811112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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2020 JUL 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FL

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SEP 1 9 2020

Time Insurance Company
250 Avenida Lúis Muñoz Rivera
Suite 420
San Juan, Puerto Rico 00918
(787) 302-1700

July 23, 2020

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Document Number 811112

Ladies and Gentlemen:

This is a letter to help explain the attached Application.

The Amendment is for three basic changes:

1. Reflect the name change from "Time Insurance Company II" to "Time Insurance Company."

2. Reflect the jurisdiction of incorporation from Puerto Rico to Wisconsin

3. We are retaining the same Registered Agent (Corporation Service Company), but we want to correct the city from "Tallassee" which is an error to "Tallahassee."

Enclosed for your reference are:
(a) A new Certificate of Authority from Wisconsin, showing us as a Wisconsin domestic insurer under the name "Time Insurance Company"
(b) A Certificate of the Amended and Restated Articles of Incorporation of Time Insurance Company from Wisconsin.
(c) A Consent of Directors approving all of these changes.

Our return address and telephone number are listed above.

Please let me know if you have any question.

Yours truly,

Kathleen Starrs.

Kathleen Nora Starrs
Chief Financial Officer
Time Insurance Company

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Time Insurance Company II

Name of Corporation

DOCUMENT NUMBER: 811112

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathleen Nora Starrs

Name of Contact Person

Time Insurance Company

Firm/Company

250 Avenida Luis Munoz Rivera, Suite 420

Address

San Juan, PR 00918

City/State and Zip Code

kathy.starrs@hamllc.com

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

For further information concerning this matter, please call:

Kathleen Nora Starrs at (787) 302-1700

Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ $35 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy

☐ $52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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.)

FILED
2020 JUL 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FL

SECTION I
(1-3 MUST BE COMPLETED)

811112
(Document number of corporation (if known))

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

2. Puerto Rico
(Incorporated under laws of)

3. 06/26/1956
(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? 02/28/2020

5. Time Insurance 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)

(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.

(New duration)

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

Wisconsin
(New jurisdiction)

8. **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 Corporation Service Company

1201 Hays Street
(Florida street address)

New Registered Office Address: Tallahassee, Florida 32301
(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

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

Title/ Capacity	Name	Address	Type of Action
________	______________________	______________________________	☐Add
		______________________________	☐Remove
________	______________________	______________________________	☐Add
		______________________________	☐Remove
________	______________________	______________________________	☐Add
		______________________________	☐Remove
________	______________________	______________________________	☐Add
		______________________________	☐Remove
________	______________________	______________________________	☐Add
		______________________________	☐Remove

10. 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.

Kathleen N. Starrs

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

Kathleen N. Starrs
(Typed or printed name of person signing)

Chief Financial Officer
(Title of person signing)

FILING FEE $35.00

Certificate of Authority
State of Wisconsin

Office of the Commissioner of Insurance

Certificate No.: 54218474
Date Effective: 02/28/2020
License Chapter: 611 Wis. Stat.

This is to Certify, That pursuant to the Insurance Laws of the state of Wisconsin,

Time Insurance Company

WISCONSIN

Has paid the fees and taxes required by law and that it is hereby authorized to transact the business of:

Disability Insurance
Life Insurance and Annuities Non-Participating

Subject to the following limitations:

None

In the state of Wisconsin as long as the insurer continues to conform to the authority granted by this certificate, is in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the state of Wisconsin.

Commissioner of Insurance

State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

Amended and Restated Articles of Incorporation
As Adopted February 28, 2020

for Time Insurance Company

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 31st day of March 2020.

Commissioner of Insurance

FILED
MAR 3 1 2020
INSURANCE COMMISSION
STATE OF WISCONSIN

Secretary's Certificate

March 31, 2020

I, Kathleen N. Starrs, Secretary of Time Insurance Company, a life insurance company organized under the laws of the State of Wisconsin (the "Company"), **DO HEREBY CERTIFY** to the Wisconsin Office of the Commissioner of Insurance the following:

1. Attached hereto as Exhibit A is a true, complete and correct copy of the Company's Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto signed my name as of the date first written above.

TIME INSURANCE COMPANY

By: Kathleen N. Starrs

Kathleen N. Starrs
Secretary

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TIME INSURANCE COMPANY

A WISCONSIN INSURER AND CORPORATION

ADOPTED AS OF FEBRUARY 28, 2020

Time Insurance Company (the "Corporation") is organized in accordance with, and adopts these Amended and Restated Articles of Incorporation in accordance with Chapters 611 and 180 of the Wisconsin Statutes, in connection with the redomestication of the Corporation from the Commonwealth of Puerto Rico, and hereby certifies as follows:

1. The Corporation was originally formed in the State of Wisconsin on February 11, 1910, under the name Time Insurance Company.

2. On December 5, 2018, the Corporation redomesticated to the Commonwealth of Puerto Rico by merger with Haven Insurance Company II, a Puerto Rico corporation and international insurer. Upon such merger, the Corporation was the survivor, became an international insurer, and was renamed Time Insurance Company II.

3. In connection with its redomestication to Wisconsin, the Corporation is changing its name back to Time Insurance Company.

The Corporation's Articles of Incorporation approved by the Office of the Commissioner of Insurance of the Commonwealth of Puerto Rico on December 5, 2018, and all amendments and supplements to them, are superseded by the following Amended and Restated Articles of Incorporation:

ONE: The name of the corporation (hereinafter called the "Corporation") is:

TIME INSURANCE COMPANY

TWO: The principal office of the Corporation is located at 250 Avenida Luis Muñoz Rivera, Suite 420, San Juan, Puerto Rico 00918 or such other location within the State of Wisconsin or, subject to the giving of prior notice to the Office of the Commissioner of Insurance of the State of Wisconsin (the "OCI"), outside the State of Wisconsin, as the Board

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of Directors may determine. The Corporation shall have full power and authority to establish offices and agencies in the State of Wisconsin, and in other states and territories and in foreign countries. Subject to the foregoing, and all applicable laws and regulations of the State of Wisconsin, from time to time hereafter, the designation of the principal office of the Corporation may be changed in the manner provided in the By-Laws.

Corporation Service Company is hereby designated as the agent of the Corporation upon whom process against it may be served. The principal business address upon which any process against the Corporation may be served upon it is 8040 Excelsior Drive, Suite 400, Madison, Wisconsin 53717.

THREE: The nature of the business proposed to be transacted, promoted and carried on for pecuniary profit of the Corporation is to operate an insurer in the classes of insurance specified in these Amended and Restated Articles of Incorporation, within the provisions of the Wisconsin Insurance Laws and Regulations; to enter into reinsurance agreements as may be deemed advisable; and to carry on such other lawful activities as may necessary for, or incidental to, those recited herein above and which may be conducted by the Corporation under the provisions of the Wisconsin Statutes. Subject to the foregoing, the Corporation may exercise these powers and perform these functions for its own account or on behalf of other insurers or reinsurers that may authorize it to act in such capacity.

The kind or kinds of insurance that the Corporation shall be authorized to transact shall be any and all kinds, classes, types and forms of life, health, diasability and accident insurance, including, but not limited to, annuity contracts, and long-term care insurance, and combinations of any two or more such kinds, classes, or types of such insurance and annuity contracts, as such insurance business is now or hereafter may be permitted or authorized under the laws of the State of Wisconsin, and any state, commonwealth, nation, country, territory, possession or the District of Columbia in which the Corporation is authorized to do business and to reinsure any such insurance risk or any part thereof ceded to it by other insurance companies or their "successors in interest." The foregoing statement of purpose shall not be held to limit or restrict the powers of the Corporation to carry on, and the Corporation shall have the power to carry on, any other business it may lawfully do.

In connection therewith, the Corporation shall have and shall exercise all of the rights, powers and privileges expressly or impliedly conferred on it by the laws of the State of Wisconsin, including without limitation the Wisconsin Statutes and particularly by the provisions and dispositions of the Wisconsin Insurance Laws and Regulations.

FOUR: The Corporation is to be carried on for pecuniary profit.

FIVE: The total number of shares of voting common stock, which the Corporation is authorized to issue from time to time, is 150,000 common shares with a par value of $5.00 each.

The Corporation is also authorized to issue from time to time up to 100,000,000 non-voting preferred shares with a par value of $5.00 each. Such preferred shares may be issued from time to time in one or more series. Subject to applicable law, the Directors of the Corporation are authorized, acting by resolution, to determine or alter the seniority and ranking, liquidation and other preferences, dividend rates and other rights, and mandatory and optional redemption provisions of, and the qualifications, limitations and restrictions granted to or imposed upon, any new series of preferred shares. Within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of preferred shares, the Directors of the Corporation are also authorized to increase or decrease (but not below the number of shares of any such series of preferred shares then outstanding) the number of shares of any such series of preferred shares, and to fix the number of shares of any series of preferred shares, and to make such filings with the State of Wisconsin necessary to effect the same.

All of the stock of this Corporation shall be fully paid and non-assessable. All of said stock shall be payable in lawful money of the United States, property, labor or services at a just valuation to be fixed by the Board of Directors.

SIX: The paid-in capital of the Corporation shall be at least $2,500,000, and the capital and surplus of the Corporation shall be at least $7,500,000.

SEVEN: The name and place of residence of the incorporator was as follows:

Name	Address
Wanda Liz Vargas-García	Carr. 694 Int. Km. 7.3 Sector Maysonet II, Bo. Maguayo Dorado, Puerto Rico 00646

The names and addresses of the initial directors who were appointed to be directors after the effectiveness of these Amended and Restated Articles of Incorporation are as follows:

Name	Address
1. Achim Maximilian Holmes	23 Clapboard Ridge Road Greenwich, CT 06830

2.	Jonathan Todd Feldman	1315 Ashford Avenue San Juan, PR 00907
3.	Gordon Rowell	18 Oceanside Plantation West Bay, Grand Cayman Cayman Islands KY1-1102
4.	Thomas X. Fritsch	350 Wilmot Road New Rochelle, NY 10804
5.	José Oscar Montemayor	10800 Vestavio Court Austin, TX 78747

EIGHT: The Corporation is to have perpetual existence.

NINE: Once a certificate of authority as an insurer is issued, the shareholders of the Corporation shall not be liable for the payment of the corporate debts to any extent whatsoever, except to the extent otherwise expressly provided in the Wisconsin Insurance Laws and Regulations or as any of them may expressly agree by guaranty or other contract.

TEN: For the management of the business and for the conduct of the affairs of the Corporation, and in further creation, definition, limitation, and regulation of the powers of the Corporation and of its Directors and shareholders, it is further provided:

1. Directors shall be elected at the annual meeting of shareholders of the Corporation, which shall be held prior to May 1 of each calendar year and the Corporation shall have no less than five (5) Directors and its exact number shall be fixed in the manner provided in the By-Laws, but such number may from time to time be increased or decreased (but in no case will the number be less than the minimum number required under the applicable laws of the State of Wisconsin) in such manner as may be prescribed by the Corporation's By-Laws and subject to the laws of the State of Wisconsin.

2. The names of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are those five (5) persons listed as initial Directors under Article SEVEN above, provided that then their term shall continue or expire as provided for in the By-Laws of the Corporation.

3. Election of Directors need not be by ballot unless the Corporation's By-Laws so require. Meetings of the Board of Directors may be held at the principal offices of the Corporation or at such places within or without the State of Wisconsin as shall be specified in the respective notices thereof or in the respective waivers of notice thereof. Meetings of the Board of Directors may be telephonic.

4. In furtherance and not in limitation of the powers conferred by the laws of the State of Wisconsin, and subject at all times to the provisions thereof, the Board of Directors is expressly authorized and empowered:

> (a) To enter into contracts for the management of the business of the Corporation subject to the provisions of the Wisconsin Insurance Law and Regulations.
>
> (b) To exercise all the powers of the Corporation, except such as are conferred by law or by the By-Laws of the Corporation upon the shareholders.

5. Each Director and officer of the Corporation, whether or not in office, or serving as officer or director of a corporation under a management contract with the Corporation, because of the Corporation's interest in such other corporation, shall be indemnified by the Corporation to the fullest extent provided in the By-Laws.

6. The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be vested in the Board of Directors.

7. The Board of Directors shall keep a full and correct record of all board transactions.

8. The Board of Directors shall elect corporate officers in accordance to the Corporation's By-laws. Vacancies among Directors shall be filled by a majority vote of the remaining Directors, and the succeeding Directors shall fill the unexpired term of the Director he is replacing. Directors are authorized to fill any vacancy that may occur during the year between Shareholder meetings. Vacancies among Officers shall be filled by the Chief Executive Officer or the President. The succeeding Officer shall serve until the next annual meeting.

ELEVEN: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (c) for any vote for or assent to an unlawful distribution to shareholders; or (d) for any transaction from which the director derived an improper personal benefit. This Article ELEVEN shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators. 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.

TWELVE: The Corporation reserves the right to amend, alter or repeal any of the provisions of these Amended and Restated Articles of Incorporation and to add other provisions authorized by the laws of the State of Wisconsin and most specifically the Wisconsin Insurance Law and Regulations and the Wisconsin Statutes at the time in force in the manner and at the time prescribed by said laws, and all rights, powers, and privileges at any time conferred upon the Board of Directors and the shareholders are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I the undersigned, do make and file these Amended and Restated Articles of Incorporation on this the 31ST day of March, 2020, and do swear that the facts herein stated are correct.

Kathleen Nora Starrs
Kathleen Nora Starrs
Secretary of the Corporation

THE STATE OF) Connecticut
)
COUNTY OF) Fairfield

I, the undersigned Notary Public, do certify that on this 31st day of March, 2020, before me personally appeared Kathleen Nora Starrs, who, having first been duly sworn, declared that he or she is the person who signed the foregoing document and that the statements contained therein are true and correct.

(Notarial Seal)

Notary Public, State of Connecticut
Name: Theresa M. Lowe
My commission expires: 11/30/2020

THERESA M LOWE
NOTARY PUBLIC
State of Connecticut
My Commission Expires
November 30, 2020