

811341

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TALLAHASSEE, FL

2019 SEP -6 AM 11:44

FILED

OCT 10 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CONSTITUTION LIFE INSURANCE COMPANY
Name of Corporation

DOCUMENT NUMBER: 811341

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darcy Heller

Name of Contact Person

Nassau Life Insurance Company of Texas

Firm/Company

1064 Greenwood Blvd., Suite 260

Address

Lake Mary, FL 32746

City/State and Zip Code

CLICLegal@nsre.com

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

For further information concerning this matter, please call:

Darcy Heller

at (407) 547-3350
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 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

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)

811341

(Document number of corporation (if known))

1. CONSTITUTION LIFE INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)

2. TEXAS 3. 09/28/1956
(Incorporated under laws of) (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? 06/27/2019

5. NASSAU LIFE INSURANCE COMPANY OF TEXAS
(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.

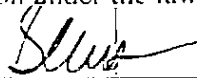
(New duration)

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

(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.

REC'D
2019 SEP -6 AM 11:44
TALLAHASSEE, FL



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

STEVE CARLTON
(Typed or printed name of person signing)

SECRETARY & DIRECTOR
(Title of person signing)

Texas Department of Insurance Amended Certificate of Authority

License no. 20300

Licensed since: December 6, 1957

Department Certification

Nassau Life Insurance Company of Kansas
(domestic stock life, health, or accident company)
organized under the laws of the state of Texas

This entity has complied with the laws of the state of Texas, as applicable, and is authorized to transact the following lines of insurance:

Accident, Health, Life

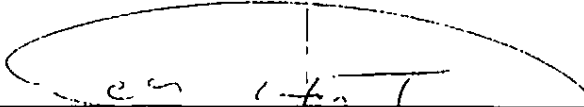
This amended certificate of authority is in full force and effect until it is revoked, canceled, or suspended according to law.

Given under my hand and official seal of office
in the city of Austin,

June 27, 2019

KENT C. SULLIVAN
COMMISSIONER OF INSURANCE

BY


Jeff Hunt, Assistant Deputy Commissioner
Financial Regulation Division
Company Licensing and Registration
Commissioner's order no. 3632



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONSTITUTION LIFE INSURANCE COMPANY

CONSTITUTION LIFE INSURANCE COMPANY (the "Company") adopts the following Amended and Restated Articles of Incorporation for the purpose of changing the name of the Company; to change the location of the home office; to eliminate references to capital and surplus on the date of redomestication; and to adopt Restated Articles of Incorporation which accurately reflect the current Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as herein.

ARTICLE ONE

The Articles of Incorporation of the Company are amended by the Restated Articles of Incorporation as follows:

1. Article I is amended to change the name of the Company to Nassau Life Insurance Company of Texas by amending Article I to read as follows:

"ARTICLE I

The name of the Company is Nassau Life Insurance Company of Texas."

2. Article II is hereby amended to change the location of the home office of said Company by amending Article II to read as follows:

"ARTICLE II

The location of the home office of said corporation shall be in Travis County, Texas."

3. Article VII is amended to reflect the minimum capital and surplus to be maintained by Company by amending Article VII to read as follows:

"ARTICLE VII

The amount of paid in capital of the Corporation shall be not less than \$2,500,000 and the amount of paid in surplus of the Corporation shall be not less than \$2,000,000."

ARTICLE TWO

Each amendment described above made by these Restated Articles of Incorporation have been effected in conformity with the provisions of the Texas Business Organization Code and Texas Insurance Code.

ARTICLE FOUR

Each amendment described above made by these Restated Articles of Incorporation were adopted by the sole shareholder of the Corporation on April 15, 2019 by unanimous written consent.

ARTICLE FIVE

The number of shares outstanding on the date the amendments made by these Restated Articles of Incorporation was adopted was 44,685 shares of common stock of the Company outstanding, entitled to vote on the approval of each amendment described above made by these Restated Articles of Incorporation all of which were held by a single shareholder.

ARTICLE SIX

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

Article I

The name of the Corporation is Nassau Life Insurance Company of Texas.

Article II

The location of the home office of said corporation shall be in Travis County, Texas.

Article III

The period of duration of the Corporation is perpetual.

Article IV

This Corporation is organized for the purpose of conducting the business of insurance, and the kinds of insurance business which this Corporation shall transact are life insurance, health insurance and accident insurance, and a combination of said kinds of insurance, as well as reinsurance of such kinds of insurance, all as authorized by the Texas Insurance Code.

Article V

The number of the Corporation's directors shall be not less than five nor more than nine, as provided from time to time in the Bylaws. Directors shall be elected annually by the shareholders for a term of one year to hold office until their successors are duly elected and qualified.

Article VI

The amount of authorized capital stock of this Corporation is Three Million Dollars (\$3,000,000) divided into Fifty Thousand (50,000) common shares, which common shares shall be equal in all respects, shall have a par value of Sixty Dollars (\$60.00) per share, shall be non-assessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common shares shall be issued and fully paid for prior to the Corporation commencing any business.

Article VII

The amount of paid in capital of the Corporation shall be not less than \$2,500,000 and the amount of paid in surplus of the Corporation shall be not less than \$2,000,000."

Article VIII

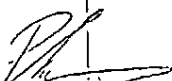
1. **Fiscal Year:** The fiscal year of the Corporation shall be the calendar year.
2. **Limit of Liability:** A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.
3. **Bylaws:** The Board of Directors or the shareholders shall have power to make, alter, amend and repeal such Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders which specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors."

ARTICLE SEVEN

The holder of all of the outstanding shares entitled to vote on each amendment described above made by these Restated Articles of Incorporation, by execution of a unanimous written consent, adopted these amendments, and no holders of any of the Corporation's shares of stock voted against the amendment.

IN WITNESS WHEREOF, this document has been executed to be effective on June 27, 2019.

CONSTITUTION LIFE INSURANCE COMPANY


By: _____
Phillip J. Gass, President