

FIRST CONSULTING
& Administration, Inc.

814921

May 1, 2001

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

600004137476--4
-05/04/01--01108--028
*****43.75 *****43.75

RE: The Ohio Life Insurance Company (Renamed as Chase Life and Annuity Company)
NAIC # 67164 FEIN # 31-0501247
Our File # 3204

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY -4 AM 8:56

Dear Sir or Madam:

The ownership and management of The Ohio Life Insurance Company is desirous of changing the Company's name to Chase Life and Annuity Company.

We have been retained by The Ohio Life Insurance Company to seek your approval of this change. A letter of authorization to First Consulting & Administration, Inc., authorizing us to act on behalf of this client is enclosed.

We enclose the following for your consideration:

A letter of authorization to First Consulting & Administration, Inc., authorizing us to act on behalf of this client.

Two copies of the certified Amended Articles of Incorporation from the Company's domicile state of Ohio.

A check in the amount of \$43.75 for the required filing fee and for a Certificate of Status.

Please be advised that the person who is designated for receipt of service of process is:

Thomas F. Grillo
Vice President and Director of Regulatory Affairs
Chase Life and Annuity Company
380 Madison Avenue, 13th Floor
New York, NY 10017

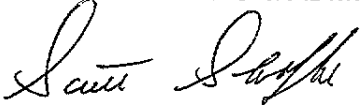
Please be further advised there is no change with regard to the Officers and Directors for Chase Life and Annuity Company, nor the FEIN number for the Company.

If you have any questions or need additional information, please call toll-free 1-800-927-2730.

A business-reply envelope is enclosed for your convenience in responding.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

A handwritten signature in cursive script, appearing to read "Scott Sheffer".

Scott Sheffer, FLMI, CLU, AIRC

Associate Consultant

Writer's Extension: 2742

E-mail: scott.sheffer@firstconsulting.com

CHASE LIFE & ANNUITY COMPANY

3415 Vision Drive
Columbus, OH 43219
NAIC 67164

Thomas F. Grillo
Vice President & Director of Compliance
Phone (212) 622-3939
Fax (212) 622-4470

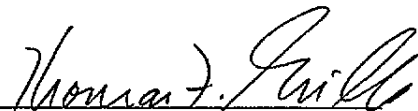
March 20, 2001

AUTHORIZATION

This letter, or a copy thereof, will authorize the consulting firm of First Consulting and Administration, Inc., Kansas City, Missouri, to represent this Company in matters pertaining to the change in its name from Ohio Life Insurance Company to Chase Life & Annuity Company, before the Insurance Department.

This authorization shall be valid until revoked by us.

Chase Life & Annuity Company

By: 
Thomas F. Grillo
Vice President



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/18/2000	200023100674	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	35.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER
100 S. THIRD STREET
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

117207

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CHASE LIFE & ANNUITY COMPANY

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

200023100674

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 17th day of August, A.D.
2000.

J. Kenneth Blackwell
Ohio Secretary of State

**CERTIFICATE TO AMEND AND RESTATE
THE
ARTICLES OF INCORPORATION
OF
THE OHIO LIFE INSURANCE COMPANY**

Arthur T. Guja, who is the Assistant Secretary of The Ohio Life Insurance Company (the "Corporation"), does hereby certify that the following resolutions amending and restating the Fourth Amended Articles of Incorporation of the Corporation were duly adopted July 14, 2000 in a writing signed by all of the shareholders of the Corporation who would be entitled to notice of a meeting held for such purpose.

RESOLVED, that the Fourth Amended Articles of Incorporation of the Corporation be, and they hereby are, amended and restated by deleting the same in its entirety and replacing it with the Fifth Amended Articles of Incorporation attached to this action as Exhibit A; and

RESOLVED FURTHER, that any appropriate officer of the Corporation is authorized and directed to certify adoption of the foregoing resolution, to obtain all necessary regulatory approvals thereof, to file such certificate with the Secretary of State, and to take all actions necessary to effect the foregoing adoption of the Fifth Amended Articles of Incorporation.

Dated: July 14, 2000

THE OHIO LIFE INSURANCE COMPANY, an
Ohio corporation

By: _____

Arthur T. Guja
Arthur T. Guja, Assistant Secretary

RECEIVED

AUG 17 2000

J. KENNETH BLACKWELL
SECRETARY OF STATE

**FIFTH
AMENDED ARTICLES
OF
CHASE LIFE & ANNUITY COMPANY**

FIRST: The name of the corporation is Chase Life & Annuity Company.

SECOND: The place in Ohio where the principal office of the corporation is located is the City of Columbus, Franklin County, Ohio.

THIRD: The kind of business to be undertaken by, and the purposes of, the corporation are to make insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith, on the stock plan, to grant, purchase or dispose of annuities variable or otherwise, and to make insurance against accidents to persons, sickness or temporary or permanent physical disability, and the corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to all duties and obligations, now or hereafter granted to or imposed by the laws of the State of Ohio upon domestic legal reserve life insurance companies, and the corporation shall have the power and authority to engage in any act or activity that is not unlawful for domestic legal reserve life insurance companies under the laws of the State of Ohio.

FOURTH: The authorized number of shares of the corporation shall be 100,000, all of which shall be common shares, each of which shall have a par value of \$80. The stated capital of the corporation is \$2,500,000.

FIFTH: The amount of paid-in capital of the corporation shall be not less than \$1,100,000 and the amount of contributed surplus of the corporation shall be not less than \$600,000.

SIXTH: The corporate powers of the corporation shall be exercised by its board of directors, except where the laws of the State of Ohio or the articles or the regulations of the corporation require that certain corporate power be exercised by action of its stockholders, in which cases such corporate power shall be exercised by its stockholders.

SEVENTH:

(A) The number of directors of the corporation, which shall not be less than five (5) nor more than twenty-one (21), may be fixed or changed from time to time by a resolution adopted by the affirmative vote, whether cast in person or by proxy, of the holders of shares of the corporation entitling them to exercise not less than a majority of the voting power of the corporation, but no reduction in the number of directors shall of

itself have the effect of shortening the term of any incumbent director; and until changed by action of the stockholders as aforesaid, the number of directors of the corporation shall be five (5).

(B) Directors shall be elected at the annual meeting of the stockholders of the corporation or at a special meeting called for that purpose. Each director shall hold office until the next annual meeting of stockholders of the corporation and until his successor is duly elected and shall qualify or until his earlier resignation, removal from office or death. The election of directors shall be by ballot whenever requested by the presiding officer of the meeting or by the holders of shares of the corporation entitling them to exercise not less than a majority of the voting power of the corporation, but unless such request is made the election shall be by voice vote.

(C) Directors need not be stockholders of the corporation. A majority of the directors shall be citizens of the State of Ohio.

(D) A director may be removed from office, with or without cause, only by the vote of the holders of not less than a majority of the voting power of the corporation. In case one or more vacancies in the board of directors shall exist, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board of directors for the unexpired term.

EIGHTH: The officers of the corporation may be elected by the directors at any meeting of the directors to serve at the pleasure of the directors and upon such other terms and conditions of employment as the directors may determine. Any two or more offices may be held by the same person.

NINTH: These amended articles supersede the articles of The Ohio Life Insurance Company existing at the effective date of these amended articles.



**Attorney General
Betty D. Montgomery**

August 15, 2000

The Honorable Kenneth Blackwell
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: Emmy Siegenthaler
Legal Department

Re: Amendment to the Articles of Incorporation for
The Ohio Life Insurance Company

Dear Sir:

I have reviewed the July 14, 2000, Amendment to the Articles of Incorporation, for The Ohio Life Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in dark ink, appearing to read "Scott Myers", written over a horizontal line.

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures
cc: Steven J. Vamos

State Office Tower / 30 East Broad Street / Columbus, Ohio 43215-3428

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State of Ohio

Department of Insurance2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.state.oh.us/insBob Taft
GovernorJ. Lee Covington II
Director

July 18, 1999

Scott Myers, Esq.
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 432315-3428

- Re: The Ohio Life Insurance Company
Amendment of Articles of Incorporation

Dear Mr. Myers:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation of the above-referenced insurance company.

Based upon my review, the Department extends its preclearance to the amendment which, upon filing with the Secretary of State, will change the name of the company from The Ohio Life Insurance Company to Chase Life & Annuity Company.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stephen J. Vamos".

Stephen J. Vamos
Staff Counsel
Office of Legal Services

Cc: Laurie A. Briggs, Esq.

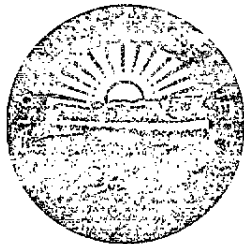
Accredited by the National Association of Insurance Commissioners (NAIC)

Consumer Hotline: 1-800-686-1526 Fraud Hotline: 1-800-686-1527 OSHIP Hotline: 1-800-686-1578

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 6 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 6th day of
Apr. A.D. 2001



J. Kenneth Blackwell
J. KENNETH BLACKWELL
Secretary of State

By: James G. Moore

NOTICE: This is an official certification only when reproduced in red ink