

819653

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

000002735460--4
-01/08/99--01111--006
*****35.00 *****35.00

000002735460--4
-01/08/99--01111--007
*****8.75 *****8.75

Alpine Air Ventilation Company

FILED
99 JAN -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit
☐ NonProfit
☒ Amendment
☐ Merger
- ☐ Foreign
☐ Dissolution/Withdrawal
☐ Limited Liability Company
- ☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Name Registration
☐ Change of R.A.
☐ Fictitious Name
☐ UCC-1 Financing Statement
☐ UCC-3 Filing
☐ Certified Copy
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RECEIVED
99 JAN -8 PM 3:57
DIVISION OF CORPORATION

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Alpine Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New Jersey 3.
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

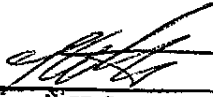
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
5.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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.

Connecticut

New Jurisdiction


Signature

January 5, 1998
Date

Lowndes A. Smith

Typed or printed name

President

Title



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

CERTIFIED COPY

I, GEORGE M. REIDER, JR.,
INSURANCE COMMISSIONER OF THE STATE
OF CONNECTICUT, HAVE COMPARED THE ANNEXED
COPY WITH THE ORIGINAL RECORD ON FILE
WITH THE DEPARTMENT OF INSURANCE AND DO
HEREBY CERTIFY THAT IT IS A WHOLE, TRUE
AND CORRECT COPY OF THE ORIGINAL RECORD.

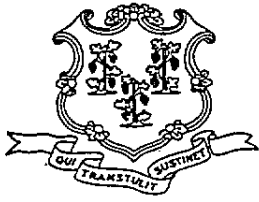
WITNESS MY HAND AND SEAL OF THE INSURANCE
COMMISSIONER OF THE STATE OF CONNECTICUT.

THIS 14th day of December, 1998

A handwritten signature in black ink, reading "George M. Reider, Jr.", written over a horizontal line.

INSURANCE COMMISSIONER

(Rev. 3/97)



State of Connecticut

Insurance Department

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of the Alpine Life Insurance Company, a New Jersey corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and continuation of its original corporate existence are also approved.

Witness my hand and official seal, at HARTFORD,
this 19th day of November, 1998

Insurance Commissioner

STATE OF CONNECTICUT
COUNTY OF HARTFORD

On this the 1st day of October, 1998, before me, Lenore J. Paoli, the above-signed officer, personally appeared Charles F. Shabunia, who acknowledged himself to be Vice President, of Alpine Life Insurance Company, and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Charles F. Shabunia.

In witness whereof I hereunto set my hand and official seal.


Lenore J. Paoli, Notary Public

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / NEW 9-2-9

Space For Office Use Only

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

Alpine Life Insurance Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

See Schedule "A" attached hereto and made a part hereof.

3. APPROVALS

The corporation's redomestication was approved by the Insurance Commissioner of the State of

New Jersey

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check and complete A. or B.)

X A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

Shareholder votes cast in favor

10,000

Shareholder votes cast against

-0-

B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION

Signed this 30th day of September, 1998

Lynda Godkin

Print or type name of signatory

Senior Vice President,
General Counsel and
Corporate Secretary

Capacity of signatory



Signature

Schedule "A"

- A. The corporation was incorporated on July 9, 1965 in the City of Trenton, State of New Jersey.
- B. At the time of Incorporation, the corporation's name was American Eagle Life Insurance Company. On June 26, 1978, an Amendment to Certificate of Incorporation was filed, changing the name to Crum & Forster Life Insurance Company. On February 8, 1980, an Amendment to the Certificate of Incorporation was filed changing the name to Charter Security Life Insurance Company. On June 27, 1985, an Amendment to the Certificate of Incorporation was filed changing the name to Met Life Security Insurance Company. On June 21, 1991, an Amendment to the Certificate of Incorporation was filed changing the name to Alpine Life Insurance Company.
- C. By letter dated September 11, 1998, the Insurance Department of the State of New Jersey has approved the corporation's request for a change in domicile to Connecticut in accordance with the laws of the States of New Jersey and Connecticut.

ALPINE LIFE INSURANCE COMPANY
CERTIFICATE AMENDING AND RESTATING
CERTIFICATE OF INCORPORATION
BY ACTION OF THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER

1. The name of the corporation is Alpine Life Insurance Company.
2. The Certificate of Incorporation is amended and restated by the following resolution of each of the Board of Directors and the Sole Shareholder of the corporation:

RESOLVED, that the Certificate of Incorporation is hereby amended and restated to read as follows:

Section 1. The name of the corporation is Alpine Life Insurance Company.

Section 2. The duration of the corporation shall be perpetual.

Section 3. The corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered in Connecticut and empowered to do an insurance business may now or hereafter may lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to issue policies or contract either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 4. The capital stock of said corporation shall be two million five hundred thousand dollars (\$2,500,000) divided into ten thousand (10,000) shares of common capital stock with a par value of two hundred fifty dollars (\$250) each. The corporation shall commence business with a capital and surplus of not less than four million dollars (\$4,000,000).

Section 5. The street address of the corporation's principal and registered office in the State of Connecticut is 200 Hopmeadow Street, Simsbury, Connecticut 06089. The corporation's registered agent is Lynda Godkin. The registered agent's business address is 200 Hopmeadow Street, Simsbury, Connecticut 06089 and her residence address is 11 Duncaster Wood Road, Granby, Connecticut 06035.

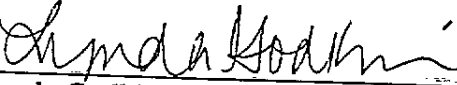
Section 6. No shareholder shall, because of his ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of this corporation issued, optioned, or sold by it after its incorporation.

3. The above resolution was consented to by the Board of Directors and the Sole Shareholder of the Corporation. The number of shares of the Corporation's common capital stock entitled to vote thereon was 10,000 and the vote required for adoption was 6,666 shares. The vote favoring adoption was 10,000 shares, which is the greatest vote required to pass the resolution.

Dated at Simsbury, Connecticut this 30th day of September, 1998

We hereby declare, under penalty of false statement, that the statements made in the foregoing Certificate are true.

ALPINE LIFE INSURANCE COMPANY

By: 
Lynda Godkin, Senior Vice President
and Corporate Secretary