

Document Number Only

826329

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002763520--0

-02/03/99--01046--022

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Hartford Life and Annuity Insurance Company

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call Wh

☒ Walk In

☐ Mail Ou

\* This amend should have been filed in FL before the amend that was filed in FL 1/12/98 changing the name. Record should now reflect the correct name and domicile.

SP

Name

Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie ☺

FEB 3 - 99

CR11 Melanie  
with problems

DIVISION OF CORPORATION

99 FEB -3 AM 11:45

RECEIVED

Amend  
2/3/99  
(5)

FILED  
99 FEB -3 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 3, 1999

From: CT CORPORATION SYSTEM  
MELANIE  
TALLAHASSEE, FL

SUBJECT: HARTFORD LIFE AND ANNUITY INSURANCE COMPANY  
Ref. Number: 826329

We have received your document for HARTFORD LIFE AND ANNUITY INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly. ✓

The name on the certificate and the name on the amendment must be the same. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

To: Teresa Brown  
Corporate Specialist

Letter Number: 199A00004814

RECEIVED  
99 FEB -5 AM 11:3  
DIVISION OF CORPORATIONS  
Please back-date  
filing to 2-3-99  
Shanks m.s.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 5, 1999

*From:* CT CORPORATION SYSTEM  
*Melanie*  
TALLAHASSEE, FL

SUBJECT: HARTFORD LIFE AND ANNUITY INSURANCE COMPANY  
Ref. Number: 826329

We have received your document for HARTFORD LIFE AND ANNUITY INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

*To:* Teresa Brown  
Corporate Specialist

Letter Number: 699A00005270

*Hopefully, this is what  
you will need. Please  
call me w/ any problems.*

*Please Back-date to*

*Feb 3, 1999*

*Thanks Again,  
M.S.*

RECEIVED

99 FEB 12 PM 2:06

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 17, 1999

CT CORPORATION SYSTEM  
MELANIE  
TALLAHASSEE, FL

SUBJECT: HARTFORD LIFE AND ANNUITY INSURANCE COMPANY  
Ref. Number: 826329

We have received your document for HARTFORD LIFE AND ANNUITY INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 899A00007125


**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**SECTION I (1-3 must be completed)**

1. Hartford Life and Annuity Insurance Company  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Wisconsin
3. Date authorized to do business in Florida: 6/15/71

**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," "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.  
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Connecticut

  
Signature      Senior Vice President,  
Name and Title      General Counsel and  
                                 Corporate Secretary

January 26, 1999  
Date

FILED  
99 FEB -3 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**State of Connecticut**  
*Insurance Department*

**This is to Certify, that the redomestication of ITT Hartford Life and Annuity Insurance Company, a Wisconsin Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved. The attached Plan 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 April, 1996**

**Insurance Commissioner**

**CERTIFICATE  
OF  
REDOMESTICATION  
OF**

**ITT HARTFORD LIFE AND ANNUITY ("IHLA") INSURANCE COMPANY**

ITT HARTFORD LIFE AND ANNUITY ("IHLA") INSURANCE COMPANY (the "Company"), a Wisconsin corporation, in order to change its domicile to Connecticut as permitted pursuant to Connecticut Insurance Law §38a-58a, certifies as follows:

1. The name of the Company is ITT Hartford Life and Annuity Insurance Company.
2. The Company was incorporated in the City of Madison, County of Hennepin, State of Wisconsin on January 9, 1956. Except pursuant to this certificate, the Company has never attempted to change its domicile state.
3. At the time of incorporation, the Company's name was ITT Life Insurance Corporation. On March 25, 1993, by amendment to its Articles of Incorporation, the Company changed its name to ITT Hartford Life and Annuity Insurance Company.
4. By letter dated 4-26-96, the Insurance Department of the State of Wisconsin has approved the Company's request for a change in domicile to Connecticut in accordance with the laws of the States of Wisconsin and Connecticut. By letter dated 4-22-96, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective May 1, 1996.
5. The Company's plan to redomesticate has been approved by the Company's Board of Directors and its sole shareholder, pursuant to Connecticut General Statutes Section 33-360. No shares are required to be voted as a class. The shareholder's vote was unanimous.

IN WITNESS WHEREOF, the Company has executed this Certificate as of the 30th day of April 1996, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

**ITT HARTFORD LIFE AND ANNUITY INSURANCE COMPANY**

By: [Signature]  
Lowndes A. Smith, President

By: [Signature]  
Lynda Godkin, General Counsel  
and Corporate Secretary

**CERTIFICATE AMENDING AND RESTATING  
THE CERTIFICATE OF INCORPORATION BY  
ACTION OF THE BOARD OF DIRECTORS AND SHAREHOLDERS**

1. The name of the Corporation is *ITT Hartford Life and Annuity Insurance Company*.
2. The Certificate of Incorporation is amended and restated by the following resolution of the Board of Directors and Shareholder of the Corporation.

RESOLVED, that the Certificate of Incorporation of the Corporation, as supplemented and amended to date, is further amended and restated to read as follows:

- Section 1. The name of the Corporation is *ITT Hartford Life and Annuity Insurance Company*.
- Section 2. The address of the Registered Office of the Corporation is Hartford Plaza, Hartford, Connecticut 06104-2999.
- Section 3. The Corporation is a body politic and corporate and shall have all the powers granted by the general statutes, as now enacted or hereinafter amended, to corporations formed under the Stock Corporation Act.
- Section 4. 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 lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts 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 5. The Corporation shall obtain a license from the insurance commissioner prior to the commencement of business and shall be subject to all general statutes applicable to insurance companies.
- Section 6. The aggregate number of shares which the corporation shall have authority to issue is 3,000 shares consisting of one class only, designated as Common Shares, of the par value of \$1.250.



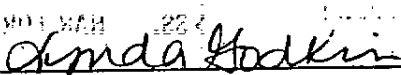
- Section 7. No shareholder shall, because of his ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of this corporation issued, optioned, or sold by it after its incorporation.
- Section 8. The minimum amount of stated capital with which the corporation shall commence business is One Thousand Dollars (\$1,000.00).
- Section 9. So much of the charter of said corporation is amended, as is inconsistent herewith is repealed, provided such repeal shall not invalidate or otherwise affect any action taken pursuant to the charter of the corporation, in accordance with its terms, prior to the effective date of such repeal.
3. The above resolution was passed by the Board of Directors and the Shareholder of the Corporation. The number of shares entitled to vote thereon was 3,000 and the vote required for adoption was 2,000 shares. The vote favoring adoption was 3,000 which was the greatest vote needed to pass the resolution.
4. The term of existence of the corporation shall be perpetual.

Dated at Simsbury, Connecticut this 30th day of April, 1996.

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

**ITT HARTFORD LIFE AND  
ANNUITY INSURANCE COMPANY**

  
\_\_\_\_\_  
Lowndes A. Smith, President

  
\_\_\_\_\_  
Lynda Godkin, General Counsel  
and Corporate Secretary

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
In this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 1<sup>st</sup> day of February A.D. 1988

Susan Bysiewicz  
SECRETARY OF THE STATE //

# CERTIFICATE OF AMENDMENT

## STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

Space Fe

FILING #0001734855 PG 01 OF 05 VOL B-00133  
FILED 07/11/1997 11:32 AM PAGE 03681  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

### 1. NAME OF CORPORATION:

ITT Hartford Life and Annuity Insurance Company

### 2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

☒ A. AMENDED.

☐ B. AMENDED AND RESTATED.

☐ C. RESTATED.

### 3. TEXT OF EACH AMENDMENT / RESTATEMENT:

See Attachment A

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

Spa- Enc Office File Date

FILING #0001734855 PG 02 OF 05 VOL B-00133  
FILED 07/11/1997 11:32 AM PAGE 03682  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**4. VOTE INFORMATION (check A., B. or C.)**

☒ **A. The resolution was approved by shareholders as follows:**

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

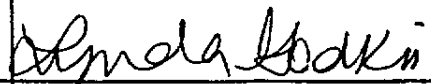
See Attachment B

☐ **B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.**

☐ **C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.**

**5. EXECUTION**

Dated this 7th day of July, 1997

Lynda Godkin	Corporate Secretary	
Print or type name of signatory	Capacity of signatory	Signature

ATTACHMENT A

FILING #0001734855 PG 03 OF 05 VOL B-00133  
FILED 07/11/1997 11:32 AM PAGE 03683  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**FIRST AMENDMENT TO A  
CERTIFICATE OF INCORPORATION  
BOARD OF DIRECTORS AND THE SOLE SHAREHOLDER**

1. The name of the Corporation is ITT Hartford Life and Annuity Insurance Company, (the "Company").
2. The Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation") is further amended by the following resolution:

RESOLVED, that the Certificate of Incorporation be further amended by deleting Section 1 in its entirety and replacing it with the following, such amendment to become effective at January 1, 1998. All other sections of the Certificate of Incorporation shall remain unchanged and continue in full force and effect:

Section 1. Effective January 1, 1998, the name of the Company is *Hartford Life and Annuity Insurance Company*.

3. The above resolution was adopted by each of the Company's Board of Directors and its sole shareholder. The number of shares of the Company's common capital stock entitled to vote thereon was 3,000 and the vote required for adoption was 2,000 shares. The vote favoring adoption was 3,000 shares, which was the greatest vote required to pass the resolution.

Dated at Simsbury, Connecticut this 30 day of June, 1997.

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

HARTFORD LIFE AND ANNUITY  
INSURANCE COMPANY



Thomas M. Marra, Executive Vice President



Lynda Godkin, Senior Vice President,  
General Counsel and Corporate Secretary

FILING #0001734855 PG 05 OF 05 VOL B-06133  
FILED 07/11/1997 11:32 AM PAGE 03685  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

CONSENT OF SOL

ITT HARTFORD LIFE AND ANNUITY INSURANCE COMPANY

Hartford Life Insurance Company, being the sole shareholder of ITT Hartford Life and Annuity Insurance Company (the "Company"), hereby consents, through its undersigned officer, to the following actions, such actions to have the same force and effect as if taken at a meeting of the stockholders of the Company duly called and held for such purposes:

WHEREAS, the Board of Directors of the Company (the "Board of Directors") deems it in the best interest of the Company to change the Company's corporate name by amending the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"); and

WHEREAS, the Board of Directors has adopted a resolution authorizing such amendment to the Certificate of Incorporation.

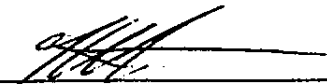
NOW, THEREFORE, BE IT

RESOLVED, that the Certificate of Incorporation be further amended by deleting Section 1 in its entirety and replacing it with the following, such amendment to become effective at January 1, 1998. All other sections of the Certificate of Incorporation shall remain unchanged and continue in full force and effect.

Section 1. Effective January 1, 1998, the name of the Company is *Hartford Life and Annuity Insurance Company*.

FURTHER RESOLVED, that the directors and officers of the Company be, and they hereby are, authorized and directed to take such actions as may be required by law to give effect to this first amendment to the Certificate of Incorporation.

HARTFORD LIFE INSURANCE COMPANY

By:   
Lowndes A. Smith, President and  
Chief Executive Officer

Dated as of: June 30, 1997

S:\DM48153\WV00013.WPD

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 9th day of February A.D. 1949

Susan Bismarck  
SECRETARY OF THE STATE

FILING #0001734855 PG 04 OF 05 VOL B-00133  
FILED 07/11/1997 11:32 AM PAGE 03684  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

ITT HARTFORD LIFE AND AN

CONSENT OF DIRECTORS

The undersigned, being all of the Directors of ITT Hartford Life and Annuity Insurance Company (the "Company"), hereby consent to the following actions, such actions to have the same force and effect as if taken at a meeting of the Board of Directors of the Company (the "Board of Directors") duly called and held for such purposes:

WHEREAS, it is deemed to be in the best interest of the Company to change the Company's corporate name by amending the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation").

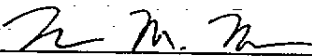
NOW, THEREFORE, BE IT

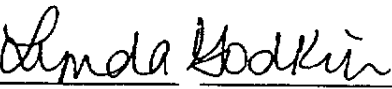
RESOLVED, that the Certificate of Incorporation be further amended by deleting Section 1 in its entirety and replacing it with the following, such amendment to become effective at January 1, 1998. All other sections of the Certificate of Incorporation shall remain unchanged and continue in full force and effect.

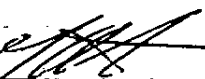
Section 1. Effective January 1, 1998, the name of the Company is *Hartford Life and Annuity Insurance Company*.

FURTHER RESOLVED, that the directors and officers of the Company be, and they hereby are authorized and directed to take such actions as may be required by law to give effect to this first amendment to the Certificate of Incorporation.

  
\_\_\_\_\_  
Gregory A. Boyko

  
\_\_\_\_\_  
Thomas M. Marra

  
\_\_\_\_\_  
Lynda Godkin

  
\_\_\_\_\_  
Lowndes A. Smith

Dated as of: June 30, 1997