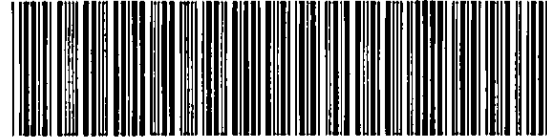


K26423



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JAN 30 2020
ALBRITTON

January 29, 2020

Irene Albritton, Regulatory Specialist II
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399-7035

RE: Letter Number: 420A00000760
HANNOVER LIFE REASSURANCE COMPANY OF AMERICA
Ref. Number: K26423

Dear Ms. Albritton:

Attached please find a copy of your letter dated January 10, 2020, as requested, as well as 2 copies of the Restated Articles of Incorporation for certification by your office. I have also enclosed a UPS return envelope for your convenience in sending back the documents.

Please contact me if you have any questions or need anything further.

Sincerely,



Leah Wassum
AVP & Assistant Corporate Secretary
Email: Leah.Wassum@hlramerica.com
Ph: (407) 649-2311

Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2020

LEAH WASSUM
200 S. ORANGE AVENUE
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 \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 420A00000760

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2020 JAN 30 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
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 of Hannover Life Reassurance Company of America, a Florida corporation (hereinafter the "Corporation"), duly adopted on August 27, 2019, shall supersede and take the place of the Corporation's Amended and Restated Articles of Incorporation dated December 21, 2017.

ARTICLE I
NAME

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

ARTICLE II
PRINCIPAL OFFICE ADDRESS

The principal place of business of the Corporation is in the City of Orlando, Orange County, State of Florida, located at Suite 1900, 200 South Orange Avenue.

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

In accordance with Florida Statutes, the Corporation's statutory registered agent is the Chief Financial Officer of Florida.

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". The Board of Directors of the Corporation, by resolution or unanimous 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 Bylaws 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 Bylaws of the Corporation.

ARTICLE VIII
INCORPORATORS

The names, addresses, and citizenship of the original incorporators at the time of the incorporation of the Corporation in 1988 are as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>CITIZENSHIP</u>
Dennis D. Braziel	1611 Grove Street Maitland, Florida 32751	USA
Sherman A. Evans	4705 Swansneck Place Winter Park, Florida 32708	USA


Gary L. Gray	4056 Tenita Drive Winter Park, Florida 32792	USA
Albert E. Moriondo	800 Sweetwater Bay Court Longwood, Florida 32779	USA
Wolf Becke	Heilwigstr. 16 2000 Hamburg 20, West Germany	Germany
Lothar Hagemann	Geschw. – Scholl Strasse 85 2000 Hamburg 20, West Germany	Germany
Hubert Sauter	Eichenstrasse 55 2000 Hamburg 20, West Germany	Germany

ARTICLE IX
BYLAWS

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

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation pursuant to section 607.0821 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of August, 2019.



 Steven B. Najjar, Secretary

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: August 27, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 November 27, 2019

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)

Leah Wassum
(Typed or printed name of person signing)

Assistant Vice President & Assistant Corporate Secretary
(Title of person signing)