

Control No: 09010261
Date Filed: 03/22/2010 05:23 PM
Brian P. Kemp
Secretary of State

Chauncey Newsome
Director

Information on record as of: 3/22/2010

Entity Control No. 09010261 Amount Due: \$30.00 Amount Due AFTER April 1, 2010: \$55.00
ALLIANZ LIFE AND ANNUITY COMPANY (MN)
5701 GOLDEN HILLS DRIVE
Minneapolis MN, 55416

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$30. If amount is more than \$30, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). Renew by April 1, 2010. Your Annual Registration must be postmarked by April 1, 2010. If your registration and payment are not postmarked by April 1, 2010, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at www.georgiacorporations.org. The Corporations Division accepts Visa, MC, Discover, American Express and ATM/Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. We cannot accept cash for payment.

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit www.georgiacorporations.org. Or, call 404-656-2817. PLEASE PRINT LEGIBLY.

Current information printed below. Review and update as needed. Detach original coupon and return with payment.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
CEO: GARY BHOJWANI	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
CFO: GIULIO TERZARIOL	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
SEC: MAUREEN PHILLIPS	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
AGT: C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E.	ATLANTA	GA	30361
IF ABOVE INFORMATION HAS CHANGES, TYPE OR PRINT CORRECTIONS BELOW:				
CORPORATION ADDRESS:				
CEO:				
CFO:				
SEC:				
AGT:			GA	
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	P.O. BOX - NOT ACCEPTABLE FOR REGISTERED AGENTS' ADDRESS	COUNTY OF REGISTERED OFFICE: FULTON	COUNTY CHANGE OR CORRECTION:	
AUTHORIZED SIGNATURE: Laura Louis	DATE: 3/22/2010	Total Due:		\$30.00
TITLE: Filer	EMAIL:			



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2011 Corporation Annual Registration

OFFICE OF SECRETARY OF STATE
Annual Registration Filings
P.O. Box 23038
Columbus, Georgia 31902-3038

Control No: 09010261
Date Filed: 03/11/2011 01:06 PM
Brian P. Kemp
Secretary of State

Chauncey Newsome
Director

Information on record as of: 3/11/2011

Entity Control No. **09010261** Amount Due: **\$50.00** Amount Due *AFTER* April 1, 2011: **\$75.00**
ALLIANZ LIFE AND ANNUITY COMPANY (MN)
5701 GOLDEN HILLS DRIVE
Minneapolis, MN 55416

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$50. If amount is more than \$50, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). Renew by April 1, 2011. Your Annual Registration must be postmarked by April 1, 2011. If your registration and payment are not postmarked by April 1, 2011, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at www.georgiacorporations.org. The Corporations Division accepts Visa, MC, Discover, American Express and ATM/Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. We cannot accept cash for payment.

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit www.georgiacorporations.org. Or, call 404-656-2817. PLEASE PRINT LEGIBLY.

Current information printed below. Review and update as needed. Detach original coupon and return with payment.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
CEO GARY BHOJWANI	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
CFO: GIULIO TERZARIOL	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
SEC MAUREEN PHILLIPS	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
AGT C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E.	ATLANTA	GA	30361
IF ABOVE INFORMATION HAS CHANGES, TYPE OR PRINT CORRECTIONS BELOW:				
CORPORATION ADDRESS:				
CEO GARY C. BHOJWANI	5701 GOLDEN HILLS DRVE	Minneapolis	MN	55416
CFO				
SEC:				
AGT:				
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.		P.O. BOX IS NOT ACCEPTABLE FOR REGISTERED AGENT'S ADDRESS		COUNTY OF REGISTERED OFFICE: FULTON
AUTHORIZED SIGNATURE: Laura Louis			DATE: 3/11/2011	
TITLE: Filer			EMAIL: laura.louis@wolterskluwer.com	
				Total Due: \$50.00

BP 2011 Corporation Annual Registration

117 090102614 0050009 ALLIANZLIFEANDANNUIT2 201104018 0050009



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2012 Corporation Annual Registration

OFFICE OF SECRETARY OF STATE
Annual Registration Filings
P.O. Box 23038
Columbus, Georgia 31902-3038

Control No: 09010261
Date Filed: 03/12/2012 10:26 AM
Brian P. Kemp
Secretary of State

Information on record as of: 3/12/2012

Entity Control No. **09010261** Amount Due: **\$50.00** Amount Due **AFTER** April 1, 2012: **\$75.00**

ALLIANZ LIFE AND ANNUITY COMPANY (MN)
5701 Golden Hills Drive
Minneapolis, MN 55416-1297

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$50. If amount is more than \$50, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). **Renew by April 1, 2012.** Your Annual Registration must be postmarked by April 1, 2012. If your registration and payment are not postmarked by April 1, 2012, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at www.georgiacorporations.org. The Corporations Division accepts Visa, MC, Discover, American Express and ATM/Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. **We cannot accept cash for payment.**

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. **Absolutely, no counter or starter checks will be accepted.** Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return **ONLY** the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit www.georgiacorporations.org. Or, call 404-656-2817. **PLEASE PRINT LEGIBLY.**

Current information printed below. Review and update as needed. Detach original coupon and return with payment.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
CEO: GARY C. BHOJWANI	5701 GOLDEN HILLS DRME	Minneapolis	MN	55416
CFO: GIULIO TERZARIOL	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
SEC: MAUREEN PHILLIPS	5701 GOLDEN HILLS DRIVE	Minneapolis	MN	55416
AGT: C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E.	ATLANTA	GA	30361
IF ABOVE INFORMATION HAS CHANGES, TYPE OR PRINT CORRECTIONS BELOW:				
CORPORATION ADDRESS:	5701 Golden Hills Drive	Minneapolis	MN	55416
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	MN	55416
CFO: Giulio Terzariol	5701 Golden Hills Drive	Minneapolis	MN	55416
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	MN	55416
AGT:			GA	
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENT'S ADDRESS	COUNTY OF REGISTERED OFFICE: FULTON	COUNTY CHANGE OR CORRECTION	
AUTHORIZED SIGNATURE: Laura Louis	DATE: 3/12/2012		Total Due:	
TITLE: <i>Filer</i>	EMAIL: laura.louis@wolterskluwer.com	\$50.00		

BP2012012 Corporation Annual Registration

126 090102614 0050009 ALLIANZLIFEANDANNUIT2 201204017 0050009



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2013 Corporation Annual Registration

OFFICE OF THE SECRETARY OF STATE
Annual Registration Filing
P.O. Box 23038
Columbus, Georgia 31902-3038

Information on record as of: 1:01:01 PM

Entity Control No. 09010261

Amount Due: \$50.00

Amount Due AFTER April 1, 2013: \$75.00

ALLIANZLIFEANDANNUITYCOMPANYMN
COMPANY
5701 Golden Hills Drive
Minneapolis, Minnesota 55416-1297

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$50. If amount is more than \$50, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). Renew by April 1, 2013. Your Annual Registration must be postmarked by April 1, 2013. If your registration and payment are not postmarked by April 1, 2013, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at <http://www.sos.ga.gov/corporations>. The Corporations Division accepts Visa, MC, Discover, American Express and ATM-Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. We cannot accept cash for payment.

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fees! For more information on Annual Registrations or to file online, visit <http://www.sos.ga.gov/corporations>. Or, call 404-656-2817.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
Giulio Terzariol	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

THE ABOVE INFORMATION HAS BEEN UPDATED TO:

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZLIFEANDANNUITYCOMPANY MN COMPANY	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CFO: Giulio Terzariol	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

AGT: C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E	Atlanta	Georgia	30361
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT	P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENTS' ADDRESS	COUNTY OF REGISTERED OFFICE	Fulton County	
AUTHORIZED SIGNATURE: Laura Louis	Date: 3/2/2013 1:01:00 PM		Total Due	
Title Attorney-in-Fact	Email: laura.louis@wolterskluwer.com	\$50.00		

BR201 2013 Corporation Annual Registration

135 090102614 0050009 ALLIANZLIFEANDANNUIT2 201304016 0075000



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2014 Corporation Annual Registration

OFFICE OF THE SECRETARY OF STATE
Annual Registration Filing
P.O. Box 23038
Columbus, Georgia 31902-3038

Secretary of State
Control No.: 09010261
Date Filed: 2/17/2014 4:43:01 PM

Information on record as of: 4:43:02 PM

Entity Control No. 09010261

Amount Due: \$50.00

Amount Due AFTER June 1, 2014: \$75.00

ALLIANZ LIFE AND ANNUITY COMPANY
(MN)
5701 Golden Hills Drive
Minneapolis, Minnesota 55416-1297

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$50. If amount is more than \$50, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). Renew by April 1, 2013. Your Annual Registration must be postmarked by June 1, 2014. If your registration and payment are not postmarked by June 1, 2014, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at <http://www.sos.ga.gov/corporations/>. The Corporations Division accepts Visa, MC, Discover, American Express and ATM-Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. We cannot accept cash for payment.

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit <http://www.sos.ga.gov/corporations/>. Or, call 404-656-2817.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY MN	5701 Golden Hills Drive	Minneapolis	MIN	55416-1297
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CFO: Giulio Terzariol	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

THE ABOVE INFORMATION HAS BEEN UPDATED TO:

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CFO: Giulio Terzariol	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

AGT: C T CORPORATION SYSTEM	1201 Peachtree Street, NE	Atlanta	Georgia	30361
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENT'S ADDRESS	COUNTY OF REGISTERED OFFICE	Fulton County	
AUTHORIZED SIGNATURE: Michelle Donato		Date: 2/17/2014 4:43:01 PM	Total Due	
Title Attorney-in-Fact	Email: ryan.nelson@wolterskluwer.com		\$50.00	

BR201 2014 Corporation Annual Registration

144 090102614 0050009 ALLIANZLIFEANDANNUIT2 201406013 0075000



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2015 Corporation Annual Registration

OFFICE OF THE SECRETARY OF STATE
Annual Registration Filing
P.O. Box 23038
Columbus, Georgia 31902-3038

Secretary of State
Control No.: 09010261
Date Filed: 2/21/2015 10:19:53 PM

Information on record as of: 10:19:54 PM

Entity Control No.: 09010261

Amount Due: \$50.00

Amount Due AFTER April 1, 2015: \$75.00

ALLIANZ LIFE AND ANNUITY COMPANY
(MN)
5701 Golden Hills Drive
Minneapolis, Minnesota 55416-1297

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$50. If amount is more than \$50, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). Renew by April 1, 2015. Your Annual Registration must be postmarked by April 1, 2015. If your registration and payment are not postmarked by April 1, 2015, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at <http://www.sos.ga.gov/corporations/>. The Corporations Division accepts Visa, MC, Discover, American Express and ATM-Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. We cannot accept cash for payment.

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing. Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit <http://www.sos.ga.gov/corporations/>. Or, call 404-656-2817.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 Golden Hills Drive	Minneapolis	MIN	55416-1297
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CFO: Giulio Terzaroli	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

THE ABOVE INFORMATION HAS BEEN UPDATED TO:

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
ALLIANZ LIFE AND ANNUITY COMPANY (MN)	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CEO: Walter White	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
CFO: Giulio Terzaroli	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297
SEC: Gretchen Cepek	5701 Golden Hills Drive	Minneapolis	Minnesota	55416-1297

AGT: C T CORPORATION SYSTEM	1201 Peachtree Street, NE	Atlanta	Georgia	30361
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENTS ADDRESS	COUNTY OF REGISTERED OFFICE	Fulton County	

153 090102614 0050009 ALLIANZLIFEANDANNUIT2 201504014 0075000

153 090102614 0050009 ALLIANZLIFEANDANNUIT2 201504014 0075000

AUTHORIZED SIGNATURE: Dareth Jeffers	Date:2/21/2015 10:19:53 PM	Total Due
Title Attorney-in-Fact	Email: dareth.jeffers@wolterskluwer.com	\$50.00

BR201 2015 Corporation Annual Registration

153 090102614 0050009 ALLIANZLIFEANDANNUIT2 201504014 0075000

153 090102614 0050009 ALLIANZLIFEANDANNUIT2 201504014 0075000

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

ANNUAL REGISTRATION

Electronically Filed
Secretary of State
Filing Date: 2/24/2016 12:00:01 PM

BUSINESS INFORMATION

CONTROL NUMBER	09010261
BUSINESS NAME	ALLIANZ LIFE AND ANNUITY COMPANY (MN)
BUSINESS TYPE	Foreign Profit Corporation
EFFECTIVE DATE	02/24/2016

PRINCIPAL OFFICE ADDRESS

ADDRESS 5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
C T CORPORATION SYSTEM	1201 Peachtree Street, NE, Fulton, Atlanta, GA, 30361, USA

OFFICERS INFORMATION

NAME	TITLE	ADDRESS
Gretchen Cepek	SECRETARY	5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA
Walter White	CEO	5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA
William E. Gaumont	CFO	5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE	Dareth Jeffers
AUTHORIZER TITLE	Attorney In Fact



B. P. Kemp
Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817

STATEMENT OF CHANGE OF ADDRESS
OF REGISTERED OFFICE

Note: This form is to be used only for changing the address of a registered office, and is not to be used for changing the registered agent on file with the Secretary of State for an entity. The filing fee is \$5.00 per entity, with a minimum fee of \$20.00.

The undersigned registered agent submits this statement for the purpose of changing the address of the registered office for the entity listed below or the entities listed on an attachment to this statement:

1. Name of Registered Agent: C T Corporation System

2. Entity Information: Multiple entities are involved with this change of address. A typed list of the entity names in alphabetical order, control numbers, and entity types are attached.

Entity Name: _____

Entity Control Number: _____

Entity Type (check one only):

Domestic Corporation (Profit, Nonprofit, or Professional)

Foreign Corporation (Profit, Nonprofit, or Professional)

Domestic Limited Liability Company

Foreign Limited Liability Company

Domestic Limited Partnership/Limited Liability Limited Partnership

Foreign LP/LLLP

Foreign Limited Liability Partnership

3. Current street address and county of registered office:

Address: 1201 Peachtree St. N.E.

City: Atlanta County: Fulton State: GA Zip Code: 30361

4. New street address and county of registered office: email address: FFInboxATL@wolterskluwer.com

Address: 289 S Culver St

City: Lawrenceville County: Gwinnett State: GA Zip Code: 30046-4805

5. The address of the entity's registered office and the business address of the registered agent, as changed, will be identical.

6. Statement of notification: The undersigned certifies that written notice of the registered agent's change of address or a copy of this statement has been delivered or mailed to the above-named entity in accordance with the applicable provisions of the Official Code of Georgia Annotated.

7. I hereby certify, under penalty of law, that the above information is true and correct.

Marie Hauer

Signature of Registered Agent

4/26/17
Date

Marie Hauer
Print Name

Asst. Secy.
Title (if signing for an entity)

STATE OF GEORGIA

**Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530**

**AMENDED CERTIFICATE OF AUTHORITY
NAME CHANGE**

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

ALLIANZ LIFE AND ANNUITY COMPANY
a Foreign Insurance Company

formed under the laws of the State of **Minnesota** and authorized to transact business in Georgia on **02/11/2009**. has amended its application to transact business in this state by the filing of an amendment, **effective 12/11/2017**, changing its name to

MUNICH RE US LIFE CORPORATION
a Domestic Insurance Company

and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **01/23/2018**



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State



OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER

RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

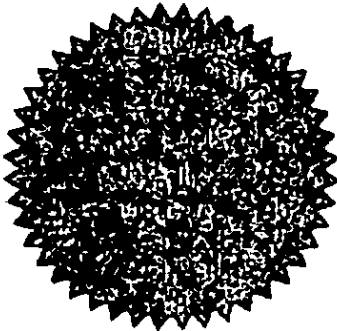
SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 658-2058
www.oicl.ga.gov

CERTIFICATE APPROVING
AMENDED CHARTER
ALLIANZ LIFE AND ANNUITY COMPANY

I, Ralph T. Hudgens, Insurance and Safety Fire Commissioner of the State of Georgia, certify that I have examined the proposed amendment and restatement of the charter of ALLIANZ LIFE AND ANNUITY COMPANY filed pursuant to O.C.G.A. Section 33-14-8.

Based upon my examination of these Articles, I conclude that this proposed amendment and restatement to redomesticate to the State of Georgia and change the company name to MUNICH RE US LIFE CORPORATION as of December 11, 2017 complies with the applicable laws of the State of Georgia. Said amendment is, therefore, hereby approved.

Given under my Hand and Seal of Office this 11TH day of DECEMBER, 2017.



RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
STATE OF GEORGIA



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

December 11, 2017

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 658-2058
www.oci.ga.gov

Honorable Brian Kemp
Secretary of State
214 State Capitol
Atlanta, GA 30334

Re: Allianz Life and Annuity Company
Name Change
Amendment and Restatement of Charter

Dear Secretary Kemp:

I am enclosing a Certificate approving the proposed Amendment and Restatement of Charter for ALLIANZ LIFE AND ANNUITY COMPANY. The purpose of the Amendment and Restatement of the Company's Charter is to redomesticate from the State of Minnesota to the State of Georgia and to change the company name to MUNICH RE US LIFE CORPORATION effective December 11, 2017.

Should you have any questions please contact Scott Sanders at ssanders@oci.ga.gov or 404-657-7742.

With kindest personal regards, I am

Sincerely,

Ralph T. Hudgens
Insurance and Safety Fire Commissioner

Enclosure



OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER

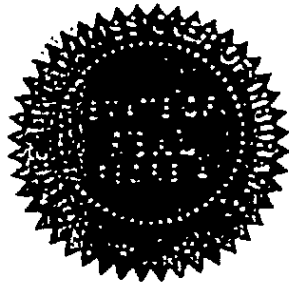
RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

24 FIFTH FLOOR, WEST TOWER
FLOYD BUILDING
200 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GA 30334
(404) 656-3056
WWW.OIG.GOV

CERTIFICATION

I, RALPH T. HUDGENS, Insurance and Safety Fire Commissioner of the State of Georgia, do hereby certify that the attached document is a true and correct copy of the Application of Second Amended and Restated Articles of Incorporation of Munich Re US Life Corporation as maintained by the Division of Insurance and Financial Oversight of Insurance and Safety Fire Commissioner.

IN WITNESS WHEREOF, I have
hereunto set my hand, and affixed
the Official Seal of this Department
in the City of Atlanta this 3rd day
of September, 201st.



Ralph T. Hudgens
Insurance and Safety Fire Commissioner
State of Georgia

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUNICH RE US LIFE CORPORATION

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is Munich Re US Life Corporation

ARTICLE II - DURATION

This Corporation shall have perpetual existence

ARTICLE III - PURPOSE

The purpose of Corporation is to engage in the business of insurance

ARTICLE IV - KINDS OF INSURANCE

This Corporation is formed to transact the business of insurance with respect to the following classes and or lines of insurance: Life, Accident, Sickness (Including Variable Annuity)

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 2,500,000 shares of common stock, all of which shall have a par value of \$1.00 per share.

ARTICLE VI

The management of the Corporation shall be exercised by the Board of Directors and by such committee, officers, employees, and agents as the Board may authorize, elect or appoint. The Board of Directors shall consist of not less than five (5) nor more than twenty (20) directors in number, the exact number of directors to be fixed by a resolution to be adopted at any annual meeting of stockholders or at any special meeting called for that purpose. The number of directors shall remain as so fixed until changed by the stockholders at any annual meeting or at any special meeting called for that purpose.

At each annual meeting of the stockholders, Directors shall be elected for a term of one year.

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) for any transaction for which the director derived an improper

PAID
SEP 8 - 2017
CHECK # 156713
AMOUNT \$0.00
LW



OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER

RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

December 11, 2017

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2058
www.ois.ga.gov

Honorable Brian Kemp
Secretary of State
214 State Capitol
Atlanta, GA 30334

Re: Allianz Life & Annuity Company
Name Change
Amendment and Restatement of Charter

Dear Secretary Kemp:

I am enclosing a Certificate approving the proposed Amendment and Restatement of Charter for ALLIANZ LIFE & ANNUITY COMPANY. The purpose of the Amendment and Restatement of the Company's Charter is to redomesticate from the State of Minnesota to the State of Georgia and to change the company name to MUNICHERL US LIFE CORPORATION effective December 11, 2017.

Should you have any questions please contact Scott Sanders at ssanders@ois.ga.gov or 404-656-7742.

With kindest personal regards, I am

Sincerely,

Ralph T. Hudgens
Insurance and Safety Fire Commissioner

Enclosure

2017 DEC 11 AM 8:38
RECEIVED
INSURANCE DIVISION



**OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER**

RALPH T. HUGGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOSS PREVENTION

SIXTEENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2056
www.ois.ga.gov

CERTIFICATE APPROVING

AMENDED CHARTER

ALLIANZ LIFE & ANNUITY COMPANY

I, Ralph T. Huggens, Insurance and Safety Fire Commissioner of the State of Georgia, certify that I have examined the proposed amendment and restatement of the charter of ALLIANZ LIFE & ANNUITY COMPANY filed pursuant to O.C.G.A. Section 33-14-8.

Based upon my examination of these Articles, I conclude that this proposed amendment and restatement to redomesticate to the State of Georgia and change the company name to MUNICHERIE US LIFE CORPORATION as of December 11, 2017 complies with the applicable laws of the State of Georgia. Said amendment is, therefore, hereby approved.

Given under my Hand and Seal of Office, this 10th day of December, 2017.



RALPH T. HUGGENS
COMMISSIONER OF INSURANCE
STATE OF GEORGIA

2017 DEC 11 AM 8:38



OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER

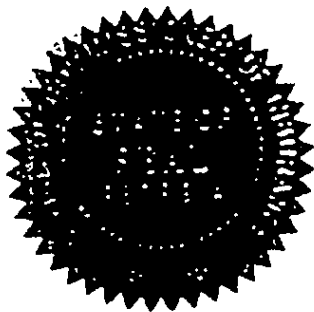
RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR DRIVE
ATLANTA, GA 30334
(404) 656-2086
www.oilgo.gov

CERTIFICATION

I, RALPH T. HUDGENS, Insurance and Safety Fire Commissioner of the State of Georgia, do hereby certify that the attached document is a true and correct copy of the Application of Second Amended and Restated Articles of Incorporation of Munich Re US Life Corporation as maintained by the Division of Insurance and Financial Oversight of Insurance and Safety Fire Commissioner.

IN WITNESS WHEREOF, I have
hereunto set my hand, and affixed
the Official Seal of this Department
in the City of Atlanta this 8th day
of September, 2017



Ralph T. Hudgens
Insurance and Safety Fire Commissioner
State of Georgia

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MUNICH RE US LIFE CORPORATION

RECEIVED

ARTICLE I -- NAME OF CORPORATION

The name of the Corporation is Munich Re US Life Corporation

ARTICLE II -- DURATION

This Corporation shall have perpetual existence.

PAID

ARTICLE III -- PURPOSE

The purpose of Corporation is to engage in the business of insurance.

SEP 8 - 2017
CHECK # 156713
AMOUNT \$ 50.00

LW

ARTICLE IV -- KINDS OF INSURANCE

This Corporation is formed to transact the business of insurance with respect to the following classes and or lines of insurance: Life, Accident, Sickness (Including Variable Annuity).

ARTICLE V -- CAPITAL STOCK

This Corporation is authorized to issue 2,500,000 shares of common stock, all of which shall have a par value of \$1.00 per share

ARTICLE VI

The management of the Corporation shall be exercised by the Board of Directors and by such committee, officers, employees, and agents as the Board may authorize, elect, or appoint. The Board of Directors shall consist of not less than five (5) nor more than twenty (20) directors in number, the exact number of directors to be fixed by a resolution to be adopted at any annual meeting of stockholders or at any special meeting called for that purpose. The number of directors shall remain as so fixed until changed by the stockholders at any annual meeting or at any special meeting called for that purpose.

At each annual meeting of the stockholders, Directors shall be elected for a term of one year.

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) for any transaction for which the director derived an improper

personal benefit; or (d) for any act or omission occurring prior to the effective date of this amendment. This amendment to the Articles of Incorporation shall be effectively immediately but shall not apply to or have any effect on the liability or alleged liability of any director or the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business and registered office of this Corporation shall be 56 Perimeter Center East, NE, Ste. 500, Atlanta, GA 30346

ARTICLE VIII - REGISTERED AGENT AND OFFICE OF BUSINESS

The registered office in Georgia is Corporation Service Company at 40 Technology Parkway South, Suite 300, Norcross, GA 30092

U-Genes, George E. Secretary/Chief Financial Officer, Atlanta, GA, Member and Master, Article of Incorporation Second Amendment and Related Agreements, 12/11/11

2011 DEC 11 AM 8:38

AMENDED AND RESTATED BYLAWS
OF
MUNICH RE US LIFE CORPORATION

.....

ARTICLE I
OFFICES

The principal office of the corporation in the State of Georgia shall be located in the City of Atlanta, County of DeKalb. The corporation may have such other offices, either within or without the State of Georgia, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II
STOCKHOLDERS

Section 1. Place of Stockholders' Meetings. The place of all Meetings of the Stockholders of the Company shall be determined from time to time by the Board of Directors, and the place at which any Meeting shall be held shall be stated in the Notice and Call of the Meeting.

Section 2. Annual Stockholders' Meeting. The annual meeting of the stockholders shall be held within the first three month period beginning with January 1 for the purposes of electing directors and for the transaction of such other business as may come before the meeting, the actual date thereof to be set forth in the notice of meeting or in the call and waiver of notice of meeting. If the election of directors shall not be held at any such annual meeting of shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as may be convenient.

Section 3. Voting. The voting at all Meetings of Stockholders may be by voice, but any qualified Stockholder Voter may demand a stock vote by ballot. Each ballot shall state the name of the Stockholder voting, the number of shares voted and be signed by the Stockholder, except that ballots cast by proxies, in lieu of stating the name of the Stockholder voting and in lieu of being cast separately for each Stockholder for whom the proxy is qualified to act, stating the number of shares voted and having attached thereto a certificate of the Inspectors of Election to the effect that the proxy is duly qualified to vote the number of shares so voted.

Section 4. Voting in Person or by Proxy. At any meeting of Stockholders of the Company every Stockholder having the right to vote shall be entitled to vote in person or, by proxy appointed in and by an instrument in writing subscribed by such Stockholder and bearing a date not more than three (3) months prior to said Meeting unless such proxy provides for a longer period of validity. Each Stockholder shall have one vote for each share of stock having voting power and registered in the name of such Stockholder on the books of the Company. Cumulative voting shall not be permitted.

Section 5 Special Meetings Special Meetings of the Stockholders for any purpose, unless otherwise prescribed by any applicable Statute, may be called by the Chief Executive Officer, or in his absence by the President, or in his absence by the Executive Vice President, if any, and in the absence of all of them then by any other Vice President in order of title precedence or in the absence thereof in order of seniority in tenure, by the Board of Directors; or by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at the Meeting. Business transacted at all Special Meetings shall be confined to the purposes stated in the Notice and Call.

Section 6 Notice of Meetings Notice of the time and place of Annual and Special Meetings of Stockholders shall be given by mailing by first class mail with postage prepaid written or printed Notice of the same at least ten (10) days and not more than sixty (60) days prior to the Meeting to each Stockholder of record of the Company entitled to vote at such Meeting, and addressed to the Stockholder's address as has appearing on the books of the Company. Stockholders of the Company who are entitled to Notice and vote shall be determined as of Record Date as provided in Section 6 of Article V of these Bylaws.

Section 7 Waiver of Notice Whenever any Notice is required to be given to any Stockholder of the Company, a Waiver thereof in writing signed by the person entitled to such Notice, whether before or after the time stated therein, shall be equivalent to the giving of such Notice. Attendance of a person at a Meeting shall constitute a Waiver of Notice of such Meeting, except when a person attends a Meeting for the express purpose of objecting, at the beginning of the Meeting, to the transaction of any business because the Meeting is not lawfully called or convened.

Section 8 Quorum A quorum at any Annual or Special Meeting of Stockholders shall consist of Stockholders representing either in person or by proxy a majority of the outstanding capital stock of the Company entitled to vote at such Meeting, excepting as may otherwise be provided by Statute, and as is provided in Section 11 of this Article II of these Bylaws.

Section 9 Adjournment for Lack of Quorum If a quorum is not present at a lawfully called Stockholders' Meeting, the Meeting may be adjourned by those present to a later date not earlier than will permit giving to Stockholders of record and entitled to vote the minimum Notice provided in Section 8 of this Article II of these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1 Election and General Powers of Directors The management of all of the affairs, property and interests of the Company shall be vested in a Board of Directors consisting of not less than five (5) nor more than twenty (20) persons as the number from time to time shall be determined by either the Directors or by the Stockholders at any Regular or Special Meeting of the Directors or Stockholders. Directors shall be elected for a term of one (1) year and shall hold office until their successors are elected and qualified. In addition to the powers and authority conferred by the Certificate of Incorporation and these Bylaws upon it, the Board of Directors may exercise all such powers of and for the Company as are not by Statute, the Certificate of Incorporation or these Bylaws reserved to the Stockholders or specifically prohibited. The Board of Directors shall keep regular Minutes of all its Meetings and all its transactions thereat.

Section 2 Vacancies in Board of Directors. All vacancies in the Board of Directors whether caused by resignation, death or otherwise and existing between Annual Meetings of Stockholders, may be filled by a majority of the remaining Directors, though less than a quorum of the Board of Directors, at any Regular Meeting of the Board of Directors or at any Special Meeting thereof, provided that where such vacancy is to be filled at a Special Meeting of Directors the Notice and Call of such Meeting shall state such purpose. Such vacancies may as well be filled by the Stockholders at any Annual or Special Meeting of Stockholders. A Director elected to fill any vacancy shall hold office for the remaining term of the other members of the Board of Directors or until his successor is elected and qualified.

Section 3 Annual and Regular Meetings of Board of Directors. Regular Meetings of the Board of Directors as may from time to time be set by the Board or the Stockholders may be held without Notice at the principal office of the Company or at such other place or places within or without the State of Minnesota as the Board of Directors may from time to time themselves have designated in advance of such Meetings. The Annual Meeting of the Directors shall be held immediately after the adjournment of the Annual Stockholders' Meeting.

Section 4 Executive and Other Committees. The Board of Directors may by resolution establish an Executive Committee and by such or like resolution designate three (3) or more of its members to serve upon such Committee, and said Executive Committee shall, to any extent not limited in such resolution or resolutions, have and exercise all of the general powers of the Board of Directors between Meetings of the Board, except that the Executive Committee shall not have any power or authority prohibited to it under Section 302A.241 of the Minnesota Statutes. Other standing or temporary committees may by resolution be established and appointed by the Board of Directors, such members need not be members of the Board, and may by such Board be invested with such powers as the Board shall lawfully provide, subject to such conditions and limitations as are prescribed by the Board and by Section 302A.241 of the Minnesota Statutes. All Committees of the Board of Directors shall keep correct and complete Minutes of their Meetings and the transactions thereat, and shall record such Minutes in books kept for that purpose in the office of the Company, and such Committees shall report such Minutes to the Board of Directors at its next Regular or Special Meeting.

Meetings of Executive and other Committees may also be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the Meeting can hear each other at the same time.

Section 5 Notice and Waiver of Notice of Special Directors' Meetings. Notice of all Special Meetings of the Board of Directors shall be given to each Director by not less than three (3) days service of such Notice by telegram, by letter, personally, or personally by telephone. It shall not be necessary for such Notice to state the purpose or purposes of the Meeting, unless a purpose thereof be the filling of a vacancy or vacancies on the Board of Directors, or alteration, amendment or repeal of Bylaws. Notice of a Special Meeting of the Board of Directors need not be given to any director who signs a waiver either before or after the Meeting. Attendance of a Director at a Meeting shall constitute a Waiver of Notice of such Meeting and a Waiver of any and all objections to the place of the Meeting, the time of the Meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the Meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the entire Board of Directors, not counting vacancies, shall be necessary at all Regular or Special Meetings of the Board to constitute a quorum for the transaction of business. A majority of the Directors present, whether or not a quorum exists, may adjourn any Meeting to a later date. Notice shall be given in the manner set forth in Section 5 of this Article III of these Bylaws to all Directors of the time and place of the adjourned Meeting.

Section 7. Compensation of Directors and Committees. Members of the Board of Directors and Committees may be reimbursed for their reasonable expenses of attendance at any Meeting of either the Board of Directors or a Committee by specific provision of the Board itself. Directors may otherwise and further receive for their services such fixed sum for attendance of each Meeting of the Board as may be fixed by the Board. Members of committees shall receive no compensation unless specifically provided and fixed by the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Number and Designation. The officers of the Company shall include a Chief Executive Officer and a Chief Financial Officer, and may include a Chairman of the Board, one or more Vice Presidents, Secretary, Treasurer, Assistant Vice President, Assistant Secretary or Assistant Treasurer or other officers as may be appointed by the Board in its discretion. All such officers shall have the powers, rights, duties and responsibilities as set forth in these Bylaws, unless otherwise determined by the Board of Directors. The Board of Directors may elect such other officers as it deems necessary for the operation and management of the Company, with such powers, rights, duties, and responsibilities as may be determined by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Company shall be elected by the Board of Directors annually at the first meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of the executive officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each executive officer shall hold office until his successor shall have been duly elected and qualified.

Section 3. Appointed Officer. The Chief Executive Officer, subject to the approval of the Board of Directors, may appoint one or more Assistant Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, and such additional appointed officers as may be designated by the Chief Executive Officer and approval by the Board.

Section 4. Removal. An executive officer may be removed either for or without cause by a majority of the vote of the Board of Directors present at any meeting of the Board.

Section 5. Vacancies. A vacancy in any executive office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be assigned to him by the Board. In the event the Board of Directors has not designated a Chairman of the Board of Directors, or in the event the Chairman of the Board of Directors is not present, the Chief Executive Officer shall preside at any such meeting of the Board of Directors.

Section 7 Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Executive Officer (a) shall have the general active management of the business of the Corporation, (b) shall, when present, preside at all meetings of the shareholders; (c) shall see that all orders and resolutions of the Board of Directors are carried into effect; and (d) shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 8 President. Unless otherwise determined by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation. If an officer other than the President is designated Chief Executive Officer, the President shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 9 Chief Financial Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Financial Officer shall have supervision over the financial affairs of the Company and shall perform such other duties and have such other powers as may from time to time be assigned by the Chief Executive Officer, President, or by the Board of Directors.

Section 10 Vice Presidents. Any one (1) or more Vice Presidents, if any, may be elected by the Board of Directors as Executive Vice Presidents, Senior Vice Presidents, or Vice Presidents and they shall perform such duties as may be assigned to them by the Chief Executive Officer, President, or the Board of Directors. The Chief Executive Officer, subject to the approval of the Board of Directors, may appoint one or more Assistant Vice Presidents, and such additional appointed officers as may be designated by the Chief Executive Officer and approved by the Board.

Section 11 Secretary. The Secretary, unless otherwise determined by the Board of Directors, shall keep the minute books and seal of the Company, record the minutes of the meetings of the stockholders and the Board of Directors, and, in general, perform all duties and have all powers incident to the office of Secretary, and perform such other duties and have such other powers as from time to time may be assigned by the Chief Executive Officer, President, or the Board of Directors. The Chief Executive Officer, subject to the approval of the Board of Directors, may appoint one or more Assistant Secretaries, and such additional appointed officers as may be designated by the Chief Executive Officer and approved by the Board.

Section 12 Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Company, and, in general, perform all duties and have all powers incident to the office of the Treasurer, and perform such other duties and have such other powers as from time to time may be assigned to him by the Chief Executive Officer, President, or the Board of Directors. The Chief Executive Officer, subject to the approval of the Board of Directors, may appoint one or more Assistant Treasurers and such additional appointed officers as may be designated by the Chief Executive Officer and approval by the Board.

Section 13 Compensation. The officers shall receive such salary or compensation as may be determined by the Board of Directors. The Board of Directors may delegate to any executive officer the power to determine salaries or other compensation of any appointed officer in accordance with Section 3 of Article IV.

Section 14 Surety Bonds. In case the Board of Directors shall so require, any officer or agent of the Company shall execute to the Company a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to

the Company, including responsibility for negligence and for the accounting of all property, funds or securities of the company which may come into his hands.

Section 15 Reallocation of Duties of Officers The Board of Directors may by resolution from time to time vary or reallocate the duties of the elective Officers of the Company in any way as is not prohibited by the Certificate of Incorporation or by Statute, and as may appear to the Board of Directors to be in the best interests of the Company

Section 16 Management of Company in Event of Emergency In the event of any emergency or other event of unusual nature with which the Company might be faced and as a part or result of which the Company would be deprived of the active services of its Chief Executive Officer, its President, and its Executive Vice President, if any, the functions and duties of the President of the Company may be assumed, taken over, and exercised in such situation by any available three (3) or more members of the Board of Directors of the Company, who may act directly or through another existing or created Vice President, as such Directors in their sole discretion may see fit. The particular power and duty herein provided to the Directors of the Company shall be in addition to all other powers of the Board of Directors

ARTICLE V STOCK

Section 1 Certificates Certificates of stock of the Company shall be issued in numerical order. Each Stockholder shall be entitled to a certificate signed by the President (which signature may be a facsimile), or a Vice President, or the Secretary or an Assistant Secretary, and bearing the seal of the Company, reflecting the number of shares owned by such Stockholder, provided that where such certificate is signed manually or by a Transfer Agent of the Company, other than the Company itself, the signature of any of those officers named herein may be by facsimile and that in all events the seal of the Company on such certificates may be a facsimile.

Section 2 Stock Transfer Transfers of stock shall be made only upon the stock transfer books of the Company. Before any new certificates are issued the old certificates shall be surrendered, with proper endorsement, for cancellation

Section 3 Recognition of Stockholders Only registered Stockholders shall be entitled to be treated by the Company as the holders in fact of the stock standing in their respective names. The Company shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not such claim or interest shall be by express or other notice thereof, except as may be specifically provided by Statute

Section 4 Loss of Stock Certificate If the Company is acting as the Transfer Agent for shares of its own stock then in case of the loss or destruction of any certificate of stock of the Company, another may be issued in its place upon proof satisfactory to the Board of Directors of the Company of such loss or destruction and upon the giving of a bond of indemnity to the Company satisfactory to the Board of Directors and in such sum as the Board may provide. Where there is a Transfer Agent for shares of stock of the Company other than the Company itself then any replacement or reissue of lost or destroyed stock certificates shall be only in accordance with rules in force in such instances with the Transfer Agent with the approval of the Company

Section 5 Transfer Regulations. The Board of Directors of the Company shall have the power and authority to make all such rules and regulations as the Board may deem expedient concerning the issue, transfer, conversion and registration of certificates for shares of the capital stock of the Company as are not inconsistent with the Laws of Minnesota, the Certificate of Incorporation of the Company or other provisions of these Bylaws.

Section 6 Record Dates and Closing of Stock Transfer Books. The Board of Directors may fix in advance a date as the Record Date for purposes of determining the Stockholders entitled to notice of, or to vote at, any meeting of Stockholders or any adjournment thereof or entitled to receive payment of any dividend, or in order to make a determination of Stockholders for any other purpose, such date in any case to be not more than sixty (60) days and, in the case of a Meeting of Stockholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of Stockholders is to be taken. If such Record Date is not so specifically fixed by the Board of Directors for any of such purposes, then Record Date for any of the foregoing purposes shall be taken to be that date which is twenty-eight (28) days before the date fixed for any of the foregoing actions. Only such Stockholders as are of record on the Record Date shall be entitled to any of such Notices or rights or vote.

ARTICLE VI DIVIDENDS AND FINANCE

Section 1 Declaration and Payment of Dividends. The Board of Directors may, from time to time, declare and the Company may pay dividends on its shares in cash, property or its own shares, subject to the limitations and requirements as provided in Section 60D.20, subdivision 2 of the Minnesota Statutes.

Section 2 Surplus and Reserves. Before declaring and paying any dividend the Board of Directors of the Company, subject to the limitations and requirements as provided in Section 60D.20, subdivision 4 of the Minnesota Statutes may provide for setting aside out of the net profits of the Company such sum or sums as the Directors from time to time in their absolute discretion deem expedient to surplus or as a reserve fund to meet contingencies, or for equalizing dividends or for maintaining any property of the Company, or for any other purpose. Any profits of any year not specifically distributed as dividends shall be deemed thus to have been set apart unless and until otherwise specifically disposed of by the Board of Directors.

Section 3 Deposit and Withdrawal of Corporate Funds. The moneys of the Company shall be deposited in the name of the Company in such bank or banks or savings and loan associations as the Board of Directors of the Company shall designate, and shall be withdrawn only by check or draft signed by the person or persons designated in that behalf by resolution of the Board of Directors. In addition, transfer of moneys of the Company from one account to another account of the Company may be made by wire, telex or other methods on the oral request or order by telegraph or telex, or by telephone or other non-written communication by the person or persons designated by the resolution of the Board of Directors.

Section 4 Company Corporate Year. The fiscal affairs of the Company shall be conducted on a calendar year basis beginning January 1 of each year unless otherwise provided by the Board of Directors.

ARTICLE VII
BOOKS AND RECORDS

The Company shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Stockholders, Board of Directors, and committees of Directors. The Company shall keep, at its registered office or principal place of business or at the office of its Transfer Agent, a record of its Stockholders, giving the names and addresses of all Stockholders and the number, class, and series, if any, of the shares held by each. Any books, records and minutes may be written in any other form capable of being converted into written form within a reasonable time.

ARTICLE VIII
EXECUTION OF INSTRUMENTS

All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents or employees of the corporation, or any one of them, and in such manner, as from time to time may be determined by the Board of Directors.

ARTICLE IX
NOTICES

Whenever the provisions of applicable statute or these bylaws require notice to be given to any Director or Stockholder, they shall not be construed to mean personal Notice. Such Notice may be given in writing by depositing the same in a United States Post Office or letter box, in a postage prepaid sealed envelope addressed to such Director or Stockholder as such address last appears on the records of the Company, and the time when the same shall be thus mailed shall be deemed to be the time of the giving of said Notice. The foregoing shall not preclude the giving of such Notice in any other manner specifically provided for elsewhere in these Bylaws.

ARTICLE X
SEAL

The Corporation shall have no corporate seal.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Right to Indemnification

- (a) Subject to the conditions of this Article and any conditions or limitations imposed by applicable law, the Corporation shall indemnify any employee, director or officer of the Corporation (an "Indemnified Person") who was, is, or in the sole opinion of

the Corporation may reasonably become a party to or otherwise involved in any Proceeding by reason of the fact that such Indemnified Person is or was

- (i) a director of the Corporation, or
- (ii) acting in the course and scope of his or her duties as an officer or employee of the Corporation; or
- (iii) rendering Professional Services at the request of and for the benefit of the Corporation; or
- (iv) serving at the request of the Corporation as an officer, director, fiduciary or member of another corporation, association, committee, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Outside Organization")

(b) Notwithstanding the foregoing, no officer, director or employee shall be indemnified pursuant to these bylaws under the following circumstances:

- (i) in connection with a Proceeding initiated by such person in his or her own personal capacity, unless such initiation was authorized by the Board of Directors;
- (ii) if a court of competent jurisdiction finally determines that any indemnification hereunder is unlawful;
- (iii) for acts or omissions involving intentional misconduct or knowing an culpable violation of law;
- (iv) for acts or omissions that the Indemnified Person believes to be contrary to the best interests of the Corporation or its shareholders or that involve the absence of good faith on the part of the Indemnified Person;
- (v) for any transaction for which the Indemnified Person derived an improper personal benefit;
- (vi) for acts or omissions that show a reckless disregard for the Indemnified Person's duty to the Corporation or its shareholders in circumstances in which the Indemnified Person was aware or should have been aware, in the ordinary course of performing the Indemnified Person's duties, of the risk of serious injury to the Corporation or its shareholders;
- (vii) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the Indemnified Person's duties to the Corporation or its shareholders;
- (viii) in circumstances where indemnification is prohibited by applicable law;
- (ix) in the case of service as an officer, director, fiduciary or member of an Outside Organization, where the Indemnified Person was aware

or should have been aware that the conduct in question was outside the scope of the assignment as contemplated by the Corporation

Section 2 Scope of Indemnification

- (a) Indemnification provided pursuant to Section 1(a) (iv) shall be secondary and subordinate to indemnification or insurance provided to an Indemnified Person by an Outside Organization or other source, if any
- (b) Indemnification shall apply to all reasonable expenses, liability and losses actually incurred or suffered by an Indemnified Person in connection with a Proceeding, including without limitation, attorneys' fees and any expenses of establishing a right to indemnification or advancement under this article, judgments, fines, ERISA excise taxes or penalties, amounts paid or to be paid in settlement and all interest, assessments and other charges paid or payable in connection with or in respect of such expense, liability and loss
- (c) Such indemnification shall continue as to any Indemnified Person who has ceased to be an employee, director or officer of the Corporation and shall inure to the benefit of his or her heirs, estate, executors and administrators

Section 3 Definitions

- (a) "Corporation" for the purpose of Article XI shall mean Allianz Life Insurance Company of North America and all of its subsidiaries
- (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise, including actions by or in the right of the Corporation to procure a judgment in its favor
- (c) "Professional Services" shall mean services rendered pursuant to (i) a professional actuarial designation, (ii) a license to engage in the practice of law issued by a State Bar Institution or (iii) a Certified Public Accountant designation issued by the American Institute of Certified Public Accountants

Section 4 Right of Advancement Expenses incurred by or on behalf of any Indemnified Person in defending any Proceeding shall be advanced by the Corporation prior to the final disposition of such Proceeding, only after the following conditions occur

- (a) The Indemnified Person shall provide the Corporation with written affirmation of a good faith belief that the criteria for indemnification set forth in Minn. Stat. § 302A.52a, subd. (2) have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied and
- (b) A determination is made that the facts then known to those making the determination would not preclude indemnification under Minn. Stat. § 302A.521

Section 5 Right of Claimant to Bring Suit If a claim for indemnification under Section 1 is not paid in full by the Corporation within forty-five (45) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover

the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be also paid the expense of prosecuting the successful portion of such claim, including without limitation attorneys' fees and costs to the extent allocable to the successful portion of such claim.

Section 6. Non-Exclusivity of Rights. The indemnification and advancement provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other by-law or under any agreement, separate board resolution, or vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Persons seeking indemnification or advancement may seek either or both at his or her discretion and the pursuit of one shall neither be deemed a waiver of such person's rights to pursue the other, nor shall it have any effect on the outcome of such person's pursuit of the other. Nothing contained in this Article shall affect any right to indemnification to which persons other than Indemnified Persons may be entitled by contract or otherwise. Nothing in this Article shall restrict the power of the Corporation to indemnify its agents under any provision of the Minnesota Statutes, as amended from time to time, or under any other provision of law from time to time applicable to the Corporation, nor shall anything in this Article authorize the Corporation to indemnify its officers, directors, employees and agents in situations prohibited by the Minnesota Statutes or other applicable law.

Section 7. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee, agent or fiduciary of the Corporation or who is or was serving at the request of the Corporation as a director, officer, member, agent or fiduciary of an Outside Organization against any expenses incurred in a Proceeding, whether or not the Corporation would have the power to indemnify such person against such expenses under the Minnesota Statutes.

Section 8. Severability. If any provision or provisions of this Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever (a) the validity, legality, and enforceability of the remaining provisions of this Article shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article (including, without limitation, all portions of any paragraph of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE

I hereby certify that this is a true
and correct copy of the document as
filed for record in this office.

Dated September 5, 2017
Commissioner of Commerce

By [Signature]

The Within Amended / Restated Bylaws
is or are hereby accepted for filing this

5 day of September 2017

MINNESOTA COMMISSIONER OF COMMERCE

[Signature]

2017 DEC 11 AM 8:39

Copy Certification

State of Georgia

County of DeKalb

August 23, 2017

I certify that the attached document is a true, exact, complete and unaltered photocopy of the original Consent to Corporate Action by the Shareholder of Allianz Life and Annuity Company in Lieu of Special Meeting of the Shareholder effective as of July 27, 2017.

(Notary Seal) -----

Notary Public

My commission expires: November 17, 2020

**CONSENT TO CORPORATE ACTION
BY THE SHAREHOLDER OF
ALLIANZ LIFE AND ANNUITY COMPANY
IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDER**

The undersigned, being the sole shareholder of Allianz Life and Annuity Company, a corporation of the State of Minnesota, does hereby consent in writing to the adoption of the following resolutions, and to the action which they authorize, all in lieu of actions taken at a duly called and held special meeting of the shareholder, and does hereby direct that a copy of this written consent be inserted in the corporate record book.

RESOLVED: That the sole shareholder hereby approves and adopts the recommendation of the board of directors that Article I of the corporation's Amended and Restated Articles of Incorporation be deleted in its entirety, and the following shall be substituted in its place, effective as of July 27, 2017:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Munich Re US Life Corporation.

RESOLVED: That the sole shareholder hereby approves and adopts the recommendation of the board of directors that Article VII of the corporation's Amended and Restated Articles of Incorporation be deleted in its entirety, and the following shall be substituted in its place, effective as of July 27, 2017:

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business and registered office of this Corporation shall be 56 Perimeter

Center East, Atlanta, DeKalb County, Georgia 30346.

Dated and effective as of 12:10 p.m. on the ~~27th~~ day of July, 2017.

MUNICH-AMERICAN HOLDING CORPORATION

By: Robin Willcox
Robin H. Willcox
Senior Vice President, General Counsel
and Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUNICH RE US LIFE CORPORATION

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is Munich Re US Life Corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is formed to do any and all kinds of insurance business specified in clauses (4) and (5)(a) of Section 60A 06, Subdivision 1, of the Minnesota Statutes Annotated and any amendments to such clauses or provisions in substitute therefore which may be hereafter adopted together with any kind or kinds of insurance business which the Corporation is so authorized to do. In furtherance of the foregoing, and not in limitation thereof, the Corporation shall have the power:

Section 1. To make contracts of life and endowment insurance, to grant, purchase, or dispose of annuities or endowments of any kind; and in such contracts or in contracts supplemental thereto to provide for additional benefits in event of death of then insured by accidental means, total and permanent disability of the insured, or specific dismemberment suffered by the insured.

Section 2. To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents.

Section 3. To acquire and carry on all or any part of the business or property of any corporation engaged in a business similar to that authorized to be conducted by this Corporation and to merge or consolidate with any corporation with which this Corporation shall be authorized to merge or consolidate under the laws of the State of Minnesota.

Section 4. To acquire, own, hold, buy, sell, lease, mortgage, and in every other manner deal in real and personal property of every kind and description, wherever situated, including the shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefore other assets of the Corporation, stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation.

Section 5 The Corporation shall also have the general rights, powers and privileges of a corporation as the same now or hereafter are declared by the laws of the State of Minnesota and any and all other rights, powers and privileges now or hereafter granted by the laws relating to insurance adopted by the State of Minnesota or any laws of the State of Minnesota applicable to stock life insurance companies having power to do the kinds of business hereinabove referred to

Section 6 The business of the Corporation shall be transacted on the stock plan

ARTICLE IV - KINDS OF INSURANCE

This Corporation is formed to transact the life, health, and disability insurance businesses and to issue all types of annuities

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 2,500,000 shares of common stock all of which shall have a par value of \$1.00 per share

ARTICLE VI

The management of the Corporation shall be exercised by the Board of Directors and by such committee, officers, employees, and agents as the Board may authorize, elect, or appoint. The Board of Directors shall consist of not less than five (5) nor more than twenty (20) directors in number, the exact number of directors to be fixed by a resolution to be adopted at any annual meeting of stockholders or at any special meeting called for that purpose. The number of directors shall remain as so fixed until changed by the stockholders at any annual meeting or at any special meeting called for that purpose.

At each annual meeting of the stockholders, Directors shall be elected for a term of one year. Directors need not be residents of the State of Minnesota.

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) under Minnesota Statutes section 302A.559 or 80A.23 (d) for any transaction for which the director derived an improper personal benefit, or (e) for any act or omission occurring prior to the effective date of this amendment. This amendment to the Articles of Incorporation shall be effectively immediately but shall not apply to or have any effect on the liability or alleged liability of any director or the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

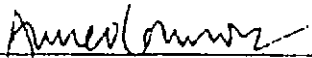
ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business and registered office of this Corporation shall be 56 Perimeter Center East, NE, Ste. 500, Atlanta, GA 30346.

ARTICLE VIII - REGISTERED OFFICE OF BUSINESS

The registered office in Minnesota is Corporation Service Company at 2345 Rice Street, Suite 230, Roseville, MN 55113

The above Articles of Incorporation of Munich Re US Life Corporation are hereby approved as of this 5 day of September, 2017.

By 
Anne O'Connor
Deputy Commissioner and Chief of Staff
Minnesota Department of Commerce

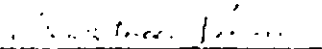
M. General Counsel & Secretary/Principal
INCORPORATION, August 17, 2017

FILED IN THE STATE OF MINNESOTA DEPARTMENT OF COMMERCE, AMENDED AND REVISED ARTICLES OF

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE

I hereby certify that this is a true
and complete copy of the document as
filed for record in this office.

Dated: 9/5/2017
Commissioner of Commerce

By: 

RECEIVED
DEC 4 2011
REGULATORY SERVICES DIVISION
GEORGIA INSURANCE CODE

Via Overnight Delivery
Mr. Scott Sanders, APIR
Assistant Director
Division of Insurance and Financial Oversight
West Tower, Floyd Building, Suite 604
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334

December 4, 2011
Jennifer G. Roberts
Paralegal & Compliance
Coordinator
Legal
Telephone: 770-350-3203
Fax: 770-350-3303
jroberts@munichre.com

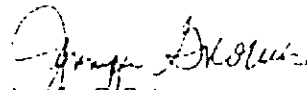
Re: Munich Re US Life Corporation

Dear Scott:

Enclosed please find the original Certificate of Publication by Probate Judge for Munich Re US Life Corporation

Please do not hesitate to contact me should you have any questions

Kind regards


Jennifer G. Roberts

Munich American Reassurance
Company
56 Perimeter Center East, NE
Suite 500
Atlanta, GA 30346

Telephone: 770 350 3200

www.munichre.com

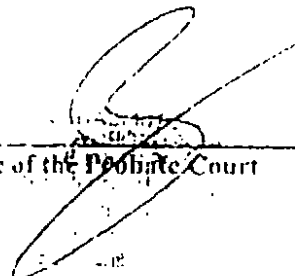
IN THE PROBATE COURT COUNTY OF DEKALB
STATE OF GEORGIA

CERTIFICATE OF PUBLICATION BY PROBATE JUDGE

The undersigned certifies that the attached affidavit from The Champion Newspaper and the materials attached thereto, a copy of which has been attached hereto, marked as Exhibit "A" and by reference, is made a part of this Certificate, demonstrate that the Second Amended and Restated Articles of Incorporation of Munich Re US Life Corporation have been published once a week for four (4) consecutive weeks in the Legal Notices section of that newspaper, which is the official organ for publication of legal notices in DeKalb County, Georgia

I give this certification pursuant to the requirements of Official Code of Georgia Annotated, Section 33-14-5.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 7
day of NOVEMBER, 2017.



Judge of the Probate Court

**CERTIFICATE OF COPY
STATE OF GEORGIA
COUNTY OF DEKALB**

As Clerk of the Probate Court of DeKalb County, Ga., I do hereby certify that I have compared the foregoing copy with the original record thereof, now remaining in this office. This document consists of 1 pages is hereby certified to be a true copy of the original document on file in the Probate Court at DeKalb County, Ga. The Probate Court is a Court of Record.

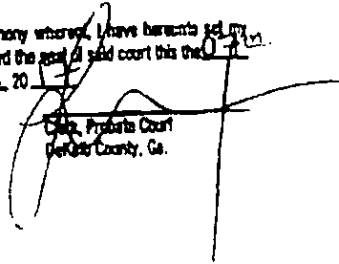
In testimony whereof, I have hereunto set my hand and affixed the seal of said court this 20th day of Nov. 2011

[Signature]
Clerk, Probate Court
DeKalb County, Ga.

**CERTIFICATE OF COPY
STATE OF GEORGIA
COUNTY OF DEKALB**

As Clerk of the Probate Court of DeKalb County, Ga. I do hereby certify that I have compared the foregoing copy with the original record thereof, now remaining in this office. This document consists of 1 pages is hereby certified to be a true copy of the original document on file in the Probate Court at DeKalb County, Ga. The Probate Court is a Court of Record.

In testimony whereof, I have hereunto set my hand and affixed the seal of said court this the 17 day of Nov. 2017


Clerk, Probate Court
DeKalb County, Ga.

PUBLISHER'S AFFIDAVIT

The Champion Newspaper
PO Box 1347
Decatur GA 30031-1347

Phone (404) 373-7779
Fax (404) 371-1359

JENNIFER ROBERTS
MUNICH AMERICAN REASSURANCE CO
STE 500
56 PERIMETER CENTER EAST NE
ATLANTA GA 30346

STATE OF GEORGIA
COUNTY OF DEKALB

Personally appeared before me, the undersigned, a Notary Public within and for said county and state, Carolyn J. Glenn, Publisher of The Champion Newspaper, published at Decatur, County of DeKalb, State of Georgia, and being the official organ for the publication of legal advertisements for said county, who being duly sworn, states on oath that the report of Munich Re US Life Corporation

was published in said newspaper on the following date(s):
09/21/17, 09/28/17, 10/05/17, 10/12/17

Carolyn J. Glenn

CAROLYN J. GLENN, PUBLISHER

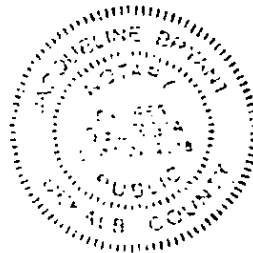
Sworn to and subscribed before me this 10/17/17

Jaqueline Bryant

Notary Public

My commission expires September 22, 2018

THE OFFICIAL LEGAL ORGAN OF DEKALB COUNTY



Market Web Moving Services
to Order shall not constitute an offer.

COPE OF SERVICES

In DeKalb County School District
has qualified vendors (State and
for school Contract) licensed by
the State of Georgia or authorized to
conduct business in the State of
Georgia. It is subject to the performance
of the State of Georgia. The purpose and
intent of the bid is to establish a
contract to provide Web Moving Ser-
vices to support the 2013-2014
School Maintenance Operations
of COP 5013557 Program.
The Contractor shall be primarily re-
sponsible for the business of providing
moving services and must have a
minimum of three (3) years previous
experience in providing moving ser-
vices.

The bid document will be available
to the interested parties on
September 17, 2013 and may be obtained from the
DeKalb County School District web
page.

To view the advertisement, questions,
and contact information
please contact the
procurement officer.

REG-ED CONFERENCE

Public conference will be held on
Monday, October 14, 2013 at 10:00
a.m. in the School Conference Room
at the Sun-A-Mass Service Center,
760 Memorial Road, Tucker, Georgia
30084. Attendance is not required.
The agenda is as follows:

AGENDA FOR REG-ED CONFERENCE
1. Registration
2. Welcome
3. Presentation by the Georgia
Department of Education
4. Presentation by the Georgia
Department of Transportation
5. Presentation by the Georgia
Department of Community Development
6. Presentation by the Georgia
Department of Natural Resources
7. Presentation by the Georgia
Department of Public Safety
8. Presentation by the Georgia
Department of Labor

Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.

Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.

Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.

Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.

Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.
Registration is required for all
attendees. Registration fee is \$10.00.

Special meeting called for that date
and each annual meeting of the stock
owners. Directors shall be elected to
a term of one year.

A stockholder of the Corporation shall not
be personally liable to the Corporation
or its shareholders for monetary
damages for any breach of fiduciary
duty as a director except for (a) any
breach of the director's duty of
loyalty to the Corporation or to share-
holders or (b) any breach of the
director's duty of care in connection
with a recordable or a covering motion
of the Corporation for any transaction
for which the director served as director
or personal benefits or (c) any act
or omission occurring prior to the ef-
fective date of this amendment. This
amendment to the Articles of incor-
poration shall be effective immediately
upon filing and shall not apply to or have
any effect on the liability or alleged li-
ability of any director of the Corpora-
tion prior to its filing with respect to any act
or omission of such director occurring
prior to such amendment.

**ARTICLE III - PHYSICAL PLACE
OF BUSINESS**

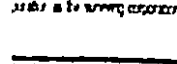
The principal place of business and
registered office of the Corporation
shall be at 1415 Peachtree Center East
Suite 300 Atlanta, GA 30309.

**ARTICLE VII - REGISTERED AGENT
AND OFFICE OF BUSINESS**

The registered office in Georgia of
the Corporation shall be at 1415 Peachtree
Center East, Suite 300, Atlanta, GA 30309.

NOTICE OF MERGERS

Notice is given that a Certificate of
Merger shall be filed in the State of
Georgia and effect a merger by
and between Charles Merger Sub,
LLC, a limited liability company or-
ganized in the State of Georgia, and
Reunited Bancorp, a corporation in-
corporated in the State of Georgia.
This has been delivered to the Secretary
of State for filing in accordance with
the Georgia Business Corporation
Code. The name of the surviving cor-
poration in the merger is Reunited
Bancorp, a corporation in the State of Georgia.
The registered office of each corpora-
tion is located at 1651 United Road,
Tucker, Georgia 30084 and its re-
gistered agent at such address is
Wayne W. Spier, immediately follow-
ing the foregoing merger. Reunited
Bancorp was merged with and into
Charles Financial Corporation, a cor-
poration incorporated in the State of
Georgia, and Charles Financial Cor-
poration is the surviving corporation.



**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Reunited Bancorp, LLC. It has been
delivered to the Secretary of State for
filing in accordance with the Georgia
Business Corporation Code. The re-
gistered office of the corporation is
located at 1651 United Road, Tucker,
Georgia 30084 and its registered agent
at such address is John Douglas
Folkins.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Clear Assets, Inc. It has been
delivered to the Secretary of State for
filing in accordance with the Georgia
Business Corporation Code. The re-
gistered office of the corporation is
located at 100 Deer Creek Circle, Lithonia,
GA 30058 DeKalb County and its re-
gistered agent at such address is
John Williams.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Cashman Consulting P.C., Inc. It has
been delivered to the Secretary of State
for filing in accordance with the Georgia
Business Corporation Code. The re-
gistered office of the corporation is
located at 2871 Anita Ave,
SE Atlanta, Georgia 30317 and its
registered agent at such address
is Gregory Cashman.

NOTICE OF INCORPORATION

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Whistle Memorial Scholarship
Fund. It has been delivered to the
Secretary of State for filing in accor-
dance with the Georgia Business
Corporation Code. The re-
gistered office of the corporation is
located at 1105 Jefferson Square
Court, Decatur, Georgia 30030 and its
registered agent at such address
is David F. Gordon.

NOTICE OF INCORPORATION

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Hatch Sky Atlanta, Inc. It has
been delivered to the Secretary of
State for filing in accordance with
the Georgia Business Corporation
Code. The registered office of the
corporation is located at 115 West
Peach Street, Suite 100, Atlanta,
Georgia 30303 and its registered
agent at such address is Christopher
L. Goff.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
West Main Technological Association,
Inc. It has been delivered to the
Secretary of State for filing in ac-
cordance with the Georgia Business
Corporation Code. The re-
gistered office of the corporation is
located at 60 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Mary Lynn Construction, LLC. It
has been delivered to the Secretary
of State for filing in accordance
with the Georgia Business Corpora-
tion Code. The registered office of
the corporation is located at
140 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Mary Lynn Construction, LLC. It
has been delivered to the Secretary
of State for filing in accordance
with the Georgia Business Corpora-
tion Code. The registered office of
the corporation is located at
140 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
James William Cackler, Inc. It
has been delivered to the Secretary
of State for filing in accordance
with the Georgia Business Corpora-
tion Code. The registered office of
the corporation is located at 500
Farrington Green Track, Stone Mountain,
GA 30083 and its registered agent
at such address is Libby Holey.

NOTICE OF INCORPORATION

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
GA SEASON, INC. It has been
delivered to the Secretary of State
for filing in accordance with the Georgia
Business Corporation Code. The re-
gistered office of the corporation is
located at 3310 Westway
Providence Place, Lithonia, GA
30058. The registered office of
the corporation is located at 3310
Westway Providence Place, Lithonia,
GA 30058 and its registered
agent at such address is Thomas W.
Sims.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
West Main Technological Association,
Inc. It has been delivered to the
Secretary of State for filing in ac-
cordance with the Georgia Business
Corporation Code. The re-
gistered office of the corporation is
located at 60 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Mary Lynn Construction, LLC. It
has been delivered to the Secretary
of State for filing in accordance
with the Georgia Business Corpora-
tion Code. The registered office of
the corporation is located at
140 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

**NOTICE OF INTENT
TO INCORPORATE**

Notice is given that Articles of incor-
poration shall be incorporated in the
State of Georgia. The name of the
corporation to be incorporated is
Mary Lynn Construction, LLC. It
has been delivered to the Secretary
of State for filing in accordance
with the Georgia Business Corpora-
tion Code. The registered office of
the corporation is located at
140 Chalmers Avenue, Suite 350,
Decatur, DeKalb County, Georgia
30030 and its registered agent
at such address is Rachel E. Corral.

NOTICE TO CREDITORS

All creditors of the Estate of
James William Cackler, Inc. of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 31st day of August, 2013
George F. Cochran, Executor
of David F. Gordon, Esq.
Trustee, Successor
to said Estate.
Suite 200
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Christopher L. Goff, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Robert A. Hughes, Jr., Esq.
Attorney in Law, Executor of the
Estate of Christopher L. Goff, Inc.
2000
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Robert A. Hughes, Jr., of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Robert A. Hughes, Jr., Esq.
Attorney in Law, Executor of the
Estate of Robert A. Hughes, Jr., Inc.
2000
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Mary Lynn Construction, LLC, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
John A. Mitchell
Executor of the Estate of
Mary Lynn Construction, LLC, Inc.
140 Chalmers Avenue, Suite 350
Decatur, GA 30030.

NOTICE TO CREDITORS

All creditors of the Estate of
Mary Lynn Construction, LLC, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
John A. Mitchell
Executor of the Estate of
Mary Lynn Construction, LLC, Inc.
140 Chalmers Avenue, Suite 350
Decatur, GA 30030.

NOTICE TO CREDITORS

All creditors of the Estate of
Shirley Ann Reed, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Shirley Ann Reed, Decedent
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Shirley Ann Reed, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Shirley Ann Reed, Decedent
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Shirley Ann Reed, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Shirley Ann Reed, Decedent
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Shirley Ann Reed, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Shirley Ann Reed, Decedent
140 Peachtree Street, N.E.
Atlanta, GA 30309.

NOTICE TO CREDITORS

All creditors of the Estate of
Shirley Ann Reed, of
DeKalb County, Georgia, deceased,
are hereby notified to render in their
claims to the undersigned accord-
ing to law, and all persons indebted
to said Estate are required to make
immediate payment.
This 15th day of August, 2013
Shirley Ann Reed, Decedent
140 Peachtree Street, N.E.
Atlanta, GA 30309.

104

Copy Certification

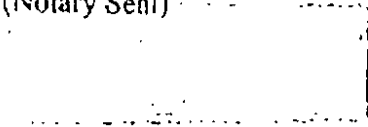
State of Georgia

County of DeKalb

August 23, 2017

I certify that the attached document is a true, exact, complete and unaltered photocopy of the original Consent to Corporate Action by the Shareholder of Allianz Life and Annuity Company in Lieu of Special Meeting of the Shareholder effective as of July 27, 2017.

(Notary Seal)



Notary Public

My commission expires: November 17, 2020

CONSENT TO CORPORATE ACTION
BY THE SHAREHOLDER OF
ALLIANZ LIFE AND ANNUITY COMPANY
IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDER

The undersigned, being the sole shareholder of Allianz Life and Annuity Company, a corporation of the State of Minnesota, does hereby consent in writing to the adoption of the following resolutions, and to the action which they authorize, all in lieu of actions taken at a duly called and held special meeting of the shareholder, and does hereby direct that a copy of this written consent be inserted in the corporate record book.

RESOLVED: That the sole shareholder hereby approves and adopts the recommendation of the board of directors that Article I of the corporation's Amended and Restated Articles of Incorporation be deleted in its entirety, and the following shall be substituted in its place, effective as of July 27, 2017:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Munich Re US Life Corporation

RESOLVED: That the sole shareholder hereby approves and adopts the recommendation of the board of directors that Article VII of the corporation's Amended and Restated Articles of Incorporation be deleted in its entirety, and the following shall be substituted in its place, effective as of July 27, 2017:

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business and registered office of this Corporation shall be 56 Perimeter

Center East, Atlanta, DeKalb County, Georgia 30346.

Dated and effective as of 12:10 p.m. on the ~~27~~ day of July, 2017.

MUNICH-AMERICAN HOLDING CORPORATION

By: Robin Willcox
Robin H. Willcox
Senior Vice President, General Counsel
and Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUNICH RE US LIFE CORPORATION

ARTICLE I – NAME OF CORPORATION

The name of the Corporation is Munich Re US Life Corporation.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

This Corporation is formed to do any and all kinds of insurance business specified in clauses (4) and (5)(a) of Section 60A.06, Subdivision 1, of the Minnesota Statutes Annotated and any amendments to such clauses or provisions in substitute therefore which may be hereafter adopted together with any kind or kinds of insurance business which the Corporation is so authorized to do. In furtherance of the foregoing, and not in limitation thereof, the Corporation shall have the power:

Section 1. To make contracts of life and endowment insurance, to grant, purchase, or dispose of annuities or endowments of any kind; and in such contracts or in contracts supplemental thereto to provide for additional benefits in event of death of then insured by accidental means, total and permanent disability of the insured, or specific dismemberment suffered by the insured;

Section 2. To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents.

Section 3. To acquire and carry on all or any part of the business or property of any corporation engaged in a business similar to that authorized to be conducted by this Corporation and to merge or consolidate with any corporation with which this Corporation shall be authorized to merge or consolidate under the laws of the State of Minnesota.

Section 4. To acquire, own, hold, buy, sell, lease, mortgage, and in every other manner deal in real and personal property of every kind and description, wherever situated, including the shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor other assets of the Corporation, stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation

Section 5. The Corporation shall also have the general rights, powers and privileges of a corporation, as the same now or hereafter are declared by the laws of the State of Minnesota and any and all other rights, powers and privileges now or hereafter granted by the laws relating to insurance adopted by the State of Minnesota or any laws of the State of Minnesota applicable to stock life insurance companies having power to do the kinds of business hereinabove referred to.

Section 6. The business of the Corporation shall be transacted on the stock plan.

ARTICLE IV - KINDS OF INSURANCE

This Corporation is formed to transact the life, health, and disability insurance businesses and to issue all types of annuities.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 2,500,000 shares of common stock, all of which shall have a par value of \$1.00 per share.

ARTICLE VI

The management of the Corporation shall be exercised by the Board of Directors and by such committee, officers, employees, and agents as the Board may authorize, elect, or appoint. The Board of Directors shall consist of not less than five (5) nor more than twenty (20) directors in number, the exact number of directors to be fixed by a resolution to be adopted at any annual meeting of stockholders or at any special meeting called for that purpose. The number of directors shall remain as so fixed until changed by the stockholders at any annual meeting or at any special meeting called for that purpose.

At each annual meeting of the stockholders, Directors shall be elected for a term of one year. Directors need not be residents of the State of Minnesota.

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) under Minnesota Statutes section 302A.559 or 80A.23; (d) for any transaction for which the director derived an improper personal benefit; or (e) for any act or omission occurring prior to the effective date of this amendment. This amendment to the Articles of Incorporation shall be effectively immediately but shall not apply to or have any effect on the liability or alleged liability of any director or the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business and registered office of this Corporation shall be 56 Perimeter Center East, NE, Ste. 500, Atlanta, GA 30346.

ARTICLE VIII - REGISTERED OFFICE OF BUSINESS

The registered office in Minnesota is Corporation Service Company at 2345 Rice Street, Suite 230, Roseville, MN 55113.

The above Articles of Incorporation of Munich Re US Life Corporation are hereby approved as of this 5 day of September, 2017.

By Anne O'Connor
Anne O'Connor
Deputy Commissioner and Chief of Staff
Minnesota Department of Commerce

M:\Gene_Cantor & Secretary\Filed\State
INCORPORATION_2017\0917.docx

ALL INFORMATION ON THIS DOCUMENT IS UNCLASSIFIED AND IS NOT SUBJECT TO THE PROVISIONS OF THE FOIA.

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE

I hereby certify that this is a true
and complete copy of the document as
filed for record in this office.

Dated, 9/18/2017
Commissioner of Commerce

By Christina Jones

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

Annual Registration

Electronically Filed

Secretary of State

Filing Date: 02/09/2018 10:05:19

BUSINESS INFORMATION

BUSINESS NAME : MUNICH RE US LIFE CORPORATION
CONTROL NUMBER : 09010261
BUSINESS TYPE : Foreign Profit Corporation
JURISDICTION :

BUSINESS INFORMATION CURRENTLY ON FILE

PRINCIPAL OFFICE ADDRESS : 5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA
REGISTERED AGENT NAME : C T Corporation System
REGISTERED OFFICE ADDRESS : 289 S Culver St, Gwinnett, Lawrenceville, GA, 30046-4805, USA
OFFICER TITLE ADDRESS
Gretchen Cepek Secretary 5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA
Walter White CEO 5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA
William E. Gaumont CFO 5701 Golden Hills Drive, Minneapolis, MN, 55416-1297, USA

UPDATES TO ABOVE BUSINESS INFORMATION

PRINCIPAL OFFICE ADDRESS : 56 Perimeter Center East, NE, Atlanta, GA, 30346, USA
REGISTERED AGENT NAME : CORPORATION SERVICE COMPANY
REGISTERED OFFICE ADDRESS : 40 TECHNOLOGY PARKWAY SOUTHSUITE 300, Ben Hill, NORCROSS, GA, 30092, USA
OFFICER TITLE ADDRESS
Marc-Andre Giguere CEO 56 Perimeter Center East, NE, Atlanta, GA, 30346, USA
Scott E. Wright CFO 56 Perimeter Center East, NE, Atlanta, GA, 30346, USA
Paige S. Freeman Secretary 56 Perimeter Center East, NE, Atlanta, GA, 30346, USA

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE : Paige S. Freeman
AUTHORIZER TITLE : Officer