

K26423

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2018 APR 19 P 11 03

FILED

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*Am Restated*

**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 WASSUM  
Name of Contact Person  
HANNOVER LIFE REASSURANCE COMPANY OF AMERICA  
Firm/ Company  
200 S. ORANGE AVENUE, SUITE 1900  
Address  
ORLANDO, FL 32801  
City/ State and Zip Code

leah.wassum@hlramerica.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LEAH WASSUM 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:

- \$35 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2018

LEAH WASSUM  
200 S ORANGE AVE STE 1900  
ORLANDO, FL 32801

SUBJECT: HANNOVER LIFE REASSURANCE COMPANY OF AMERICA  
Ref. Number: K26423

We have received your document for HANNOVER LIFE REASSURANCE COMPANY OF AMERICA and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please title your document Articles of Amendment or Amended and Restated it can not be both.

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

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 118A00007116

**AMENDED AND RESTATED**

**FILED**

**ARTICLES OF INCORPORATION**

**2000 APR 19 P 4 03**

**OF**

**SUBSEALARY OF STATE  
TALLAHASSEE, FLORIDA**

**HANNOVER LIFE REASSURANCE COMPANY OF AMERICA**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the following Amended and Restated Articles of Incorporation, duly adopted on December 21, 2017, supersede and take the place of the original Articles of Incorporation dated February 10, 1988, and all amendments thereto, of Hannover Life Reassurance Company of America (hereinafter referred to as the "Corporation"), a corporation organized under the laws of Florida.

**ARTICLE I  
NAME**

The name of the Corporation is HANNOVER LIFE REASSURANCE COMPANY OF AMERICA.

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS**

The principal office address and mailing address of the Corporation is 200 South Orange Avenue, Suite 1900, Orlando, Florida, 32801.

**ARTICLE III  
PURPOSE**

The purpose for which this Corporation is organized is to make and write life, accident and health insurance and reinsurance and to engage in any lawful business activity for which corporations may be organized under the Florida Business Corporation Act. The Corporation shall have and may exercise all of the rights, privileges, and powers and do all things necessary and appropriate for carrying on the business of such an insurance or reinsurance company.

**ARTICLE IV**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The name and address of the Corporation's registered agent at the effective date of these Amended and Restated Articles of Incorporation is Steven B. Najjar, 200 South Orange Avenue, Suite 1900, Orlando, Florida, 32801.

**ARTICLE VI**  
**CAPITAL STOCK**

The Corporation is authorized to issue up to 34,750,000 shares of \$10.00 par value common stock which shall be designated as "common shares", and the Board of Directors of the Corporation, by resolution or written consent, may adjust the number of authorized shares at any time.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of directors may be fixed from time to time by the Corporation's By-laws but shall never be less than five (5).

The manner and method of election of the Board of Directors, and the term, shall be as stated in the By-laws of the Corporation.

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of each of the incorporators at the time of the original incorporation of the Corporation in 1988 are included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

The names and addresses of the Directors of the Corporation as of the effective date of these Amended and Restated Articles of Incorporation are as follows:


<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Ulrich Wallin	Soltaufer Straße 43 30625 Hannover, Germany
Klaus Miller	Betzenweg 3 81247 Munich, Germany
Roland Vogel	Langes Feld 46 30974 Wennigsen, Germany
Peter Schaefer	9021 Dancy Tree Court Orlando, Florida 32836
Dennis Braziel	10149 Quail Covey Road Boynton Beach, Florida 33436
William Kelty, III	19 Ice Valley Road Osterville, Massachusetts 02655
Edward Bader	18 Alpine Drive Colchester, Connecticut 06415
Charles Scheper	216 Kennedy Street Covington, Kentucky 41001


**ARTICLE IX**  
**BY-LAWS**


The Board of Directors of the Corporation shall have the exclusive power to adopt, alter, amend or repeal the By-laws of the Corporation at any time by resolution or written consent.

The foregoing Amended and Restated Articles of Incorporation were adopted by all of the Directors of the Corporation pursuant to section 607.0821 of the Florida Business Corporation Act on December 21, 2017.

**IN WITNESS WHEREOF**, the undersigned have executed these Amended and Restated Articles of Incorporation this 21<sup>st</sup> day of December, 2017.

  
\_\_\_\_\_  
Ulrich Wallin

  
\_\_\_\_\_  
Klaus Miller

  
\_\_\_\_\_  
Roland Vogel

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Peter Schaefer

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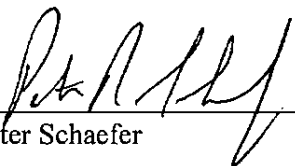
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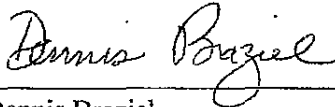
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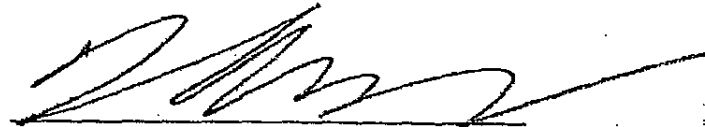
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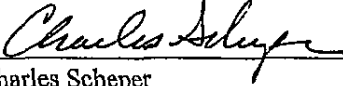
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*Edward Z Bader*  
\_\_\_\_\_  
Edward Bader