

F94000002435

**American General Life Companies**

2727-A Allen Parkway, Houston, Texas 77019

Writer's Direct Dial No.  
(713) 831-3291

July 31, 1998

**VIA U.S. OVERNIGHT EXPRESS MAIL**

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
03 AUG -4 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002606471--6  
-08/04/98--01024--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Name Change of Security of America Life Insurance Company to American General Life Insurance Company of Pennsylvania (the "Company")**

Dear Sir or Madam:

As per your instructions please find enclosed the following items for filing with your Department in order to effectuate the above referenced name change:

1. One Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida executed by a Company officer.
2. One certified copy of the Amended Articles of Incorporation.
3. One check in the amount of \$35.00 made payable to the Florida Department of State to cover the filing fees for item 1. above.

Please feel free to contact me at (713)831-3291 if you have any questions or comments concerning the enclosed item.

Very truly yours,



Kelli A. Dokos  
Attorney at Law  
American General  
Life Companies

VS AUG 6 1998

cc: Walter Bednarski  
Amy Carmona  
Pauletta P. Cohn

N/C





COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 04, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

AMERICAN GENERAL LIFE INSURANCE COMPANY OF PENNSYLVANIA

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

DPOS

9786-1810

DEPARTMENT OF STATE

Pt. I

Microfilm Number \_\_\_\_\_

Filed with the Department of State on NOV 25 1997

Entity Number 322919

*Hette Kane*  
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCA:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Security of America Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>607 Washington Street</u>	<u>Reading</u>	<u>PA</u>	<u>19603</u>	<u>Berks</u>
Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider \_\_\_\_\_  
County \_\_\_\_\_

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921, as amended

4. The date of its incorporation is: February 19, 1963

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: 12-1-97 Date at 12:01 a.m. Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

- The amendment adopted by the corporation, set forth in full, is as follows:
- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

NOV 25 97

PA Dept. of State

9785-1611

Appx. A

FORMS

DSC8:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a  
duly authorized officer thereof this 21st. day of November, 19 97.

Security of America Life Insurance Company

(Name of Corporation)

BY: William M. Keeler

(Signature)

William M. Keeler

TITLE: President

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION - FOR PROFIT  
(as of December 1, 1997)

OF

AMERICAN GENERAL LIFE INSURANCE COMPANY OF PENNSYLVANIA  
(Formerly known as Security of America Life Insurance Company)

A Pennsylvania Corporation,

Incorporated on February 19, 1963

Pursuant to Section 322 of the Insurance Companies  
Act of 1921, as amended (40 P.S. §445) and  
Section 204 of the GAA Amendments  
Act of 1990 (15 P.S. §21204)  
of the Commonwealth of Pennsylvania

The undersigned, William M. Keeler and June M. Sanders, are President and Secretary, respectively, of Security of America Life Insurance Company (the "Company"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. The Company's Articles of Agreement were initially filed in the Office of the Secretary of State, Corporation Bureau of the Commonwealth of Pennsylvania on February 19, 1963; and recorded in the Office for the Recording of Deeds in and for the County of Berks on March 5, 1963 in Charter Book Volume 18, Page 443.

The undersigned, as President and Secretary, respectively, of the Company, do hereby certify that: (a) by a unanimous consent of the Directors of the Company on November 21, 1997, the Board of Directors duly adopted a Resolution pursuant to 15 Pa.C.S.A. §1912(a) proposing these Amended and Restated Articles of Agreement which change the name of the Company from Security America Life Insurance Company to American General Life Insurance Company of Pennsylvania, and which increase the par value of its authorized capital stock from \$1.00 per share to \$1.25 per share; and (b) the sole shareholder of the Company, USLIFE Corporation, by consent duly approved these Amended and Restated Articles of Incorporation pursuant to 15 Pa.C.S.A. §1914(a) and (b) on November 21, 1997.

EXHIBIT A

7735-1917

AMENDED AND RESTATED CHARTER

(as of December 1, 1997)

OF

AMERICAN GENERAL LIFE INSURANCE COMPANY OF PENNSYLVANIA

**FIRST.** The name by which the Company shall be known is American General Life Insurance Company of Pennsylvania.

**SECOND.** The class of insurance for which the Company is constituted is Subdivision (a), Paragraphs (1) and (2), as provided for in Section 202 of the above recited Act, vis: For making insurances

(1) To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.

(2) To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto: Provided, that no life insurance company may be incorporated for the purposes mentioned in this clause unless it is also incorporated for the purposes mentioned in clause (1) of this subsection.

**THIRD.** The Company is a for-profit insurance corporation existing under Section 3101 of the Business Corporation Law of 1988, the Associations Code, the Act of December 19, 1990, P.L. 834, No. 198 (15 Pa. C.S.A. §3101), and shall have authorized capital stock of five million (5,000,000) shares having a par value of One and 25/100 Dollar (\$1.25) per share.

**FOURTH.** The place in which the Company is established or located is Berks County, Pennsylvania; and the registered address of the Company is 607 Washington Street, Reading, Pennsylvania 19601.

FIFTH. The proposed duration of the Company is perpetual.


SIXTH. The powers which the Company proposes to have and exercise are: to have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of insurance specified herein; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

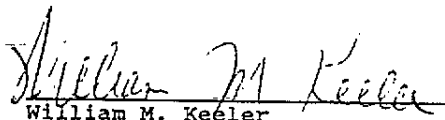
SEVENTH. The Company's Board of Directors may authorize the issuance of the authorized capital stock of the Company, from time to time, in whole or in part, at such price (not less than par) and on such terms as the Board of Directors may direct. The Board of Directors of the Company may so authorize the issuance of authorized capital stock of the Company without first offering each shareholder of the Company the right to first subscribe for all or any portion of such stock.

EIGHTH. These Amended and Restated Articles of Incorporation shall become effective as of December 1, 1997 at 12:01 a.m.

IN WITNESS WHEREOF, The Company has caused its corporate seal to be affixed hereto and these Amended and Restated Articles of Incorporation to be signed by its President and attested by its Secretary this 21st. day of November, 1997.

ATTEST:

  
Julie M. Sanders  
Secretary

  
William M. Keeler  
President

[Corporate Seal]