

837140

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

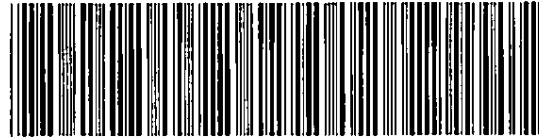
(Business Entity Name)

(Document Number)

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N/C & Amend

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ALLAHASSEE, FL 000

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A. RAMSEY
NOV 16 2022



Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 11/15/2022

Trans#: 1340414

Entity Name: **PRUDENTIAL ANNUITIES LIFE ASSURANCE CORPORATION**

837140

- | | |
|-------------------------------|------------------------------------|
| Articles of Incorporation () | Articles of Amendment (XXX) |
| Articles of Dissolution () | Annual Report () |
| Conversion () | Fictitious Name () |
| Foreign Qualification () | Limited Liability () |
| Limited Partnership () | Merger () |
| Reinstatement () | Withdrawal / Cancellation () |
| Other () | Partnership Registration () |

STATE FEES PREPAID WITH CHECK #3039 FOR \$43.75

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing () Certificate of Fact ()

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Prudential Annuities Life Assurance Corporation

Name of Corporation

DOCUMENT NUMBER: 837140

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Kraham, Esq.

Name of Contact Person

Kutak Rock LLP

Firm/Company

8601 N. Scottsdale Road, Suite 300

Address

Scottsdale, AZ 85253

City/State and Zip Code

regulatory.request@fortitude-re.com

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

For further information concerning this matter, please call:

Erin M. Dunne

Name of Contact Person

at (480)

429-7193

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

837140

(Document number of corporation (if known))

1. Prudential Annuities Life Assurance Corporation

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

2. Arizona

(Incorporated under laws of)

3. October 5, 1976

(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? Yes 5-24-22

5. Fortitude Life Insurance & Annuity 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. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

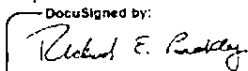
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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P D	James Bracken	10 Exchange Place, #2210	<input type="checkbox"/> Add
		Jersey City, NJ 07302	<input checked="" type="checkbox"/> Remove
PD	Alon Neches	10 Exchange Place, #2210	<input checked="" type="checkbox"/> Add
		Jersey City, NJ 07302	<input type="checkbox"/> Remove
SVP/S	Adam Greenhut	10 Exchange Place, #2210	<input type="checkbox"/> Add
		Jersey City, NJ 07302	<input checked="" type="checkbox"/> Remove
Asst.S	Richard Buckley	10 Exchange Place, #2210	<input checked="" type="checkbox"/> Add
		Jersey City, NJ 07302	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. 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.

DocuSigned by:



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Richard Buckley

(Typed or printed name of person signing)

Asst. Secretary

(Title of person signing)

FILING FEE \$35.00

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

RESTATED ARTICLES OF INCORPORATION, 05/24/2022

consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

FORTITUDE LIFE INSURANCE & ANNUITY COMPANY ACC file number: 18632183

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the official seal of the Arizona
Corporation Commission on this 4 Day of November,
2022 A.D.



Matthew Neubert

Matthew Neubert, Executive Director

By:

Deasha Jackson
DEASHA JACKSON

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
FOR-PROFIT CORPORATION**
Read the Instructions C012i

1. **ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:
Prudential Annuities Life Assurance Corporation
2. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 4/1/2022
3. **APPROVAL OF RESTATED ARTICLES** - check 3.1 or 3.2 (not both) and follow instructions:
 - 3.1 ☐ The restated Articles were approved by the **board of directors without shareholder action**, and shareholder approval was not required or no shares have been issued - go to number 5.
 - 3.2 ☒ The restated Articles contain one or more **amendments that required shareholder approval** - continue with number 4.
4. **APPROVAL OF AMENDMENTS BY SHAREHOLDERS** - If 3.2 is checked, check the appropriate box below concerning shareholder approval of the restated Articles with amendments and follow instructions (review the Instructions C012i for information about voting groups):
 - ☒ Approved by shareholders but not voting groups - complete numbers 4.1 and 4.2.
 - ☐ Approved by shareholders *and* voting groups - complete numbers 4.1, 4.2, and 4.3.
 - ☐ Approved by voting group(s) only - complete numbers 4.1 and 4.3.
- 4.1 **Shares** - list below each class and/or series of shares and the total number of outstanding shares for each class or series (example: common stock, 100 shares). If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: common, nonvoting	Series:	Total: 24,900
Class: common, voting	Series:	Total: 100
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

4.2 Shareholder Approval – all blanks must be filled in:

Total votes entitled to be cast	Votes in favor that were sufficient for approval of amendments	Votes against amendments
100	100	0


4.3 Voting groups – all blanks must be filled in for each voting group. Review the Instructions C0121 for information on voting groups. If more space is needed, check this box ☐ and complete and attach the Voting Attachment form C089.

Voting Group (class / series)	Total votes in voting group	Indisputable votes at meeting	Votes in favor that were sufficient for approval of amendments	Votes against amendments

5. The Restated Articles or Amended and Restated Articles must be attached to or submitted with this Certificate.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature:  Adam J. Greenhut May 23, 2022
Printed Name Date

REQUIRED – check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.	I am an incorporator, directors have not been selected or the corporation has not been formed.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$25.00 (regular processing)

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3036 or (within Arizona only) 800-343-5819.

EXECUTION VERSION**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF****PRUDENTIAL ANNUITIES LIFE ASSURANCE CORPORATION**

Pursuant to A.R.S. Sections 10-1007 and 20-707, Prudential Annuities Life Assurance Corporation (the "Corporation") hereby adopts the following amended and restated Articles of Incorporation which amend and restate in their entirety any existing articles (the "Articles").

ARTICLE I**Name**

The name of the Corporation is "Fortitude Life Insurance & Annuity Company".

ARTICLE II**Place of Business**

The principal place of business of the Corporation shall be in Maricopa County, Arizona. The street address of the Corporation's registered office in the State of Arizona is 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012. The Corporation may transact business anywhere designated by the Board of Directors.

ARTICLE III**Statutory Agent**

The name of the statutory agent is CT Corporation System, 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012. The mailing address of the statutory agent is 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012.

ARTICLE IV**Duration**

The Corporation shall have perpetual existence hereafter, pursuant to the provisions of A.R.S. Section 20-705(A)(2), as amended. The fiscal year end of the Corporation shall be December 31 of each year.

ARTICLE V**Purposes**

The Corporation shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Arizona Corporations and Associations statutes. More specifically, and without

PROPOSED ARTICLES AND/OR AMENDMENTS (S) APPEAR TO CONFORM TO ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE. MAY 24 2022
DOCUMENT CONSISTS OF 3 PAGES IN
AUTHORIZED REPRESENTATIVE
FOR THE DIRECTOR OF INSURANCE AND FINANCIAL INSTITUTIONS, STATE OF ARIZONA

limitation, the Corporation is organized to engage in the business of life insurance and annuities, subject to limitations imposed by law.

ARTICLE VI
Capital Stock

The Corporation shall have authority to issue 100 shares of voting common stock, having a par value of \$100 per share, and 24,900 shares of non-voting common stock, having a par value of \$100 per share, which non-voting common stock shall be identical in all respects to the voting common stock except that the non-voting common stock shall have no voting power or right to notice of any meeting. Upon receipt by the Corporation of such consideration for issuance as is determined by the Board of Directors, such shares, once issued, shall be deemed to be fully paid and non-assessable for all purposes, except as provided by Article 14, Section 11 of the Constitution of the State of Arizona.

ARTICLE VII
Indebtedness

There are no limitations on the Corporation's indebtedness.

ARTICLE VIII
Directors

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) Directors, with the exact number to be fixed from time to time pursuant to a resolution adopted by a majority of the Board of Directors in office. The Board of Directors shall consist of seven (7) directors that were previously appointed, the names and addresses of which are listed in Article X. Each director shall serve until his or her successor is elected and qualified or until his or her earlier resignation or removal as provided in the Corporation's Bylaws.

ARTICLE IX
Officers

The Officers of this Corporation and their terms are set forth in Article X. Any subsequent Officers and those Officers' terms shall be set out in the Bylaws of the Corporation. The Officers' powers are as granted in the Bylaws.

ARTICLE X
Names of Officers and Directors

The names and addresses of the Corporation's first Officers and Directors at the time of its incorporation are included within the original incorporation documents of the Corporation. The following Officers and Directors have taken their positions effective immediately upon the resignation of the prior Officers and Directors of the Corporation:

Officers:

James Bracken, Chief Executive Officer
10 Exchange Place
Jersey City, NJ 07302

Jeffrey S. Burman, Senior Vice President, General Counsel and Secretary
10 Exchange Place
Jersey City, NJ 07302

Sean F. Coyle, Senior Vice President and Chief Operating Officer
10 Exchange Place
Jersey City, NJ 07302

Kai Talarek, Senior Vice President and Chief Financial Officer
10 Exchange Place
Jersey City, NJ 07302

Andrew Sooboodoo, Senior Vice President and Chief Risk Officer
10 Exchange Place
Jersey City, NJ 07302

Jeffrey P. Mauro, Senior Vice President and Chief Investment Officer
10 Exchange Place
Jersey City, NJ 07302

John M. McGregor, Senior Vice President
10 Exchange Place
Jersey City, NJ 07302

James West, Chief Actuary
10 Exchange Place
Jersey City, NJ 07302

Alan Stewart, Vice President and Treasurer

10 Exchange Place
Jersey City, NJ 07302

Jamie Schmerer, Director of Internal Audit
10 Exchange Place
Jersey City, NJ 07302

Brian P. Orndorff, Vice President and Director of Tax
10 Exchange Place
Jersey City, NJ 07302

Adam J. Greenhut, Assistant Secretary
10 Exchange Place
Jersey City, NJ 07302

Directors:

Brian T. Schreiber
10 Exchange Place
Jersey City, NJ 07302

James Bracken
10 Exchange Place
Jersey City, NJ 07302

Samuel Weinhoff
10 Exchange Place
Jersey City, NJ 07302

Richard Patching
10 Exchange Place
Jersey City, NJ 07302

Douglas French
10 Exchange Place
Jersey City, NJ 07302

Kai Talarek
10 Exchange Place
Jersey City, NJ 07302

Ciara Burnham
10 Exchange Place
Jersey City, NJ 07302

ARTICLE XI
Annual Stockholders' Meeting

The Corporation shall hold an annual stockholders' meeting. The annual meeting of stockholders shall be held on the first day of April or at such other date, place, and time as the Board of Directors may determine.

ARTICLE XII
Limitation of Liability

Private property of the stockholders, directors, and officers shall not be subject to the payment of the corporate debts to any extent whatsoever. To the fullest extent permitted by the laws of the State of Arizona, as such laws may now or hereafter exist, Directors of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for acts or omissions occurring in their capacity as Directors. Any repeal or amendment of this Article shall operate prospectively only and shall not adversely affect any limitation of liability which then exists under this Article.

This Article shall not be amended or repealed without the unanimous consent of the stockholders.

ARTICLE XIII
Indemnification of Directors and Officers

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by the Arizona Corporations and Associations statutes and the Bylaws of the Corporation.

The Corporation shall indemnify against any and all loss and liability to persons who are named or threatened to be named in any lawsuits or other proceedings, whether civil, criminal, administrative, or investigative (collectively, the foregoing are "Proceedings"), as a result of their service to the Corporation or any other entity for which the Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Arizona as such laws may now or hereafter exist.

The Corporation shall, as to such Directors and Officers, and may, as to such agents and employees, advance expenses incurred by reason of being named or threatened to be named in any Proceedings, as a result of the service of such Directors, Officers, agents, and employees to the Corporation or any other entity for which the

Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Arizona as such laws may now or hereafter exist.

The Corporation may, as to such Directors, Officers, employees, or agents, purchase and maintain insurance to indemnify or hold them harmless against any liability asserted against such person and incurred by such person in such capacity, or arising out of his or her status in that capacity, to the fullest extent permitted by the laws of the State of Arizona as such laws may now or hereafter exist. Such rights conferred in this Article shall not be deemed exclusive of any other rights or limitations to which such person may be entitled or subject to under any Bylaw, agreement, vote of stockholders, or otherwise.

Any repeal or amendment of this Article shall operate prospectively only and shall not adversely affect any rights which then exist under this Article.

ARTICLE XIV
Amendment

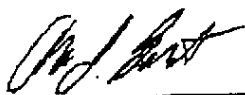
These Articles, with the exception of Article XIII, may be amended by the stockholders as provided for in A.R.S. Section 10-1003, as amended. Any such amendment may only be proposed by any stockholder who provides at least ten days' notice to all other stockholders of a meeting to vote on such amendment, which notice may be waived, prior to a stockholders' vote on the proposed amendment.

ARTICLE XV
Bylaws

The Amended and Restated Bylaws of the Corporation shall be adopted by the stockholders of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 26th day of April, 2022.

FORTITUDE LIFE INSURANCE & ANNUITY COMPANY


By: Adam Greenhut
Title: Assistant Secretary

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of Fortitude Life Insurance & Annuity Company effective this 26th day of April, 2022.

CT Corporation System

Sherry McGinness

By: Sherry McGinness, Assistant Secretary