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Division of Corporations
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Phone : (850) 521-1000
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2007 APR 12 AM 10:52
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TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

JEFFERSON PILOT LIFEAMERICA INSURANCE COMPANY

RECEIVED

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DIVISION OF CORPORATIONS

Certificate of Status	0
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PROFIT CORPORATION

SECTION I

(Document number of corporation (if known))

- Jefferson Pilot LifeAmerica Insurance Company**

SECTION II

- Lincoln Life & Annuity Company of New York

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

- (New duration)

- New York

(New jurisdiction)

Stephen E. Rahn

Vice President

(Title of person signing)

H07000095571 3

Certificate of Good Standing

STATE OF NEW YORK
INSURANCE DEPARTMENT

H07000095571 3

It is hereby certified that

LINCOLN LIFE & ANNUITY COMPANY OF NEW YORK
of Syracuse, New York

was incorporated under the Laws of the State of New York and was licensed to transact insurance business in the State of New York on August 04, 1900 ;

that it changed its name to CHUBB COLONIAL LIFE INSURANCE COMPANY on March 1, 1996;

that it changed its name to JEFFERSON PILOT LIFE AMERICA INSURANCE COMPANY on May 1, 1998;

that it changed its name to LINCOLN LIFE & ANNUITY COMPANY OF NEW YORK on April 2, 2007.

IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly authorized in the State of New York to transact the business of life, annuities and accident and health insurance as specified in the paragraph(s) 1, 2 and 3 of Section 1113(a) of the New York Insurance Law, and has been continuously licensed and remains in good standing to the date of this certificate.



IN WITNESS WHEREOF, I have herunto set my hand and affixed the official seal of this Department at the City of Albany, New York, this 03rd day of April, 2007

ERIC R. DINALLO
Acting Superintendent

By

[Signature]
Special Deputy Superintendent

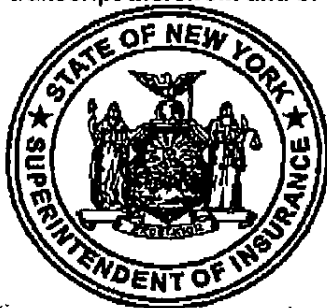
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SHORT CERTIFICATE

H07000095571 3

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of Redomestication Declaration of Intention and Charter of Jefferson Pilot LifeAmerica Insurance Company, of Syracuse, New York, as approved by this Department March 30, 2007, to be effective April 2, 2007, pursuant to Section 1201 and Section 7105 of the New York Insurance Law, has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



**In Witness Whereof, I have here-
unto set my hand and affixed the
official seal of this Department at
the City of Albany, this 30th day of
March, 2007.**

Salvatore Castiglione
**Salvatore Castiglione
Special Deputy Superintendent**

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**REDOMESTICATION
DECLARATION OF INTENTION
AND CHARTER OF
JEFFERSON PILOT LIFEAMERICA INSURANCE COMPANY**

DECLARATION OF INTENTION

WHEREAS, the Board of Directors and sole shareholder of Jefferson Pilot LifeAmerica Insurance Company, a New Jersey domiciled stock life insurance company (the "Company"), authorized a reorganization transaction in which (i) the Company will redomesticate to New York (the "Redomestication"); (ii) the Company will merge with Lincoln Life & Annuity Company of New York, a New York domiciled stock life insurance company, with the Company as the surviving company in the merger (the "Merger"); and (iii) in connection with the Merger, the Company will change its name to "Lincoln Life & Annuity Company of New York;" and

WHEREAS, pursuant to Section 7120 and 1201 of the New York Insurance Law, in connection with the Redomestication, the Company is required to file this Redomestication Declaration of Intention and Charter of Jefferson Pilot LifeAmerica Insurance Company (the "Charter") with the State of New York Insurance Department.

NOW, THEREFORE, pursuant to Section 7120 and Section 1201 of the New York Insurance Law, the undersigned incorporators, hereby adopt this Charter:

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CHARTER

ARTICLE I

NAME

The name of the Company shall be Jefferson Pilot LifeAmerica Insurance Company.

ARTICLE II

CONTINUATION OF CORPORATE EXISTENCE

Pursuant to Section 7120(d)(2) of the Insurance Law of the State of New York, the corporate existence of the Company as it existed under New Jersey law shall continue as the corporate existence of the Company after the redomestication to New York, including but not limited to, maintenance of the original date of incorporation of the Company in the State of New Jersey as the date of incorporation of the Company.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Company shall be located in the County of Onondaga, State of New York.

ARTICLE IV

POWERS

The Company shall have the power to transact the following kinds of insurance as defined by paragraphs one through three of New York Insurance Law Section 1113(a), and any amendments to such paragraphs or provisions in substitution therefore which may be hereafter adjusted:

- 1) Life Insurance, meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payments of

H07000095571 3

part or all of the death benefit or a special surrender value upon (A) diagnosis of terminal illness defined as a life expectancy of twelve months or less, (B) diagnosis of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, or (D) certification by a licensed health care practitioner that the insured is chronically ill as defined by Section 7702 (B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment and the insurer that issues such policy is a qualified long term care insurance carrier under Section 4980c of the Internal Revenue Code or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. Life insurance also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured or in the event the insured is a resident of a nursing home. Amounts paid the insurer for life insurance and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the New York Insurance Law.

- 2) Annuities, meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one hereof. Amounts paid the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the New York Insurance Law.

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3) Accident and health insurance, meaning (A) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (B) hereof; and (B) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

The Company shall also have the power to effect reinsurance of risks taken by it, and to assume by way of reinsurance similar risks taken by other insurers and reinsurers. In addition, the Company shall have the power to transact any other kind or kinds of business to the extent now or hereafter permitted for life insurance companies under the Insurance Law of the State of New York and necessarily or properly incidental to the kind or kinds of insurance business which the Company is authorized to do.

ARTICLE V

EXERCISE OF CORPORATE POWERS

Section 1. The corporate powers shall be exercised by a Board of Directors and by a President and by one or more Vice Presidents, a Secretary and a Treasurer and by such other officers and such committees as the Board of Directors may elect or appoint. The Directors shall have all of the qualifications, powers and authority and shall be subject to all of the limitations as set forth in the Insurance Law of the State of New York.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws of the Company (the "Bylaws"), except in those cases where stockholder action is required by law.

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors shall be thirteen.

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ARTICLE VII

PROVISIONS CONCERNING DIRECTORS AND OFFICERS

Section 1. Each director shall be elected by shareholders at the annual meeting which is to be held on the first Wednesday of May. If such date shall be a legal holiday in the state of New York, the annual meeting shall be held on the next succeeding business day not such a legal holiday at the Company's principal office. Each Director shall serve until his successor is elected and qualified.

Section 2. The elected officers of the Company shall be a president, a secretary, and a treasurer, and may also include a chairman of the board, and such other officers as the board of directors may determine. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 3. Whenever any vacancy or vacancies shall occur in the Board of Directors by death, resignation, removal or otherwise, a majority of the remaining members of the Board of Directors, at a meeting called for that purpose, or at any regular meeting, shall elect a Director or Directors to fill the vacancy or vacancies thus occasioned, and each Director so elected shall serve until his successor is elected and is qualified. If, because of any vacancy or vacancies in the Board of Directors, the number of Directors shall be less than thirteen, the Company shall not for that reason be dissolved, but every Director shall continue to hold office and discharge his duties until his successor shall have been elected and qualified.

Section 4. Vacancies in any office may be filled for the remainder of the term in which the same shall occur by a majority vote of the Board of Directors.

Section 5. At all times, not less than two Directors shall be residents of New York and no Director shall be less than eighteen years of age. A majority of the directors must, during their entire terms of service, be citizens and residents of the United States. Not less than one-third of the Board of Directors, but not less than four, shall be persons who are not officers or employees of the Company or any entity controlling, controlled by, or under common control with the Company and who are not

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beneficial owners of a controlling interest in the voting stock of the Company or any such entity.
Directors need not be stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office residence addresses of the Directors who shall serve until they resign or their successors are duly elected are:

<u>Names</u>	<u>Addresses</u>
J. Patrick Barrett	4605 Watergap Manlius, NY 13104
Jon A. Boscia	951 Idlewild Drive Gladwyne, PA 19035
Charles C. Cornelio	5000 Casting Way Greensboro, NC 27455
Frederick J. Crawford	307 Garden Place Radnor PA 19087
Dennis R. Glass	3 Loch Ridge Court Greensboro, NC 27408
George W. Henderson, III	2005 Lafayette Avenue Greensboro, NC 27408
Mark E. Konen	5505 Blue Heron Drive Greensboro, NC 27455
Barbara S. Kowalczyk	4645 Hartman Road Fort Wayne, IN 46807
M. Leanne Lachman	870 United Nations Plaza, #19-E New York, NY 10017
Louis G. Martoccia	1645 Hedge Lane Cazenovia, NY 13035
Jill S. Ruckelshaus	PO Box 76 1015 Evergreen Point Road (hand delivery) Medina WA 98039

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Michael S. Smith	117 Windy Hollow Drive Phoenixville, PA 19460
Westley V. Thompson	34 Scarborough St. Hartford, CT 06105

ARTICLE IX

DURATION

The duration of the existence of the Company shall be perpetual.

ARTICLE X

CAPITAL

The amount of the capital of the Company shall be two million six hundred forty thousand dollars (\$2,640,000), which shall consist of one hundred thirty two thousand (132,000) shares of Common Stock with a par value of twenty dollars (\$20.00) per share.

ARTICLE XI

EXCULPATION

No Director shall be personally liable to the Company or any of its stockholders for damages for any breach of duty as a Director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or were acts or omissions (i) which he or she knew or reasonably should have known violated the New York Insurance Law or (ii) which violated a specific standard of care imposed on Directors directly, and not by reference, by a provision of the New York Insurance Law (or any regulations promulgated thereunder) or (iii) which constituted a knowing violation of any other law, or establishes that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

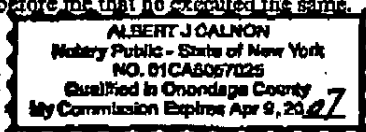
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IN WITNESS WHEREOF, the undersigned incorporators, which may execute this Declaration of Intention and Charter in counterparts, each of which shall be deemed an original, hereby make, sign and acknowledge this Declaration of Intention and Charter this 15 day of DEC, 2006.

J. Patrick Barrett
J. Patrick Barrett

STATE OF NEW YORK)
) ss:
COUNTY OF ONDAGA)

On DEC 15, 2006, before me personally came J. Patrick Barrett, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.



Albert J. Calnon
Notary Public

Jon A. Boscia

STATE OF _____)
) ss:
COUNTY OF _____)

On _____, 2006, before me personally came Jon A. Boscia, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

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IN WITNESS WHEREOF, the undersigned incorporators, which may execute this Declaration of Intention and Charter in counterparts, each of which shall be deemed an original, hereby make, sign and acknowledge this Declaration of Intention and Charter this ____ day of _____, 2006.

J. Patrick Bartett

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came J. Patrick Barrett, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

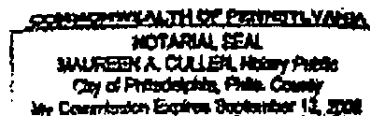
Notary Public

Jon A. Boscia

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On December 6, 2006, before me personally came Jon A. Boscia, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public



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Charles C. Cornelio
Charles C. Cornelio

STATE OF North Carolina
COUNTY OF Guilford) ss:

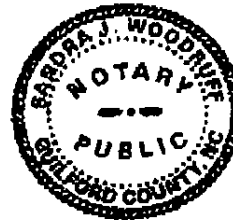
On December 7, 2006, before me personally came Charles C. Cornelio, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Sandra J. Woodruff
Notary Public
My Commission Expires June 13, 2008.

Frederick J. Crawford

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came Frederick J. Crawford, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.



Notary Public

H07000095571 3

Charles C. Cornelio

STATE OF

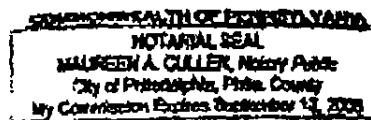
COUNTY OF

)
) ss:
)

On _____, 2006, before me personally came Charles C. Cornelio, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public
Frederick J. CrawfordSTATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On December 6, 2006, before me personally came Frederick J. Crawford, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.



Notary Public

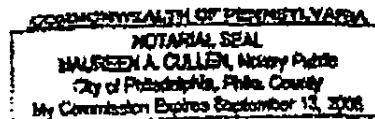
H07000095571 3


Dennis R. Glass

STATE OF *Pennsylvania*,
COUNTY OF *Philadelphia* ss:

On December 6, 2006, before me personally came Dennis R. Glass, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public



George W. Henderson, III

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came George W. Henderson, III, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

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Dennis R. Glass

STATE OF)
) ss:
COUNTY OF)

On _____, 2006, before me personally came Dennis R. Glass, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

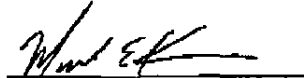
George W. Henderson, III
George W. Henderson, III

STATE OF North Carolina)
COUNTY OF Guilford) ss:

On Dec. 8, 2006, before me personally came George W. Henderson, III, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Opal K. Cable
Notary Public
Expires 6-14-09

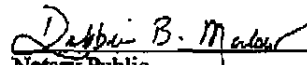
H07000095571 3


Mark E. Konen

STATE OF *North Carolina* }
COUNTY OF *Guilford* } ss:

On December 11, 2006, before me personally came Mark E. Konen, to me personally known and known to me to be the person who executed the foregoing instrument, and she duly acknowledged before me that she executed the same.

DEBBIE B. MARLOW
Notary Public
Guilford County, NC
My commission expires
6-15-07


Notary Public

Barbara S. Kowalczyk

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came Barbara S. Kowalczyk, to me personally known and known to me to be the person who executed the foregoing instrument, and she duly acknowledged before me that she executed the same.

Notary Public

H07000095571 3

Mark E. Konen

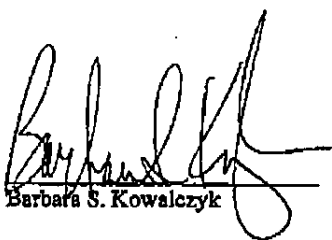
STATE OF

COUNTY OF

)
) ss:
)

On _____, 2006, before me personally came Mark E. Konen, to me personally known and known to me to be the person who executed the foregoing instrument, and she duly acknowledged before me that she executed the same.

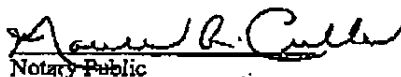
Notary Public

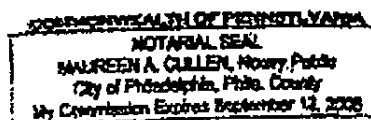

Barbara S. Kowalczyk

STATE OF *Pennsylvania*)

COUNTY OF *Philadelphia*) ss:

On December 6, 2006, before me personally came Barbara S. Kowalczyk, to me personally known and known to me to be the person who executed the foregoing instrument, and she duly acknowledged before me that she executed the same.


Notary Public



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M. Leanne Lachman
M. Leanne Lachman

STATE OF New York,
COUNTY OF Queens } ss:

On December 8, 2006, before me personally came M. Leanne Lachman, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Basmatic Motee
BASMATIC MOTEE
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN QUEENS COUNTY
REG. NO. 01M08135418
MY COMMISSION EXPIRES 11/27/2009

Basmatic Motee
Notary Public

Louis G. Marcoccia

STATE OF _____)
COUNTY OF _____) ss:

On _____, 2006, before me personally came Louis G. Marcoccia, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

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M. Leanne Lachman

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came M. Leanne Lachman, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

Louis G. Marcoccia
Louis G. Marcoccia

STATE OF New York)
COUNTY OF Onondaga) ss:

On December 13, 2006, before me personally came Louis G. Marcoccia, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Nancy J. Freeman
Notary Public

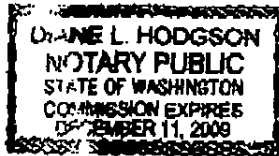
NANCY J. FREEMAN
Notary Public, State of New York
No. 01FR4550048
Qualified in Onondaga County
Commission Expires April 24, 2007

H07000095571 3

Jill S. Ruckelshaus
Jill S. Ruckelshaus

STATE OF WASH.)
COUNTY OF Tyso) ss:

On June 11, 2006, before me personally came Jill S. Ruckelshaus, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.



Dane L. Hodgson
Notary Public

Michael S. Smith

STATE OF)
COUNTY OF) ss:

On _____, 2006, before me personally came Michael S. Smith, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

Notary Public

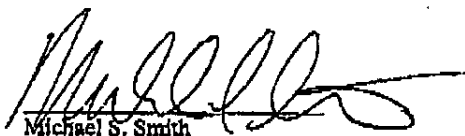
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Jill S. Ruckelshaus

STATE OF)
) ss:
COUNTY OF)

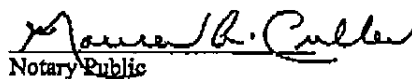
On _____, 2006, before me personally came Jill S. Ruckelshaus, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.

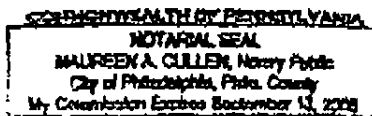
Notary Public


Michael S. Smith

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On December 6, 2006, before me personally came Michael S. Smith, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public

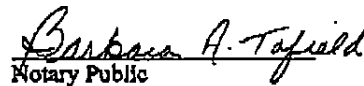


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Westley V. Thompson

STATE OF Connecticut
COUNTY OF Hartford) ss: Hartford

On Dec. 6, 2006, before me personally came Westley V. Thompson, to me personally known and known to me to be the person who executed the foregoing instrument, and he duly acknowledged before me that he executed the same.


Notary Public

My Commission Expires: 2/28/2008

SHORT CERTIFICATE

H07000095571 3

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of copy of Charter of Lincoln Life & Annuity Company of New York (F/K/A Jefferson Pilot LifeAmerica Insurance Company) of Syracuse, New York, as contained in Agreement and Plan of Merger of Lincoln Life & Annuity Company of New York, of Syracuse, New York and Jefferson Pilot LifeAmerica Insurance Company (surviving corporation) of Syracuse, New York, as approved by this Department March 30, 2007, effective April 2, 2007, has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this 30th
day of March, 2007.


Salvatore Castiglione
Special Deputy Superintendent

H07000095571 3

H07000095571 3

**CHARTER OF
LINCOLN LIFE & ANNUITY COMPANY OF NEW YORK**

ARTICLE I

NAME

The name of the Company shall be Lincoln Life & Annuity Company of New York.

ARTICLE II

CONTINUATION OF CORPORATE EXISTENCE

Pursuant to Section 7120(d)(2) of the Insurance Law of the State of New York, the corporate existence of Jefferson Pilot LifeAmerica Insurance Company, a New Jersey domiciled stock life insurance company, continued as the corporate existence of the Company after its redomestication to New York and shall continue as the corporate existence of the Company after the merger with Lincoln Life & Annuity Company of New York and subsequent name change. The date of incorporation of the Company shall be the date of incorporation of Jefferson Pilot LifeAmerica Insurance Company as incorporated under New Jersey law.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Company shall be located in the County of Onondaga, State of New York.

H07000095571 3

H07000095571 3

ARTICLE IVPOWERS

The Company shall have the power to transact the following kinds of insurance as defined by paragraphs one through three of New York Insurance Law Section 1113(a), and any amendments to such paragraphs or provisions in substitution therefore which may be hereafter adjusted:

- 1) Life Insurance, meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payments of part or all of the death benefit or a special surrender value upon (A) diagnosis of terminal illness defined as a life expectancy of twelve months or less, (B) diagnosis of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, or (D) certification by a licensed health care practitioner that the insured is chronically ill as defined by Section 7702 (B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment and the insurer that issues such policy is a qualified long term care insurance carrier under Section 4980c of the Internal Revenue Code or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. Life Insurance also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured or in the event the insured is a resident of a nursing home. Amounts paid the insurer for life insurance and proceeds applied under optional modes of settlement or under

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dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the New York Insurance Law.

- 2) Annuities, meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one hereof. Amounts paid the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the New York Insurance Law.
- 3) Accident and health insurance, meaning (A) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (B) hereof; and (B) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

The Company shall also have the power to effect reinsurance of risks taken by it, and to assume by way of reinsurance similar risks taken by other insurers and reinsurers. In addition, the Company shall have the power to transact any other kind of kinds of business to the extent now or hereafter permitted for life insurance companies under the Insurance Law of the State of New York and necessarily or properly incidental to the kind or kinds of insurance business which the Company is authorized to do.

ARTICLE V

EXERCISE OF CORPORATE POWERS

Section 1. The corporate powers shall be exercised by a Board of Directors and by a President and by one or more Vice Presidents, a Secretary and a Treasurer and by such other officers and

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such committees as the Board of Directors may elect or appoint. The Directors shall have all of the qualifications, powers and authority and shall be subject to all of the limitations as set forth in the Insurance Law of the State of New York.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws of the Company (the "Bylaws"), except in those cases where stockholder action is required by law.

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors shall be thirteen.

ARTICLE VII

PROVISIONS CONCERNING DIRECTORS AND OFFICERS

Section 1. Each director shall be elected by shareholders at the annual meeting which is to be held on the first Wednesday of May. If such date shall be a legal holiday in the state of New York, the annual meeting shall be held on the next succeeding business day not such a legal holiday at the Company's principal office. Each Director shall serve until his successor is elected and qualified.

Section 2. The elected officers of the Company shall be a president, a secretary, and a treasurer, and may also include a chairman of the board, and such other officers as the board of directors may determine. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 3. Whenever any vacancy or vacancies shall occur in the Board of Directors by death, resignation, removal or otherwise, a majority of the remaining members of the Board of Directors, at a meeting called for that purpose, or at any regular meeting, shall elect a Director or Directors to fill the vacancy or vacancies thus occasioned, and each Director so elected shall serve until his successor is elected and is qualified. If, because of any vacancy or vacancies in the Board of Directors, the number of Directors shall be less than thirteen, the Company shall not for that reason be dissolved, but every

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Director shall continue to hold office and discharge his duties until his successor shall have been elected and qualified.

Section 4. Vacancies in any office may be filled for the remainder of the term in which the same shall occur by a majority vote of the Board of Directors.

Section 5. At all times, not less than two Directors shall be residents of New York and no Director shall be less than eighteen years of age. A majority of the directors must, during their entire terms of service, be citizens and residents of the United States. Not less than one-third of the Board of Directors, but not less than four, shall be persons who are not officers or employees of the Company or any entity controlling, controlled by, or under common control with the Company and who are not beneficial owners of a controlling interest in the voting stock of the Company or any such entity. Directors need not be stockholders.

ARTICLE VIII

DURATION

The duration of the existence of the Company shall be perpetual.

ARTICLE IX

CAPITAL

The amount of the capital of the Company shall be two million six hundred forty thousand dollars (\$2,640,000), which shall consist of one hundred thirty two thousand (132,000) shares of Common Stock with a par value of twenty dollars (\$20.00) per share.

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ARTICLE X

EXCULPATION

No Director shall be personally liable to the Company or any of its stockholders for damages for any breach of duty as a Director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or were acts or omissions (i) which he or she knew or reasonably should have known violated the New York Insurance Law or (ii) which violated a specific standard of care imposed on Directors directly, and not by reference, by a provision of the New York Insurance Law (or any regulations promulgated thereunder) or (iii) which constituted a knowing violation of any other law, or establishes that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

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**CHARTER OF
LINCOLN LIFE & ANNUITY COMPANY OF NEW YORK**

ARTICLE I

NAME

The name of the Company shall be Lincoln Life & Annuity Company of New York.

ARTICLE II

CONTINUATION OF CORPORATE EXISTENCE

Pursuant to Section 7120(d)(2) of the Insurance Law of the State of New York, the corporate existence of Jefferson Pilot LifeAmerica Insurance Company, a New Jersey domiciled stock life insurance company, continued as the corporate existence of the Company after its redomestication to New York and shall continue as the corporate existence of the Company after the merger with Lincoln Life & Annuity Company of New York and subsequent name change. The date of incorporation of the Company shall be the date of incorporation of Jefferson Pilot LifeAmerica Insurance Company as incorporated under New Jersey law.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Company shall be located in the County of Onondaga, State of New York.

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