

811918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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AND
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07 NOV - 7 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Andrew N.C.

C. Coullotte NOV 09 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Valley Forge Life Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 811918

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Lemon

(Name of Contact Person)

Swiss Re Life & Health America Inc.

(Firm/Company)

1700 Magnavox Way

(Address)

Fort Wayne, IN 46804

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Lemon

(Name of Contact Person)

at (260) 435-8655

(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

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

(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

(Name of corporation as it appears on the records of the Department of State)

(Incorporated under laws of)

(Date authorized to do business in Florida)

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

its jurisdiction of incorporation? September 30, 2007

(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)

(New duration)

Indiana

(New jurisdiction)

attached is a certificate of 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.

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

(Typed or printed name of person signing)

(Title of person signing)

70211

**Certificate of Similarity
11-9-33**

**INSURANCE DEPARTMENT
STATE OF INDIANA
Office of
COMMISSIONER OF INSURANCE**

Indianapolis, Indiana February 24, 2005

I, James Atterholt, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the **Articles of Redomestication for Valley Forge Life Insurance Company dated December 17, 2004**, with the original on file at this Department and find the same to be a correct transcript of the whole of said original.



**In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.**



Insurance Commissioner

Commissioner's Certification Seal is in red

APPROVED
DEPARTMENT OF INSURANCE

TO: Commissioner of Insurance, State of Indiana

**Articles of Redomestication
Of
Valley Forge Life Insurance Company**

DEC 17 2004
Mark Ruppel
STATE OF INDIANA
INSURANCE COMMISSIONER

The undersigned, W. Weldon Wilson, Patricia D. Harrigan and Margaret Ashbridge being Chief Executive Officer and Secretary and Assistant Secretary, respectively, of Valley Forge Life Insurance Company, a Pennsylvania Insurance Company, hereby certify the following:

1. The name of the company is Valley Forge Life Insurance Company ("Valley Forge").
2. Valley Forge was organized under the provisions of the General Assembly of the Commonwealth of Pennsylvania.
3. Valley Forge desires to redomesticate under the laws of Indiana.
4. These Articles of Redomestication have been duly adopted by the Board of Directors of Valley Forge (the "Board of Directors") by unanimous written consent dated August 25, 2004.
5. Valley Forge agrees to be bound by all terms and provisions of the Indiana Insurance Code.
6. The Articles of Incorporation of Valley Forge shall, upon its filing with and approval by the Department of Insurance of the State of Indiana, read as follows:

ARTICLE I

The name of the company is "Valley Forge Life Insurance Company"

ARTICLE II

The principal office shall be located at 1700 Magnavox Way, Fort Wayne, Allen County, State of Indiana.

ARTICLE III

The purposes for which the Company is formed are:

- 1) To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities, including variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance.

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CORPORATIONS DIV.
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APPROVED
AND
FILED

12-29-04
Paul G. Wilson
SECRETARY OF STATE
STATE OF INDIANA

- 2) To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto.

ARTICLE IV

The term during which the company shall continue as such shall be perpetual.

ARTICLE V

The plan or principle on which the business is to be conducted is the joint stock plan or principle.

ARTICLE VI

The authorized capital of the company shall be TEN MILLION DOLLARS (\$10,000,000.00). The number of authorized common shares shall be TWO HUNDRED THOUSAND (200,000). The par value of each common share shall be FIFTY DOLLARS (\$50.00).

ARTICLE VII

The business of the company shall be managed by a Board of at least five (5) Directors. A majority of the Directors shall be citizens of the United States of America or of the Dominion of Canada, and at least one of such directors shall reside in the State of Indiana. The Board of Directors shall elect the officers of the company, which shall consist of a Chief Executive Officer, a President, a Secretary, and a Treasurer and such other officers as may be prescribed by the bylaws.

ARTICLE VIII

Names and post office address of officers and directors of the company are as follows:

Jacques E. Dubois - Chairman of the Board and Director
175 King Street
Armonk, NY 10504

W. Weldon Wilson - Chief Executive Officer and Director
175 King Street
Armonk, NY 10504

Stephen R. McArthur - President and Director
175 King Street
Armonk, NY 10504

Raymond A. Eckert - Chief Financial Officer and Director
175 King Street
Armonk, NY 10504

Neal E. Arnold - Vice President and Director
1700 Magnavox Way
Fort Wayne, IN 46804

Patricia D. Harrigan – Secretary
175 King Street
Armonk, NY 10504

Margaret Ashbridge – Assistant Secretary
1700 Magnavox Way
Fort Wayne, IN 46804

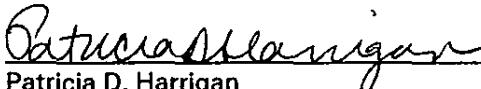
Each of the above named directors shall serve until the next annual shareholders' meeting, and each of the officers shall serve until the board of directors meeting following the next shareholders' meeting, and until his or her successor is chosen and qualified or, in the event of resignation, removal, death or disqualification prior thereto, until his or her successor can be chosen and qualified.

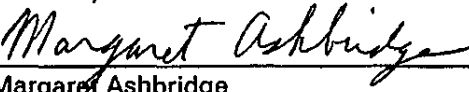
ARTICLE IX

The company reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions contained in the Articles of Incorporation or any amendment thereto, or by the provisions or any other applicable statute of the State of Indiana; and all rights conferred upon shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, we have set our hands and the corporate seal in triplicate this 25th day of August 2004.

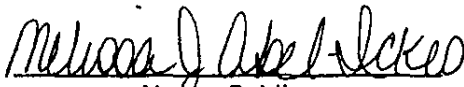

W. Weldon Wilson
Chief Executive Officer


Patricia D. Harrigan
Secretary


Margaret Ashbridge
Assistant Secretary

Sworn to, or affirmed, and subscribed before me, this 25th day of August 2004.




Notary Public
Melissa J. Abel-Ickes
Notary Public, State of Indiana
County of Allen
My Commission Expires:
June 16, 2009

Department of Insurance

State of Indiana

OFFICE OF

Insurance Commissioner

CERTIFICATE OF AUTHORITY

Indianapolis, Indiana, December 17, 2004

Whereas, The **Valley Forge Life Insurance Company** of **Fort Wayne, Indiana** having complied with all the requirements of the laws regulating **Stock Life** Insurance Companies doing business in the State of Indiana.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class 1 (a) (b) (c)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.

IN TESTIMONY WHEREOF I hereunto
subscribe my name and affix the seal of my
office the date written above.

James Otterholt

ACTING INSURANCE COMMISSIONER



**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

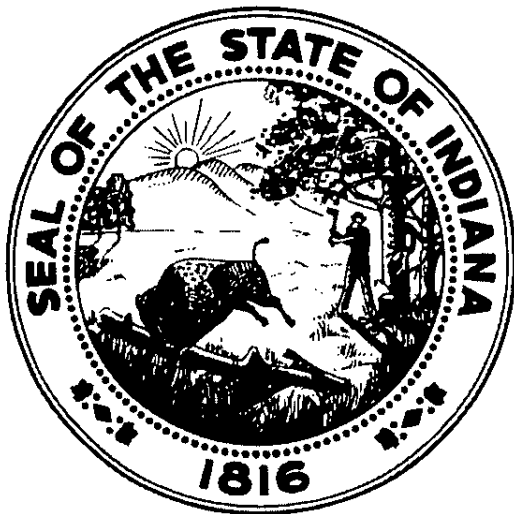
VALLEY FORGE LIFE INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

The name following said transaction will be:

REASSURE AMERICA LIFE INSURANCE COMPANY

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, September 27, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 27, 2007.

A handwritten signature in black ink, reading "Todd Rokita". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

TODD ROKITA,
SECRETARY OF STATE

2005010700425

APPROVED

TO: Commissioner of Insurance, State of Indiana

AND
FILED

APPROVED

Articles of Amendment of the Articles of Incorporation

SEP 27 2007

07 SEP 27 AM 10:28

IND. SECRETARY OF STATE

Of

Valley Forge Life Insurance Company

STATE OF INDIANA
DEPT. OF INSURANCE

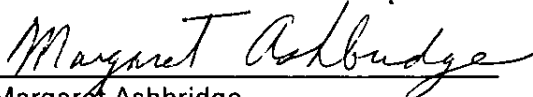
The undersigned, Margaret Ashbridge and Mark Lemon, being Vice President and Assistant Secretary, respectively, of Valley Forge Life Insurance Company, an Indiana Insurance Company, hereby certify the following:

1. The exact text of Article I of the Articles of Incorporation is amended to read as follows:

"The name of the company is Reassure America Life Insurance Company."

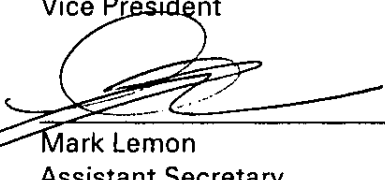
2. This Amendment to the Articles of Incorporation was duly adopted by the Board of Directors of Valley Forge Life Insurance Company on May 16, 2007, and will be effective immediately following the merger of Reassure America Life Insurance Company with and into Valley Forge Life Insurance Company.

IN WITNESS WHEREOF, we have set our hands and the corporate seal in triplicate this 14th day of September 2007.



Margaret Ashbridge
Vice President

(SEAL)


Mark Lemon
Assistant Secretary

Sworn to, or affirmed, and subscribed before me, this 14th day of September 2007.


Notary Public

Melissa J. Abel-Ickes
Notary Public, State of Indiana
County of Allen
My Commission Expires:
June 16, 2009



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

State Form 38333 (R10 /1-03)

Approved by State Board of Accounts, 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

RECEIVED
CORPORATIONS DIV.

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.

Present original and one copy to address in upper right hand corner of this form.

Please TYPE or PRINT.

Please visit our office on the web at www.sos.in.gov.

07 SEP 27 AM 10:28

Indiana Code 23-1-38-1 et seq.

Filing Fee: \$30.00

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF	
Name of Corporation Valley Forge Life Insurance Company	Date of incorporation 08/09/1956
The undersigned officers of the above referenced Corporation (<i>hereinafter referred to as the "Corporation"</i>) existing pursuant to the provisions of: (indicate appropriate act) <input checked="" type="checkbox"/> Indiana Business Corporation Law <input type="checkbox"/> Indiana Professional Corporation Act of 1983 as amended (<i>hereinafter referred to as the "Act"</i>), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:	
ARTICLE I Amendment(s)	
The exact text of Article(s) <u>I</u> of the Articles of Incorporation is now as follows: (NOTE: If amending the name of corporation, write Article "I" in space above and write "The name of the Corporation is _____," below.) The name of the Corporation is Reassure America Life Insurance Company.	
ARTICLE II	
Date of each amendment's adoption: The amendment set forth above was adopted by the Board of Directors on May 16, 2007 and will be effective immediately following the merger of Reassure America Life Insurance Company into Valley Forge Life Insurance Company.	

(Continued on the reverse side)

ARTICLE III Manner of Adoption and Vote

Mark applicable section: NOTE - Only in limited situations does Indiana law permit an Amendment without shareholder approval. Because a name change requires shareholder approval, Section 2 must be marked and either A or B completed.

☒ SECTION 1 This amendment was adopted by the Board of Directors or incorporators and shareholder action was not required.

☐ SECTION 2 The shareholders of the Corporation entitled to vote in respect to the amendment adopted the proposed amendment. The amendment was adopted by: (Shareholder approval may be by either A or B.)

A. Vote of such shareholders during a meeting called by the Board of Directors. The result of such vote is as follows:

	Shares entitled to vote.
	Number of shares represented at the meeting.
	Shares voted in favor.
	Shares voted against.

B. Unanimous written consent executed on _____, 20____ and signed by all shareholders entitled to vote.

ARTICLE IV Compliance with Legal Requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 13th day of June, 20 07.

Signature of current officer or chairman of the board



Printed name of officer or chairman of the board

W. Weldon Wilson

Signator's title

Chairman and CEO

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 15th day of June 2007.

Francesca Savona
Francesca Savona
Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administering oaths in the State of New York, certify that W. Weldon Wilson, Chairman and CEO of the Corporation, and Francesca Savona, Assistant Secretary, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 15th day of June, 2007

Kathleen E. Pryce
Notary Public

KATHLEEN E. PRYCE
Notary Public, State of New York
No. 01PR6048685
Qualified in Bronx County
Certificate Filed in Bronx County
Commission Expires October 02, 2010