

808731

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

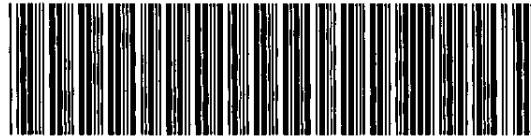
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2012 OCT 24 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend AC

OCT 24 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Liberty Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 808731

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Suzanne Haynsworth
Name of Contact Person

Athene Annuity & Life Assurance Company
Firm/Company

2000 Wade Hampton Blvd.
Address

Greenville, SC 29615
City/State and Zip Code

mwells@athene.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Suzanne Haynsworth at (864) 609-1200
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

808731

(Document number of corporation (if known))

1. Liberty Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. SC
(Incorporated under laws of)

3. 11/5/1951
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 1, 2012

5. Athene Annuity & Life Assurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

n/a
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Christian G. Jefferson
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Christian G. Jefferson
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

FILED
OCT 24 PM 3:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LIBERTY LIFE INSURANCE COMPANY", CHANGING ITS NAME FROM "LIBERTY LIFE INSURANCE COMPANY" TO "ATHENE ANNUITY & LIFE ASSURANCE COMPANY", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 2011, AT 11:49 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2012.

5046102 8100

121114248

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9919388

DATE: 10-16-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:49 AM 11/03/2011
FILED 11:49 AM 11/03/2011
SRV 111162897 - 5046102 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LIBERTY LIFE INSURANCE COMPANY**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

Liberty Life Insurance Company, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST thereof and inserting the following in lieu thereof:

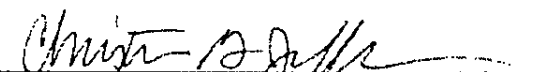
"FIRST: The name of this Corporation is Athene Annuity & Life Assurance Company."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the stockholders of the Corporation) of the General Corporation Law of the State of Delaware.

3. This Certificate of Amendment of Certificate of Incorporation shall become effective February 1, 2012.

IN WITNESS WHEREOF, Liberty Life Insurance Company has caused this Certificate to be executed by its duly authorized officer on this 3rd day of November, 2011.

LIBERTY LIFE INSURANCE COMPANY

By: 
Name: Christian G. Jefferson
Office: Assistant Counsel & Assistant Secretary

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "LIBERTY LIFE INSURANCE COMPANY" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 5:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



5046102 8100V

121114248

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9919389

DATE: 10-16-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:14 PM 09/30/2011
FILED 05:14 PM 09/30/2011
SRV 111060701 - 5046102 FILE

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

First: The name of this corporation is Liberty Life Insurance Company.

Second: The corporation's registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Zip Code 19808.

The registered agent at such address is Corporation Service Company.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The corporation is being incorporated in connection with the conversion of Liberty Life Insurance Company, a South Carolina corporation, to a Delaware corporation (the "Conversion"), and this Certificate of Incorporation is being filed simultaneously with the Certificate of Conversion From a Non-Delaware Corporation to a Delaware Corporation Pursuant to Section 265 of the General Corporation Law of the State of Delaware.

Fourth: The amount of the total stock of this corporation is authorized to issue is 1,321,678 shares (number of authorized shares). All such shares are to be Common Stock, with a par value of \$1 per share, and are to be of one class.

Fifth: The name and mailing address of the incorporator are as follows:

Name: Christian G. Jefferson

Mailing Address: P.O. Box 1389, Greenville, South Carolina 29602-1389.

Sixth: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation.

Seventh: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection

of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Eighth: The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

Ninth: This Certificate of Incorporation shall become effective at 11:59 p.m. on September 30, 2011.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 30th day of September, A.D. 2011.

BY: Christian G. Jefferson
(Incorporator)

NAME: Christian G. Jefferson
(type or print)

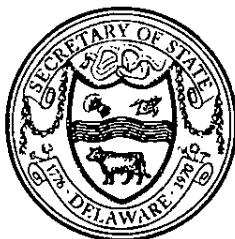
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A SOUTH CAROLINA CORPORATION UNDER THE NAME OF "LIBERTY LIFE INSURANCE COMPANY" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 5:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



5046102 8100V

121114248

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9919389

DATE: 10-16-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:14 PM 09/30/2011
FILED 05:14 PM 09/30/2011
SRV 111060701 - 5046102 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Missouri.
- 2.) The jurisdiction immediately prior to filing this Certificate is South Carolina.
- 3.) The date the Non-Delaware Corporation first formed is June 28, 1909.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Liberty Life Insurance Company.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Liberty Life Insurance Company.
- 6.) The conversion of the Non-Delaware Corporation to the Delaware Corporation shall be effective at 11:59 p.m. on September 30, 2011.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 30th day of September, A.D. 2011.

By: Christian G. Jefferson

Name: Christian G. Jefferson

Print or Type

Title: Assist. Counsel & Assist. Secretary

Print or Type