

826718

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

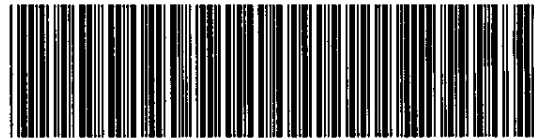
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED

14 MAR 17 PM 12:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC

MAR 19 2014

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aviva Life and Annuity Company
Name of Corporation

DOCUMENT NUMBER: 826748

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

June Stracener

Name of Contact Person

Mitchell Williams Law Firm

Firm/Company

5414 Pinnacle Point Drive, Suite 500

Address

Rogers, AR 72758

City/State and Zip Code

SKidder@athene.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

June Stracener

Name of Contact Person

at (479) 464-5668
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

72 81 100-1-200

FILED
JAN 17 1972
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

826748

(Document number of corporation (if known))

1. Aviva Life and Annuity Company

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

2. Iowa

(Incorporated under laws of)

3. 9/13/1971

(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? 3-3-14

5. Athene Annuity and Life Company

(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)

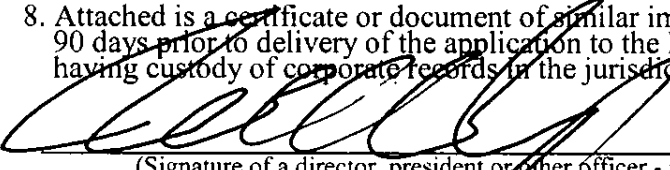
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or 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)

Richard Carlton Cohan, Jr.

(Typed or printed name of person signing)

Secretary

(Title of person signing)

69546

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ATHENE ANNUITY AND LIFE COMPANY
(F/K/A AVIVA LIFE AND ANNUITY COMPANY)**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is Athene Annuity and Life Company (the "Company"). Prior to the filing of these Restated Articles with the Iowa Secretary of State, the Company was named Aviva Life and Annuity Company.
2. The text of the Restated Articles is attached hereto.
3. The Restated Articles supersede the Amended and Restated Articles of Incorporation of American Mutual Life Insurance Company as filed with the Iowa Secretary of State on June 19, 1996 (the "Current Certificate") and all previous versions of the Company's articles or certificates of incorporation and all amendments thereto, including, but not limited to, the Articles of Amendment filed on August 7, 2007, changing the name to Aviva Life and Annuity Company.
4. The Restated Articles amend the Current Certificate and were duly approved by the sole shareholder of the Company in the manner required by the Iowa Act and the Current Certificate.
5. The effective time and date of the Restated Articles is 12:01 a.m., March 3, 2014.

Dated as of this 5th day of December, 2013.

ATHENE ANNUITY AND LIFE COMPANY

By: 

Richard C. Cohan, Jr.

Executive Vice President, General Counsel, and Secretary

13 DEC 30 PM 2:55

10:10

AMENS 35000 KAREN 2 2013 678872

(6)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ATHENE ANNUITY AND LIFE COMPANY
(F/K/A AVIVA LIFE AND ANNUITY COMPANY)**

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Athene Annuity and Life Company.
2. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

The name of the corporation is Athene Annuity and Life Company (the "Company").

ARTICLE II

These Amended and Restated Articles of Incorporation (the "Restated Articles") are being filed by the Company in accordance with the provisions of Sections 490.902 and 508.12 of the Iowa Code (2013). The Company is continuing its corporate existence which commenced upon its incorporation. The Company is retaining all of its original rights, powers, privileges, immunities, franchises and authorities and all of the contract rights of policyowners now holding contracts of insurance issued or assumed by the Company are and shall be retained. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles or certificates of incorporation and all amendments thereto.

ARTICLE III

The principal place of business of the Company in the State of Iowa shall be located at 7700 Mills Civic Parkway, West Des Moines, Iowa 50266.

ARTICLE IV

The registered office of the Company in the State of Iowa shall be located at 500 East Court Avenue, Des Moines, IA 50309, and its registered agent at that office is CT Corporation System.

ARTICLE V

The Company shall have perpetual duration.

ARTICLE VI

The purpose for which the Company is organized is the transaction of any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act, Chapter 490 of the Iowa Code (2013), and successor statutory provisions, including but not limited to:

- A. Conducting business as a life insurance company pursuant to Chapter 508 of the Iowa Code (2013), and successor statutory provisions, and writing any or all lines of insurance and annuity business authorized by Chapter 508 and any other line of insurance or annuity business authorized by the laws of the State of Iowa or approved by the Commissioner of Insurance of the State of Iowa.
- B. Reinsuring and accepting reinsurance on any or all of the lines of business set forth in paragraph A of this Article VI.

ARTICLE VII

The aggregate number of shares of stock that the Company is authorized to issue is Ten Million (10,000,000) shares of common stock, with a par value of one dollar (\$1.00) per share. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Company upon dissolution.

ARTICLE VIII

The business and affairs of the Company shall be managed by a board of directors consisting of not less than five (5) nor more than fifteen (15) members, with the actual number of members set forth in, or determined in accordance with the procedures prescribed in, the bylaws of the Company.

ARTICLE IX

The following persons, who constitute the present board of directors of the Company, shall continue to serve as directors for a term expiring at the next annual meeting of shareholders and until their successors are elected and qualified or until their earlier death, resignation or removal:

James R. Belardi

Guy Hudson Smith, III
Imran Siddiqui
Mathew R. Micheline
Joshua M. Black
James Andrew Betts
Francis P. Sabatini
Hope Scheffler Taitz
Grant Kvalheim

ARTICLE X

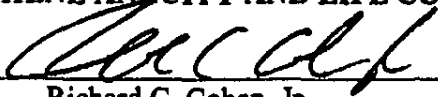
A director of the Company shall not be personally liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Company or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Company with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI

The Company shall indemnify a director or officer for liability (as such term is defined in Section 850(5) of the Iowa Business Corporation Act) for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Company or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Company shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Iowa Business Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Company shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any indemnification obligations of the Company with respect to any state of facts existing at or prior to the time of such repeal or modification.

Dated this 5th day of December, 2013.

ATHENE ANNUITY AND LIFE COMPANY

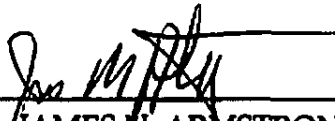
By: 

Richard C. Cohan, Jr.
Executive Vice President, General Counsel,
and Secretary

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of Athene Annuity and Life Company F/K/A Aviva Life and Annuity Company (Effective March 3, 2014).

NICK GERHART
Iowa Insurance Commissioner


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12/20/13

Filed by
Linda Olsen
7700 Mills Civic Parkway
West Des Moines, Ia 50266-3862

FILED
IOWA
SECRETARY OF STATE

12.30.13 2:55

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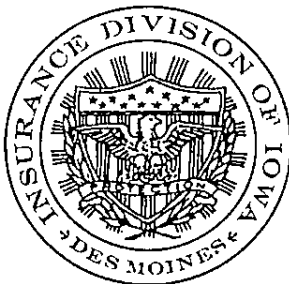
STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Nick Gerhart, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of

THE CERTIFICATE OF AUTHORITY OF
ATHENE ANNUITY AND LIFE COMPANY
WEST DES MOINES, IOWA
UNTIL JUNE 1, 2014

as the same appears of record in this Division.

*IN WITNESS WHEREOF, I have
hereunto set my hand and caused my
official seal to be affixed at the City of
Des Moines this 3rd day of March,
A.D. 2014.*



Original seal is red

Nick Gerhart

COMMISSIONER OF INSURANCE

State of Iowa

Certificate of Authority

Amended

Company No.
0206

This is to certify that **Athene Annuity and Life Company**

of **West Des Moines, IA** has complied with all the requirements of the law, to be observed by such corporation, association or society, and that it is authorized to transact, within this state, until the 1st day of June next, subject, however to all the provisions and restrictions of the laws of the State of Iowa now or hereafter enacted, the kinds of insurance listed below which are specifically designated by the following numerals:

10, 11, 12, 13, 14, 30

- | | | |
|---|--------------------------------------|--|
| 1. Fire | 16. Liability other than auto (B.I.) | 30. Life, includes credit life, variable life, annuities, variable annuities and group |
| 2. Extended coverage | 17. Liability other than auto (P.D.) | 31. County mutual association |
| 3. Other allied lines | 18. Auto liability (B.I.) | 32. Fraternal benefit |
| 4. Homeowners multiple peril (Inc. B.I.) | 19. Auto liability (P.D.) | 33. Reciprocal |
| 5. Commercial multiple peril | 20. Auto physical damage | 34. Mortgage guaranty |
| 6. Earthquake | 21. Aircraft physical damage | 35. Non-profit hospital and medical services |
| 7. Growing crops | 22. Fidelity | 36. Assessment accident organization |
| 8. Ocean marine | 23. Surety | 37. Health maintenance |
| 9. Inland marine | 24. Glass | 38. Benevolent association |
| 10. Accident only (Individual) | 25. Burglary and theft | 39. Financial guaranty |
| 11. Accident and health (Individual) | 26. Boiler and machinery | 40. |
| 12. Hospital and medical expense (Individual) | 27. Livestock (only) | |
| 13. Group accident and health | 28. Credit (only) | |
| 14. Non-cancellable accident and health | 29. Reinsurance (only) | |
| 15. Workers' compensation | | |



CODE AUTHORITY

508,509,511,515

In witness whereof I have hereunto set my hand and affixed the official seal at my office in the city of Des Moines.

This 3rd day of March in the year 2014

Mich Jenkins
INSURANCE COMMISSIONER OF IOWA

