

# 811037

**Document Number Only**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

400003452964--0  
-11/06/00--01070--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CORPORATION(S) NAME**

Security Connecticut Life Insurance Company

*Amended*

*look on back for stamps*

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <hr/>  |   |   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner ASR  
Updater ASR  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/06/00

Order#:

Ref#:

Amount:\$

RECEIVED  
00 NOV -6 PM 11:19  
DIVISION OF CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 NOV -6 PM 3:17

FILED

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

FILED  
00 NOV -6 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Security Connecticut Life Insurance Company

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Connecticut

3. Date authorized to do business in Florida: 05/21/1956

**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?

N/A

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

N/A

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

N/A

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

Minnesota



Signature  
Name and Title

Loralee A. Renelt, Assistant Secretary

11/2/00  
Date

30423-AA

**RESTATED  
CERTIFICATE OF INCORPORATION AND REDOMESTICATION  
OF  
SECURITY-CONNECTICUT LIFE INSURANCE COMPANY**

We, James R. Gelder, and Susan M. Bergen, respectively, the President and the Secretary of Security-Connecticut Life Insurance Company (the "Company"), a life insurance company incorporated under the laws of the State of Minnesota, do hereby certify as follows:

1. That a Special Meeting of the Company was duly called and held at the home office of the Company in Minneapolis, Minnesota, on May 30, 2000 at 11:30 a.m.
2. That one of the purposes of said Special Meeting was to consider and to act to restate the Certificate of Incorporation of the Company to reflect the redomestication of the Company from Connecticut to Minnesota and certain other amendments to the Certificate of Incorporation of the Company as herein set forth.
3. That notice of said Special Meeting was waived by the sole shareholder of record on May 30, 2000.
4. That at said Special Meeting the sole shareholder of all of the issued and outstanding stock of the Company adopted the following resolutions:

RESOLVED, That the Certificate of Incorporation of the Company be, and it hereby is amended and restated in its entirety to be and read as set forth in a document entitled "Restated Certificate of Incorporation and Redomestication of Security-Connecticut Life Insurance Company" presented with and filed with the records of this meeting as Exhibit A.

RESOLVED, That the President and Secretary be and they hereby are authorized and directed to execute and acknowledge a Certificate embracing the foregoing resolutions amending and restating the Certificate of Incorporation of the Company and to cause the Certificate to be filed in the manner required by the laws of the State of Minnesota and the laws of the State of Connecticut.

RESOLVED, That the proper officers of the Company be, and they hereby are, directed to undertake all actions which may be necessary or proper to effect such amendments and restatement of the Certificate of Incorporation of the Company, including seeking all necessary approvals from the State of Minnesota, the State of Connecticut and as otherwise may be necessary or proper to effect such amendments and restatement.

5. That the restated Certificate of Incorporation of Security-Connecticut Life Insurance Company as set forth in Exhibit A to the records of the Special Meeting reads as follows:

## RESTATED CERTIFICATE OF INCORPORATION AND REDOMESTICATION OF SECURITY-CONNECTICUT LIFE INSURANCE COMPANY

Security-Connecticut Insurance Corporation (the "Company"), a stock insurance corporation, was incorporated on October 19, 1979 under the laws of the State of Connecticut by Special Act No. 78-19 of the General Assembly of Connecticut. On December 31, 1981, Security-Connecticut Life Insurance Company was merged with and into the Company, the surviving entity. As of the effective time of the merger on December 31, 1981 the Company's name was changed to Security-Connecticut Life Insurance Company.

This Restated Certificate of Incorporation and Redomestication supersedes and takes the place of the existing certificate of incorporation and all amendments to it.

### ARTICLE I

The name of this corporation shall be Security-Connecticut Life Insurance Company.

### ARTICLE II

The principal place of business of the Company shall be 20 Washington Avenue South, Minneapolis, Minnesota 55401.

### ARTICLE III

Sec. 1. The purposes and general nature of the business of the Company are to engage in those business activities in which a life insurance company incorporated under the laws of the State of Minnesota may from time to time engage.

Sec. 2. The Company shall be a stock life insurance company.

Sec. 3. The duration of the Company shall be perpetual.

Sec. 4. The names and places of residence of the Board of Directors of the Company as of the adoption of this Restated Certificate of Incorporation are:

Richard Ralph Crowl  
1201 Yale Place #1602  
Minneapolis, MN 55403

Robert Charles Salipante  
14555 Durham Road  
Minnetonka, MN 55345

James Roderick Gelder  
3 Trumbull Lane  
West Hartford, CT 06117

Kenneth Udell Kuk  
6306 Maple Ridge  
Excelsior, MN 55331

Wayne Robert Huneke  
6100 Sherman Circle  
Edina, MN 55436

#### ARTICLE IV

The Company shall have and possess all powers to do everything necessary, suitable, convenient or incidental to the transaction of its business and the accomplishment of any of the purposes stated herein and shall have and possess all powers, rights, privileges, immunities and franchises conferred by the laws of the State of Minnesota under which it is organized and operates and such others as are conferred upon stock life insurance companies by the laws of the State of Minnesota; and the same shall be exercised by the Board of Directors, the Executive Committee or other Committees appointed by the Board of Directors, and such officers and agents as may be elected or appointed by the Board of Directors or by the Executive Committee.

#### ARTICLE V

Sec. 1. The business of the Company shall be managed by a Board of Directors consisting of not less than five nor more than fourteen persons, to be determined by the Board of Directors.

Sec. 2. The directors shall be elected at the annual meeting of the shareholders by a majority vote. The term of office for each director shall be until the next annual meeting of shareholders and until his or her successor has been elected and qualified.

Sec. 3. In the event of a vacancy occurring on the Board of Directors, the Board of Directors may fill such vacancy for the remainder of the unexpired term by vote of the majority of the remaining directors, though less than a quorum, or by a sole remaining director. Not more than one-third of the members of the Board may be so filled by the remaining directors in any one year except that any number of vacancies shall be so filled to provide for a minimum of five directors until the next subsequent meeting of the shareholders. The shareholders, by vote of the majority of the outstanding shares entitled to vote, may elect a director or directors at any time to fill any vacancy not filled by the remaining director or directors.

Sec. 4. A director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for a breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for acts prohibited under subdivisions 2 and 3 of Section 300.64 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this section. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any directors of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE VI

The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees consisting of three or more directors who will serve at the pleasure of the Board. Each Committee shall have all of

the authority of the Board, except as expressly limited by the Board or by the laws of the State of Minnesota.

#### ARTICLE VII

The officers of the Company shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, and such other officers as may be determined and elected by the Board of Directors or by the Executive Committee.

#### ARTICLE VIII

Sec. 1. The authorized capital stock of the Company shall be Two Million, Nine Hundred Sixteen Thousand, Four Hundred Sixty-Nine Dollars (\$2,916,469) divided into Two Million, Nine Hundred Sixteen Thousand, Four Hundred Sixty-Nine (2,916,469) shares of Common Stock of the par value of One Dollar (\$1.00) each. Each holder of Common Stock shall have one vote for each share held.

Sec. 2. No holders of shares of the Company of any class or of any security or obligation convertible into, or of any warrant, option or right to subscribe for, purchase or otherwise acquire, shares of the Company of any class, whether now or hereafter authorized, shall as such holder, have any preemptive right whatsoever to subscribe for, purchase or otherwise acquire shares of the Company of any class or any security or obligation convertible into, or any warrant, option or right to subscribe for, purchase or otherwise acquire, shares of the Company of any class, whether now or hereafter authorized.

#### ARTICLE IX

Sec. 1. The annual meeting of the Company shall be held on the second Thursday of April of each year at such time and place as may be designated from time to time by the Board of Directors for the election of directors and the transaction of such other business as may properly come before the meeting.

Sec. 2. Special meetings of the Company may be called by the Chairman or the President, or by the Board of Directors or Executive Committee in accordance with the Bylaws.

Sec. 3. At any meeting of the Company, each shareholder shall be entitled to the vote provided in Article VIII hereof for each share of stock held by him.

Sec. 4. Shareholders may vote by proxy.

Sec. 5. At any meeting of the Company a quorum shall consist of the presence in person or by proxy of the holders of a majority of the stock outstanding entitled to vote.

ARTICLE X

The Board of Directors shall have authority to make and alter the Bylaws of the Company, subject to the power of the shareholders to change or repeal such Bylaws.

ARTICLE XI

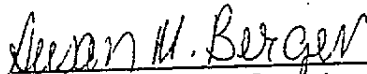
The Company reserves the right to alter, amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the President and the Secretary of Security-Connecticut Life Insurance Company have signed this document this 14<sup>th</sup> day of June, 2000, with the corporate seal affixed hereto.

SEAL



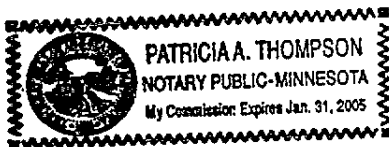
James R. Gelder, Chief Executive Officer  
and President



Susan M. Bergen, Secretary

STATE OF MINNESOTA )  
 ) SS  
COUNTY OF HENNEPIN )

On this 14<sup>th</sup> day of June, 2000, before me a notary public, within and for said county, personally appeared James R. Gelder and Susan M. Bergen, to me personally known and known to be the persons described in and who executed the foregoing certificate, who being each by me duly sworn, did say that they are the President and Secretary, respectively, of Security-Connecticut Life Insurance Company, the Company named in and on behalf of which the foregoing Certificate was made; that the statements contained in the foregoing Certificate are true in substance and in fact; the seal affixed to the foregoing Certificate is the corporate seal of said Company and that said Certificate was executed on behalf of said Company by authority of its sole shareholder and its Board of Directors; and the said James R. Gelder and Susan M. Bergen each acknowledge that he or she executed the same as his or her free act and deed and acknowledged the same to be the free act and deed of said Company.



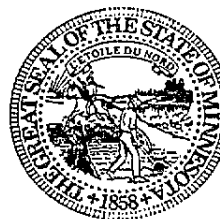
Patricia A. Thompson

The within restatement of the Articles of Incorporation of Security-Connecticut Life Insurance Company is hereby approved this 28<sup>th</sup> day of June, 2000, to be effective July 20, 2000.

James C. Bernstein  
Commissioner of Commerce

(Insurance Division Seal)

By: Kevin M. Murphy  
Kevin M. Murphy  
Assistant Commissioner





DEPARTMENT OF COMMERCE  
STATE OF MINNESOTA

IN THE MATTER OF  
THE REDOMESTICATION OF  
SECURITY-CONNECTICUT LIFE  
INSURANCE COMPANY  
FROM THE STATE OF CONNECTICUT  
TO THE STATE OF MINNESOTA.

ORDER OF APPROVAL

Upon application of Security-Connecticut Life Insurance Company (Security-Connecticut) to redomesticate from the State of Connecticut to the State of Minnesota, the Minnesota Commissioner of Commerce (Commissioner) finds as follows:

1. That Security-Connecticut is a Connecticut domiciled insurance company, incorporated under the laws of Connecticut on October 19, 1979. Security-Connecticut was incorporated as "Security-Connecticut Insurance Corporation", and adopted its current name on December 31, 1981.
2. That Security-Connecticut holds a Certificate of Authority to conduct the business of life and accident and health insurance as a domestic admitted insurer in the State of Connecticut.
3. That in accordance with Minn. Stat. §60A.161(1998), the Commissioner is authorized to permit a corporation organized under the laws of Connecticut and admitted to do business as a foreign admitted insurer in Minnesota to become a domestic corporation and thereafter be authorized to transact the business of insurance in Minnesota as a domestic insurer.
4. That Security-Connecticut has filed all documents required by the Commissioner with regard to the proposed redomestication and all such documents have been found satisfactory by the Commissioner.

5. That the Insurance Commissioner of the State of Connecticut approved the redomestication of Security-Connecticut from the State of Connecticut to the State of Minnesota on June 16, 2000.
6. The effective date of the redomestication shall be the date on which the Restated Certificate of Incorporation and Redomestication is filed with the Minnesota Secretary of State.

NOW, THEREFORE, IT IS HEREBY ORDERED based upon the above Findings of Fact, that the redomestication of Security-Connecticut is APPROVED.

IT IS FURTHER ORDERED, that the Commissioner shall issue a Certificate of Authority to Security-Connecticut which shall evidence that Security-Connecticut is licensed as a domestic insurer in the State of Minnesota. In accordance with Minn. Stat. §60A.161(1998), Security-Connecticut will be recognized as the continuing corporation of the corporation formed under the laws of the State of Connecticut on October 19, 1979, but with a change of domiciliary state from Connecticut to Minnesota as of the date the redomestication is effected in the manner described above.

All of which is ADOPTED, ORDERED AND SIGNED this 19th day of

July, 2000.

Dated: July 19, 2000

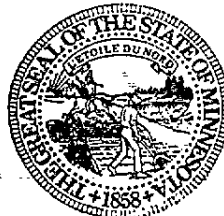
James C. Bernstein  
Commissioner of Commerce

By: Kevin M. Murphy  
Assistant Commissioner

STATE OF MINNESOTA  
FILED

JUL 20 2000

Mary K. Hoffmann  
Secretary of State

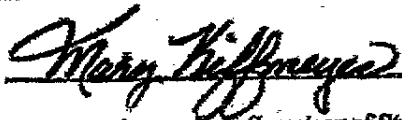


**STATE OF MINNESOTA**

**DEPARTMENT OF STATE**

I hereby certify that this is a  
true and complete copy of the  
document as filed for record in  
this office.

DATED 11-3-00



Secretary of State



By

