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DIVISION OF CORPORATIONS  
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Amend/CC  
⑩ 1/23/13

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Hannover Life Reassurance Company of America

DOCUMENT NUMBER: K26423

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leah Cougler

Name of Contact Person

Hannover Life Reassurance Company of America

Firm/ Company

200 S. Orange Avenue, Suite 1900

Address

Orlando, Florida 32801

City/ State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leah Cougler (lcougler@hlramerica.com) at ( 407 ) 649-2311  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JAN 22 PM 4:09

Articles of Amendment  
to  
Articles of Incorporation  
of

**HANNOVER LIFE REASSURANCE COMPANY OF AMERICA**

(Name of Corporation as currently filed with the Florida Dept. of State)

**K26423**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

200 S. Orange Avenue  
Suite 1900  
Orlando, Florida 32801

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

200 S. Orange Avenue  
Suite 1900  
Orlando, Florida 32801

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent \_\_\_\_\_

(Florida street address)

New Registered Office Address: 200 S. Orange Avenue, Suite 1900, Orlando, Florida 32801  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

Change                    PT     John Doe

Remove                    V     Mike Jones

Add                         SV     Sally Smith

N/A

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

N/A

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

N/A

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HANNOVER LIFE REASSURANCE COMPANY OF AMERICA  
(hereafter referred to as the "Amendment")**

This Amendment is to be attached to and made a part of the Articles of Incorporation of Hannover Life Reassurance Company of America (the "Company"). Except as otherwise provided herein, all terms and provisions of the Company's Articles of Incorporation shall continue unchanged and remain in full force and effect.

On December 13, 2012, the Board of Directors and sole Shareholder of the Company unanimously approved and consented to the adoption of the following amendment to the Articles of Incorporation, as originally filed on June 16, 1988, amended on November 8, 1988, March 14, 1991, and August 2, 1999.

**ARTICLE I**

**As Amended August 2, 1999:**

**NAME:** The name of this corporation is Hannover Life Reassurance Company of America, with its principal place of business at the City of Orlando, Orange County, State of Florida located at Suite 1400, 800 North Magnolia Avenue.

**Amendment Effective December 17, 2012:**

**NAME:** The name of this corporation is Hannover Life Reassurance Company of America, with its principal place of business at the City of Orlando, Orange County, State of Florida located at **Suite 1900, 200 South Orange Avenue.**

IN WITNESS WHEREOF, the undersigned has executed this amendment to the Articles of Incorporation this 20th day of December, 2012.



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Steven B. Najjar, Executive Vice President  
and General Counsel

The date of each amendment(s) adoption: December 13, 2012

Effective date if applicable: DECEMBER 17, 2012  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
  
"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_"  
*(voting group)*
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 1/18/13

Signature \_\_\_\_\_  
*(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Steve Najjar  
*(Typed or printed name of person signing)*

Executive Vice President  
*(Title of person signing)*