

841054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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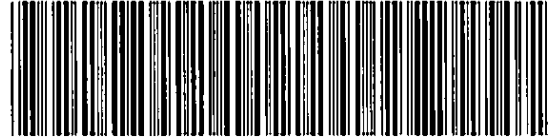
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2020 OCT 19 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FL

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2020 OCT 19 PM 4:48

OCT 20 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 458004 5057977

AUTHORIZATION :



COST LIMIT : \$ 35.00

ORDER DATE : October 15, 2020

ORDER TIME : 11:07 AM

ORDER NO. : 458004-015

CUSTOMER NO: 5057977

FOREIGN FILINGS

NAME: LONDON LIFE REINSURANCE
COMPANY

☒ CORPORATE
☐ LIMITED PARTNERSHIP
☐ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER: _____

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)

841054

(Document number of corporation (if known))

1. London Life Reinsurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 07/12/1978

(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? 06/18/2020

5. Canada Life Reinsurance 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 the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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

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TALLAHASSEE, FL

Title/ Capacity

Name

Address

Type of Action

☐ Add

☐ Remove

☐ Add

☐ Remove

☐ Add

☐ Remove


☐ Add

☐ Remove

☐ Add

☐ 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.



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

Raymond J. Hazel

(Typed or printed name of person signing)

Sr. Vice President, Finance, CFO, CCO &
Corporate Secretary

(Title of person signing)

FILING FEE \$35.00

2020 OCT 19 AM 8:43

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DEPARTMENT OF STATE
CLERK OF THE SECRETARY

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

10/16/2020

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Canada Life Reinsurance Company

I, Kathy Boockvar, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Mar 25, 1969 Effective Mar 26, 1969 - Pages (5)
Amendment filed on May 15, 1975 - Pages (4)
Amendment filed on Aug 2, 1977 - Pages (7)
Amendment filed on Aug 29, 1977 - Pages (6)
Amendment filed on Nov 16, 1977 - Pages (9)
Amendment filed on Nov 17, 1977 - Pages (7)
Amendment filed on Jan 4, 1978 - Pages (2)
Amendment filed on Mar 9, 1983 - Pages (7)
Amendment filed on Sep 24, 1984 - Pages (5)
Amendment filed on Nov 24, 1986 - Pages (8)
Change of Address filed on Nov 1, 1991 - Pages (2)
Merger filed on May 31, 1995 - Pages (7)
Amendment filed on Sep 12, 1995 - Pages (7)
Merger filed on Dec 22, 1995 - Pages (6)
Merger filed on Dec 26, 1995 - Pages (6)
Change of Address filed on Jan 18, 1996 - Pages (1)
Decennial Report filed on Jan 3, 2011 - Pages (1)
Amendment filed on Jun 18, 2020 - Pages (4)
Amendment filed on Oct 1, 2020 - Pages (3)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the Seal of the Secretary's
Office to be affixed, the day and year above written

Kathy Boockvar

Secretary of the Commonwealth

Certification Number: TSC201016161995-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

3-1-69.14 457

Articles of Agreement

OF THE

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Know all Men by these presents:—We, the undersigned, being of full age, all ... of whom are citizens of the United States, its territories or possessions do hereby associate to form an incorporated company for the purpose of transacting the business of ... life and accident & health insurance in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges and fire insurance rating bureaus and the regulation and supervision of insurance carried by such companies, associations and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties and repealing existing laws," approved the seventeenth day of May, A.D. 1963, for that purpose do make and sign these as our Articles of Agreement:

1st. The name by which the company shall be known is Providers Benefit Life Insurance Company

2nd. The class of insurance for which the company is constituted is Clause (a) _____ Paragraphs (1)(2) as provided for in Section 202 of the above recited Act, viz: For making insurances To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance; including variable annuity contracts under which values or payments or both vary in relationship to the investment experience of the issuer or a separate account or accounts maintained by the issuer. To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto.

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the company is to be established or located is Upper Darby Township, Delaware County, Pennsylvania

5th. The amount of capital stock of the Company is \$1,100,000.00

divided into 110,000 Shares of the par value of \$10.00 dollars each.

6th. The general objects of the Company are to make insurance on the Joint Stock Principle against loss as provided in Clause (a) _____, Paragraphs (1)(2), Section 202 of the above recited Act.

7th. The proposed duration of the Company is perpetual.

8th. The powers which the Company proposes to have and exercise are: To have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life and ... insurance on the plan provided for in this agreement; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary. Stockholders shall not have the right to first subscribe for any new shares in proportion to his interest in the Company.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of eight Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly chosen and qualified, and whose names and residences are as follows:

Name	Residence	
Walter E. Jackson	3821 Glencairn Lane, Indianapolis, Indiana	President
Martin L. Weiss	1001 City Avenue, Lower Merion, Pa.	Secretary
Martin L. Weiss	1001 City Avenue, Lower Merion, Pa.	Treasurer

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Directors

Walter E. Jackson	3821 Glencairn Lane, Indianapolis, Indiana
Martin L. Weiss	1001 City Avenue, Lower Merion, Pennsylvania
Adolph O. Krisch	127 McClanahan St., Southwest, Roanoke, Virginia
Joel Krisch	3260 Somerset Road, Roanoke, Virginia
Arthur D. Behrendt	718 Payson Drive, Olivette, Missouri
Leonard J. Rapaport	6910 Camarin Street, Coral Gables, Florida
Frank M. Marks	6001 Southwest 63rd Avenue, South Miami, Florida
Sydney S. Shaftman	3281 White Oak Road, Roanoke, Virginia

10th. It is understood and agreed that this instrument shall be executed in two exact counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall, together, constitute but one and the same instrument.

IN WITNESS WHEREOF, The subscribers to these articles of agreement have hereunto subscribed their names and places of residence, this third day of February, 1969

Name	Residence
<u>Walter E. Jackson</u>	3821 Glencairn Lane, Indianapolis, Indiana
<u>Martin L. Weiss</u>	1001 City Avenue, Lower Merion, Pennsylvania
<u>Adolph O. Krisch</u>	127 McClanahan St., Southwest, Roanoke, Virginia
<u>Joel Krisch</u>	3260 Somerset Road, Roanoke, Virginia
<u>Arthur D. Behrendt</u>	718 Payson Drive, Olivette, Missouri
<u>Leonard J. Rapaport</u>	6910 Camarin Street, Coral Gables, Florida
<u>Frank M. Marks</u>	6001 Southwest 63rd Avenue, South Miami, Florida
<u>Sydney S. Shaftman</u>	3281 White Oak Road, Roanoke, Virginia
<u>Mac E. Glasser</u>	430 Candia, Coral Gables, Florida
<u>Louis Steinberg</u>	11969 Rocky Drive, Creve Coeur, Missouri

Commonwealth of Pennsylvania, }
County of Delaware } ss:

Before me, the subscriber, a person empowered to receive acknowledgment of deeds, residing in Delaware County, in said Commonwealth, personally came the within named Walter E. Jackson, Martin L. Weiss, Adolph O. Krisch, Joel Kirsch, Arthur D. Behrendt, Leonard J. Rapaport, Frank M. Marks, Sydney S. Shaftman, Mac E. Glasser and Louis Steinberg

3-1-69.14 459

who, in due form of law, acknowledged the within instrument of writing to be their act and deed, and desire that the same may be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this third day of February, 1969

(Seal)

Jaime P. Blaney
Elmer A. Blaney
My Commission expires 8/3/76

Insurance Department

Harrisburg, Pa., February 11th, 1968

To the Attorney General of the Commonwealth of Pennsylvania:

The title of the Company named in the within articles of agreement, namely, _____

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

is hereby approved; and I do hereby certify that all of the requirements of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," &c., approved the seventeenth day of May, 1921, in relation to the incorporation of insurance companies, have been complied with by the subscribers to the Articles of Agreement.

David O. Maxwell
Insurance Commissioner

Attorney General's Office

Harrisburg, Pa., February 17, 1969

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I do hereby certify, that I have examined the above and foregoing articles of agreement of the Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," &c., approved the seventeenth day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.

John F. Lintner
Deputy Attorney General

ENDORSEMENT

3-1-69.14 460

ARTICLES OF AGREEMENT

OF THE

PROVIDERS BENEFIT LIFE

INSURANCE COMPANY

EXECUTIVE DEPARTMENT
Office of the Governor

Harrisburg, Pa., March 26, 1969

APPROVED:

Let Letters Patent Issue
Raymond J. Stoffer
Governor

Secretary's Office

Pennsylvania, ss:

Enrolled in Charter Book No.

page

Witness my hand and seal of office, at
Harrisburg, this 26th day of

March 1969
Paul D. Kelly
Secretary of the Commonwealth

THP

3-1-69.14 461

Commonwealth of Pennsylvania



EXECUTIVE DEPARTMENT

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges, and fire insurance rating bureaus, and the regulation and supervision of insurance carried by such companies, associations, and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties; and repealing existing laws" approved the seventeenth day of May Anno Domini, one thousand nine hundred and twenty-one, the Governor of this Commonwealth is authorized and required to issue his L E T T E R S P A T E N T to all associations formed under the provisions of said Act, in the manner and at the time therein specified.

AND WHEREAS, The stipulations, conditions and things directed to be performed in said Act of the General Assembly have been fully complied with by

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

THEREFORE, KNOW YE, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made PATENT, and sealed with the Great Seal of the Commonwealth, create the association aforesaid a body corporate with power to use and enjoy all the powers and privileges conferred by the said Act, aforesaid, and by the said name the said association shall have perpetual succession and all the privileges and franchises incident to a corporation. And the said association so incorporated, their successors and assigns, are generally to be invested with all the rights, powers and privileges, with full force and effect, and be subject to all the duties, requisites and restrictions specified and enjoined in and by the said Act of the General Assembly and all other laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 26th day of March in the year of our Lord one thousand nine hundred and sixty-nine and of the Commonwealth the one hundred and ninety-third.



BY THE GOVERNOR:

Raymond P. Shafer

James L. Hill
Secretary of the Commonwealth

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the stockholders of Providers Benefit Life Insurance Company duly held on February 14, 1975 at 2:00 P.M., EST, at 8045 West Chester Pike, Delaware County, Upper Darby, Pennsylvania, pursuant to notice mailed to each stockholder on February 14, 1975, and Waivers of Notice executed by each of the Shareholders, an amendment to the Charter of the Corporation was adopted in the form set forth below.
3. In the action taken by the shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Harrisburg, Dauphin County, Pennsylvania."

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President or Vice President and by its Secretary or Assistant Secretary, and its common seal to be affixed hereto, duly attested by its Secretary or Assistant Secretary, this 17th day of February, 1975.

CORPORATE
SEAL

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

By Thomas M. Collins
Thomas M. Collins, President

Harvey L. Clark
Harvey L. Clark, Secretary

By Harvey L. Clark
Harvey L. Clark, Secretary

STATE OF IOWA)
) SS.
COUNTY OF LINN)

Subscribed and sworn to before me the day and year aforesaid.

SEAL

Judy K. Neve
Judy K. Neve, Notary Public in and

STATE OF IOWA)
) SS.
COUNTY OF LINN)

Thomas M. Collins, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on February 14, 1975; and that Waivers of Notice, signed by each shareholder, copies of which are attached, were signed by all shareholders of Providers Benefit Life Insurance Company.

Thomas M. Collins
Thomas M. Collins, President

Sworn to, or affirmed, and subscribed before me this 17th day of
February, 1975.

Judy K. Neve
Judy K. Neve, Notary Public in and
for the State of Iowa

My commission expires: 9/30/76

COMMONWEALTH OF PENNSYLVANIA

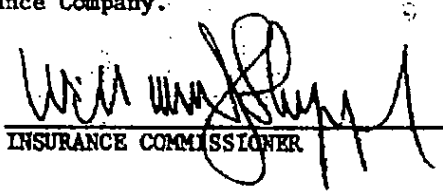
INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

April 4, 1975

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.


INSURANCE COMMISSIONER

DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

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To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, " etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.


DEPUTY ATTORNEY GENERAL

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

May 15, A. D. , 1975

AMENDMENT TO THE CHARTER OF PROVIDERS
BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR


Attest: 
Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and Seal of Office, at Harrisburg, this 15th day
of May, A. D. , 1975.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

3-1-77:38 844

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

292745

Amendment to Charter

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been in the City of Harrisburg, Dauphin County, Pennsylvania.
3. On May 3, 1977, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, constituting all of the outstanding shares; the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

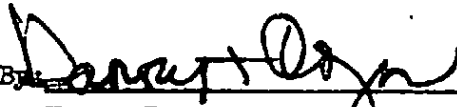
4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Merion, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant

3-1-77:38 845

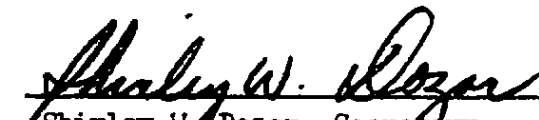
Secretary, this 20th Day of June, 1977.

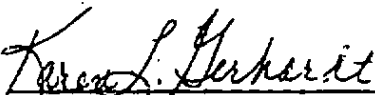
PROVIDERS BENEFIT LIFE INSURANCE CO.

By: 
Harry T. Dozor, President

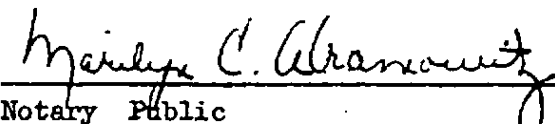
(Corporate Seal)

Attest:


Shirley W. Dozor, Secretary


Karen L. Gerhardt
Assistant Secretary

Sworn to and subscribed before me the day and year aforesaid.


Notary Public

MYRLYN C. ABRAMOWITZ
Notary Public, Delaware, Del. Co.
My Commission Expires March 23, 1978

CONSENT OF SOLE SHAREHOLDERS

3-1-77:38 846

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

May 5, 1977

The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania corporation, (The "Company"), hereby consent to the adoption of the following resolution:

RESOLVED, That, the following individuals are hereby nominated and elected to serve as Directors of the Company to serve until the next annual meeting of the shareholders and until their successors are duly elected and qualified and that all 110,000 shares held by the sole shareholders are cast for their election.

Louis F. Cimino

Shirley W. Dozor

John M. Cooney

Allison Liberty

Harry T. Dozor

David S. Zelitch

Richard J. Dozor

To reflect the change in address of the Company, it is necessary to amend the Charter and the By-Laws of the Company to change the principal place of business and the sole shareholders hereby consent to the adoption of the following resolutions:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Merion, Commonwealth of Pennsylvania.

FURTHER RESOLVED, That the President and Secretary of the Company be and hereby are authorized and directed to proceed with all necessary instruments to implement the carrying into full force and effect the purpose of the resolution above set forth to change the place in which the Company is to be established or located by amending Article 4th of the Charter of the Corporation.

3-1-77:38 847

FURTHER RESOLVED, That Article I of the By-Laws of the Company be amended so that it shall read as follows:

Article I - Offices - The Principal Office for the transaction of the business of the corporation is hereby fixed and located at 238 N. Bowman Ave. in the Town of Merion, Township of Lower Merion, County of Montgomery, Commonwealth of Pennsylvania. The Board of Directors is hereby granted full power and authority to change said office from one location to another in said county.

IN WITNESS, the shareholders of Providers Benefit Life Insurance Company have caused this resolution to be executed on May 3, 1977.

SHARR HOLDING COMPANY

Attest:

Shirley W. Dozor
Shirley W. Dozor

BY

Harry T. Dozor
HARRY T. DOZOR, President

Harry T. Dozor
Harry T. Dozor, As Individual

Louis F. Cimino
Louis F. Cimino

Shirley W. Dozor
Shirley W. Dozor

John M. Cooney
John M. Cooney

Allison Liberty
Allison Liberty

Harry T. Dozor
Harry T. Dozor

David S. Zelitch
David S. Zelitch

Richard J. Dozor
Richard J. Dozor

3-1-77:38

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COMMONWEALTH OF PENNSYLVANIA

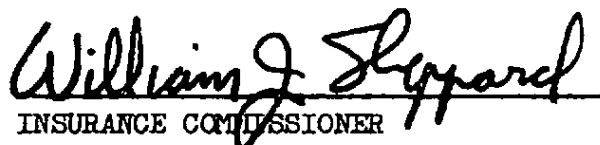
INSURANCE DEPARTMENT

Harrisburg, Pa., July 18, 19 77:

To the Attorney General of the Commonwealth of Pennsylvania

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith an Amendment to the Charter for Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and foregoing Amendment to Charter of Providers Benefit Life Insurance Company and find this instrument to be in accordance with the provisions of the above Act and should be approved.


INSURANCE COMMISSIONER

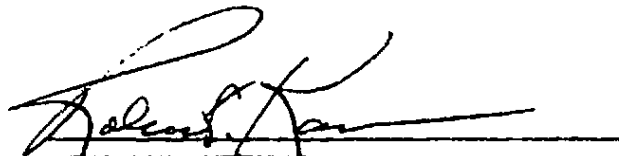
3-1-77:38 849

DEPARTMENT OF JUSTICE

Harrisburg, Pa., July 26, 1977

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the Provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth of the United States, and the same is hereby approved.


ATTORNEY GENERAL

3-1-77:38

850

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pa., August 2, 1977

AMENDMENT TO CHARTER OF PROVIDERS BENEFIT
LIFE INSURANCE COMPANY

Approved:

Malcolm J. Thompson

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GOVERNOR

Attest:

Barton A. Fields

Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

Pennsylvania, ss:

Witness my hand and Seal of Office, at Harrisburg, this 2nd day of
August, A. D., 1977.

Enrolled in CBC Roll _____ Films _____

Barton A. Fields

DEPUTY SECRETARY OF THE COMMONWEALTH

3-1-77:40 1775

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit life Insurance Company duly held on May 4, 1977 at 7:00 P.M. at 238 North Bowman Avenue, Montgomery County, Merion, Pennsylvania, pursuant to Waivers of Notice executed by each of the Shareholders, an amendment to the Articles of Agreement was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

" RESOLVED, That Article 5th of the Articles of Agreement be amended to read:

5th. The amount of Capital stock of the Company is \$4,000,000 divided into 4,000,000 Shares of the par value of \$1 each."

3-1-77:40 1776

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 4th day of August, 1977.

Corporate seal

PROVIDERS BENEFIT LIFE INSURANCE CO.

By

Harry T. Dozor
HARRY T. DOZOR, President

By

Shirley W. Dozor
SHIRLEY W. DOZOR, Secretary

Shirley W. Dozor
SHIRLEY W. DOZOR, Secretary

Subscribed and sworn to before me the day and year aforesaid.

SEAL

Marilyn C. Abramowitz
Notary

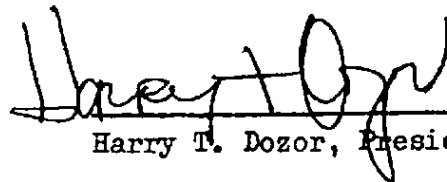
My commission expires:

MARILYN C. ABRAMOWITZ
Notary Public, Canton Twp., Berks Co.
My Commission Expires March 21, 1978

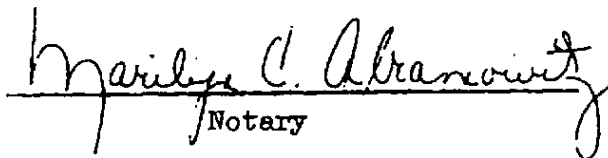
3-1-77:40 1777

Commonwealth of Pennsylvania :
:SS.
County of Bucks :

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on May 4, 1977; and that Waivers of Notice, were signed by all shareholders of Providers Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 4th day of August, 1977.


Notary

My commission expires:

MYRLYN C. ABRAMOWITZ
Bulky Falls, Berks Co., Pa.
My Commission Expires March 23, 1978

3-1-77:40 1778

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

August 10, 1977

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.

William J. Sheppard
INSURANCE COMMISSIONER

3-1-77:40 1779

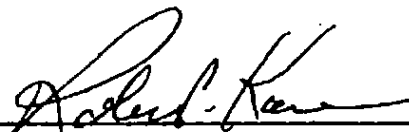
DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

August 22, 1977

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.



DEPUTY ATTORNEY GENERAL

3-1-77:40 1780

EXECUTIVE DEPARTMENT

OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

August 29, A.D., 19 77

AMENDMENT TO THE CHARTER OF PROVIDERS
BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest: Barton A. Fields
Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE

SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and Seal of Office, at Harrisburg, this

29th day of August, A. D., 19 77.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

292745

Amendment to Articles of Agreement

3-1-77:52 1543

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

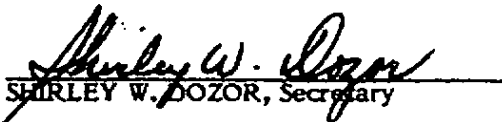
1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit Life Insurance Company duly held on September 30, 1977 at 6:00 P.M. at 238 North Bowman Avenue, Montgomery County, Merion, Pennsylvania, pursuant to Waiver of Notice executed by each of the Shareholders, an amendment to the Articles of Agreement was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 1,100,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

"RESOLVED, That Article 5th of the Articles of Agreement be amended to read:

5th. The amount of Capital stock of the Company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each."

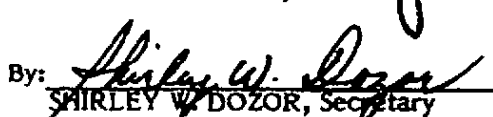
IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 18th day of October, 1977.

Corporate Seal

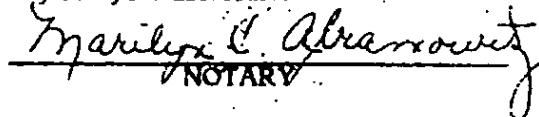

SHIRLEY W. DOZOR, Secretary

PROVIDERS BENEFIT LIFE
INSURANCE COMPANY

By: 
HARRY T. DOZOR, President

By: 
SHIRLEY W. DOZOR, Secretary

Subscribed and sworn to before me the
day and year aforesaid.


NOTARY

SEAL

My commission expires:

MYRILYN C. ABRAMOWITZ
Notary Public, Berks Co., Bucks Co.
By Commission Expires March 23, 1978

3-1-77:52 | 1544

Commonwealth of Pennsylvania

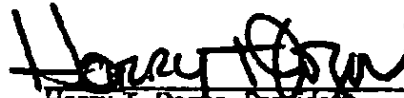
:

: SS.

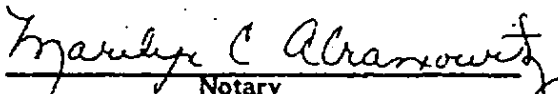
County of Bucks

:

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on September 30, 1977; and that Waiver of Notice were signed by all shareholders of Providers Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 18th day of October, 1977.


Notary

My commission expires:

MYRLYN C. ABRAMOWITZ
Notary Public, Bucks Co., Bucks Co.
My Commission Expires March 23, 1978

3-1-77:52 1545

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Consent of Sole Shareholders
September 30, 1977


The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, ("The Company"), hereby consent to the adoption of the following resolutions:

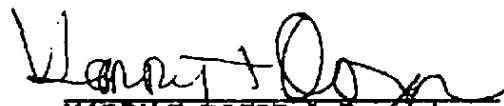
RESOLVED, That Article 5th of the Articles of Agreement be amended to read:


5th. The amount of Capital stock of the Company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each.


IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

SHARR HOLDING COMPANY

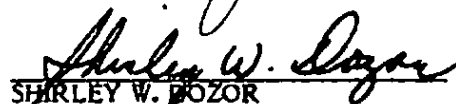

by: HARRY T. DOZOR

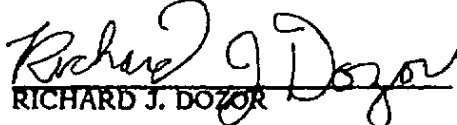

HARRY T. DOZOR, In Personal Capacity


JOHN M. COONEY


DAVID S. ZELITCH


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 1546


CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, That I, Shirley W. Dozor, the undersigned, do hereby certify that I am duly elected and acting as Secretary of Sharr Holding Company, a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said corporation, duly and regularly adopted by a majority of the Board of Directors of said corporation on April 15, 1977 and that the Resolution has not been altered, rescinded and is in full force and effect:

"RESOLVED, That Harry T. Dozor, President of Sharr Holding Company, be and hereby is authorized to cast the votes represented by all shares of stock held by Sharr Holding Company in Providers Benefit Life Insurance Company at all meetings of the shareholders of the Company and may be held for 1977 to include the annual meeting of the shareholder and any other meetings.

WITNESS my hand seal of this Corporation this 18th day of

October, 197 7.


SHIRLEY W. DOZOR
Secretary

3-1-77:52 1547

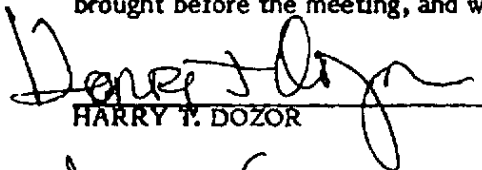
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Special Meeting of the Board of Directors
September 30, 1977

A Special Meeting of the Directors of Providers Benefit Life Insurance Company was held at the office of the Company, 238 North Bowman Avenue, Merion, Pennsylvania, on Friday, September 30, 1977 at 6:00 P.M. pursuant to call and waiver of notice executed by all the Directors of the Company as follows:

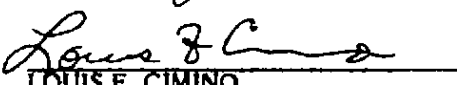
Call and Waiver of Notice

We, the undersigned, being all the Directors of Providers Benefit Life Insurance Company, do hereby call a meeting of the Directors to be held on Friday, September 30, 1977 at 6:00 P.M., (a) for the purpose of amending the Articles of Agreement of the Company to increase the outstanding Capital from \$1,100,000 to \$14,000,000, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.


HARRY T. DOZOR


DAVID S. ZELITCH


JOHN M. COONEY


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 1548

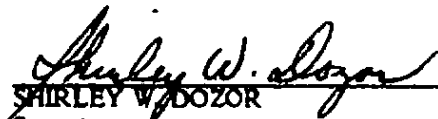
All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of Captial stock of the company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each.

There being no further business to come before the meeting, the meeting on motion adjourned.


SHIRLEY W. DOZOR
Secretary

3-1-77:52 , 1549

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

October 20, 1977

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirement of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.

William J. Sheppard
INSURANCE COMMISSIONER

3-1-77:52,1550

DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

November 9, 19 77

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation in insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.



ATTORNEY GENERAL

3-1-77:52 ; 1551

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

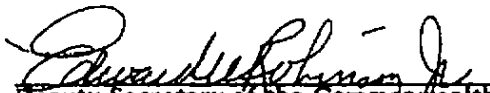
November 16, 19 77

AMENDMENT TO THE CHARTER OF
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest:

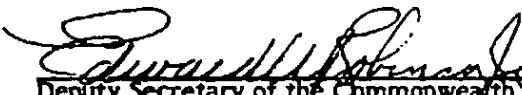

Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and seal of Office, at Harrisburg, this 16th day of
November A. D., 19 77.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

PROVIDERS BENEFIT LIFE INSURANCE COMPANY 3-1-77:52 1536
Amendment to Charter

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been the Township of Lower Merion, Montgomery County, Pennsylvania.
3. On November 1, 1977, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting the judges of election reported that the number of shares voted in favor of the amendment was 1,100,000 shares, constituting all of the outstanding shares; the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution the the said resolution had therefore been adopted.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant Secretary, this 2nd day of November 1977.

PROVIDERS BENEFIT LIFE
INSURANCE COMPANY

By: Harry T. Dozor
Harry T. Dozor, President

By: Shirley W. Dozor
Shirley W. Dozor, Secretary

(Corporate Seal)

Attest:

Karen L. Gerhardt
Karen L. Gerhardt
Assistant Secretary

Sworn to and subscribed before me
the day and year aforesaid.

Marilyn C. Abramowitz
Marilyn C. Abramowitz
Notary Public, Berwyn Twp., Montgomery County
My Commission Expires March 22, 1979

3-1-77:52 , 1537

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Consent of Sole Shareholders
November 1, 1977

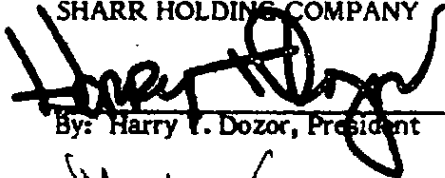
The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, ("the Company"), hereby consent to the adoption of the following resolutions:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.

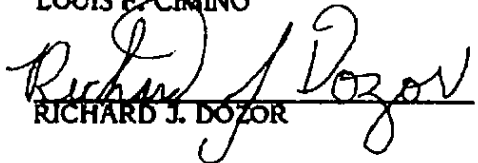
IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

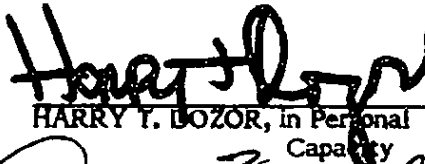
SHARR HOLDING COMPANY


By: Harry T. Dozor, President

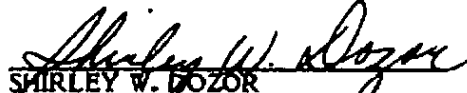

JOHN M. COONEY


LOUIS E. CHINO


RICHARD J. DOZOR


HARRY T. DOZOR, in Personal Capacity


DAVID S. ZELITCH


SHIRLEY W. DOZOR


ALLISON LIBERTY

3-1-77:52 1538

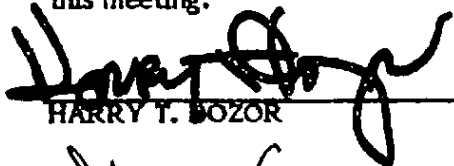
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

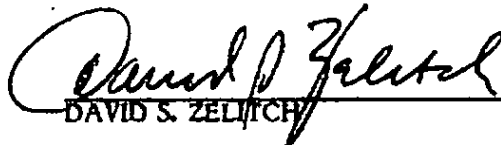
Special Meeting of The Board of Directors
November 1, 1977

A Special Meeting of the Directors of Providers Benefit Life Insurance was held at the office of the Company, 238 North Bowman Avenue, Merion, Pennsylvania, on Monday, November 1, 1977 at 6:00 P.M. pursuant to call and waiver of notice executed by all the Directors of the Company as follows:

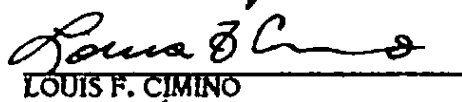
Call and Waiver of Notice

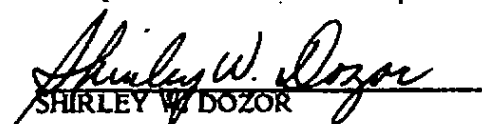
We, the undersigned, being all the Directors of Providers Benefit Life Insurance Company, do hereby call a meeting of the Directors to be held on Monday, November 1, 1977 at 6:00 P.M., (a) for the purpose of amending the Charter of the Corporation to change the location, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.

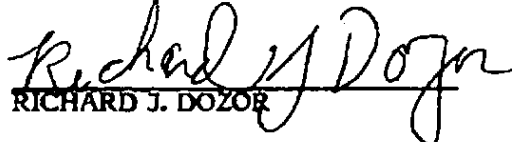

HARRY T. DOZOR


DAVID S. ZELITCH


JOHN M. COONEY


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 .1539


All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.

There being no further business to come before the meeting, the meeting on motion adjourned.


SHIRLEY W. BOZOR
Secretary

3-1-77:52 1540

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pa., November 4, 1977

To the Attorney General of the Commonwealth of Pennsylvania

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith an Amendment to the Charter for Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and foregoing Amendment to Charter of Providers Benefit Life Insurance Company and find this instrument to be in accordance with the provisions of the above Act and should be approved.


INSURANCE COMMISSIONER

3-1-77:52 1541

DEPARTMENT OF JUSTICE

Harrisburg, Pa., November 15, 19

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the Provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth^{or} of the United States, and the same is hereby approved.


ATTORNEY GENERAL

3-1-77:52 1542

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pa., November 16, 19 77

AMENDMENT TO CHARTER OF
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest:


Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

Pennsylvania, ss:

Witness my hand and Seal of Office, at Harrisburg, this 16th day
of November, 19 77.

Enrolled in CBC Roll _____ Films _____


SECRETARY OF THE COMMONWEALTH

Return of ~~Shareholders~~
Decrease of Stated
Capital 292745

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
BUREAU OF LICENSES

3-1-78:03 609

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned corporation hereby certifies by its President or Treasurer as follows:

1. Name of Corporation: Provident Benefit Life Insurance Company
2. Registered Office: 1 Bala Cynwyd Plaza Suite 212 Bala Cynwyd, Pa 19004
3. Date of Incorporation: March 26, 1969
4. The following ~~INCREASE~~/DECREASE has been made in the stated capital of the corporation:

No. and Class of additional shares issued retired	Par Value per share or amount of decrease	Date of increase Decrease
<u>6,725,458 Common Stock</u>	<u>\$1.00</u>	<u>12/15/77</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

5. After giving effect to the above ~~increase~~ decrease, the stated capital of the corporation at the time of filing this return is as follows:

Total Number and Class of Shares	Total Par Value or amount of decrease
<u>2,000,000 Common Stock</u>	<u>\$2,000,000</u>
_____	_____
_____	_____
_____	_____

Provident Benefit Life Insurance Company
(Name of Corporation)

(CORPORATE)
(SEAL)

By Albert J. Liberty
(President or Treasurer)

Filed in the office of the Secretary of the Commonwealth on the 4th day of

January, 19 78

Barton A. Fields
Secretary of the Commonwealth

EPP/he

FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)

This report must be made by the President or Treasurer of the Corporation.

Return of Increase or
Decrease of Stated
Capital

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
BUREAU OF LICENSES

31-7803

610

292745

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned corporation hereby certifies by its President or Treasurer as follows:

1. Name of Corporation: Providers Benefit Life Insurance Company
2. Registered Office: 1 Bala Cynwyd Plaza Suite 215 Bala Cynwyd Pa 19004
3. Date of Incorporation: March 26 1969
4. The following INCREASE ~~DECREASE~~ has been made in the stated capital of the corporation:

No. and Class of additional shares issued/ retired	Par Value per share or retirement value	Date of Issuance
<u>7,625,450 Common Stock</u>	<u>\$1.00</u>	<u>12/18/77</u>

5. After giving effect to the above increase/~~decrease~~ the stated capital of the corporation at the time of filing this return is as follows:

Total Number and Class of Shares	Total Par Value or retirement value
<u>8,725,950 Common Stock</u>	<u>\$8,725,650</u>

Providers Benefit Life Insurance Company
(Name of Corporation)

(CORPORATE)
SEAL

By Allison M. Smith
(President)

Filed in the office of the Secretary of the Commonwealth on the 4th day of
January, 19 78.

Barbara A. Fields
Secretary of the Commonwealth

FILED FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)
This report must be made by the President or Treasurer of the Corporation.

PROVIDERS BENEFIT LIFE INSURANCE COMPANY
Amendment to Charter

83161620

In compliance with the requirements of Section 322 of the Insurance Company Law of 1927, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President, whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit Life Insurance Company duly held on February 15, 1983, pursuant to Waivers of Notice executed by each of the Shareholders, an amendment to the Charter of the Corporation was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 2,000,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

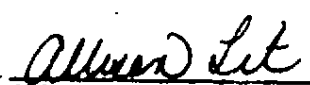
"RESOLVED, that Article 1st of the Charter of the Corporation be amended to read:

1st. The name by which the Company shall be known is Providers Fidelity Life Insurance Company.

IN WITNESS WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 25th day of February, 1983.

PROVIDERS BENEFIT LIFE INSURANCE CO.

CORPORATE SEAL

By  HARRY T. DOCTOR, PresidentBy  ALLISON LIT, Secretary
ALLISON LIT, Secretary


Subscribed and sworn to before me the day and year aforesaid.



83161621

Commonwealth of Pennsylvania :
County of Montgomery : SS.

Harry T. Dozor, being duly sworn or affirmed, doth depose and say,
that he is President of Providers Benefit Life Insurance Company; and
that Waivers of Notice were signed by all shareholders of Providers
Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 25th day of February, 1983.



Notary

My commission expires:

A. FRANCES THOMAS, Notary Public
in Marion Twp., Montgomery Co.
My Commission Expires March 31, 1986

83161622

CERTIFICATION

The undersigned, Allison Lit, Secretary of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, does hereby certify that the attached is a true and correct copy of the Shareholders Meeting and Board of Directors Meeting held on February 15, 1983.

IN WITNESS WHEREOF, I have subscribed my name as Secretary and affixed the seal of the said corporation.

(SEAL)


Allison Lit
Allison Lit, Secretary

Dated: February 25, 1983

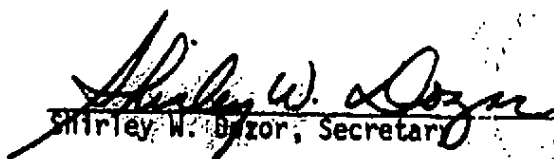
83161623

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shirley W. Dozor, the undersigned, do hereby certify that I am duly elected and acting as Secretary of Krrash Corporation, a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said Corporation, and that the Resolution has not been altered, rescinded, and is in full force and effect:

RESOLVED, That Harry T. Dozor, President of Krrash Corporation, be and hereby is authorized to cast the votes represented by all the shares of stock held by Krrash Corporation in Providers Benefit Life Insurance Company, at all meetings of the shareholders of the company that may be held for 1983, to include the Annual Meeting of the shareholders and any other meetings.

WITNESS my hand and seal of this Corporation, this 15th day of February, 1983.


Shirley W. Dozor, Secretary

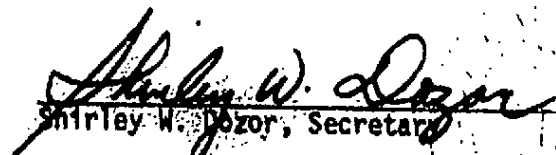
83161624

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shirley W. Dozor, the undersigned, hereby certify that I am duly elected and acting as Secretary of Sharr Holding Company, Inc., a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said corporation, and that the Resolution has not been altered, rescinded, and is in full force and effect:

RESOLVES, That Harry T. Dozor, President of Sharr Holding Company, Inc., be and hereby is authorized to cast the votes represented by all shares of stock held by Sharr Holding Company, Inc., in Providers Benefit Life Insurance Company at all meetings of shareholders of the Company that may be held for 1983 to include the Annual Meeting of the shareholders and any other meetings.

WITNESS my hand and seal of this Corporation, this 15th day of February 1983.


Shirley W. Dozor, Secretary

83161625

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, PA March 3, 1983

TO THE SECRETARY OF STATE OF THE
COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to Charter of the Providers Benefit Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment of Providers Benefit Life Insurance Company, Bala Cynwyd, Pennsylvania, and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.


A. Moore Lifter
Deputy Insurance Commissioner

83161626

DEPARTMENT OF STATE

Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office at _____
this 9th day of March, 1983.

William L. Davis

Secretary of the Commonwealth

vod

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

8460 352

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Fidelity Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. By unanimous consent of the Board of Directors of Providers Fidelity Life Insurance Company, an Amendment to the Articles of Agreement was adopted in the form set forth below.
3. The Amendment adopted by the Board of Directors set forth in full, follows:

RESOLVED: That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of authorized Capital stock of the Company is 14,000,000 shares with a par value of \$1 each.

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 10 day of September, 1984.

Corporate Seal

Allison Lit
ALLISON LIT, Secretary

PROVIDERS FIDELITY LIFE
INSURANCE COMPANY

By: HARRY T. DOZOR
HARRY T. DOZOR, President

By: Allison Lit
ALLISON LIT, Secretary

Subscribed and sworn to before me the day and year aforesaid.

SEAL

C. Frances Thomas
NOTARY

My commission expires:

A. FRANCES THOMAS, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires March 31, 1988

8460 353

UNANIMOUS WRITTEN CONSENT
IN LIEU OF
A MEETING OF THE BOARD OF DIRECTORS
OF
PROVIDERS FIDELITY LIFE INSURANCE COMPANY

September 8, 1984

The Undersigned, constituting the entire Board of Directors of Providers Fidelity Life Insurance Company, by unanimous consent in writing, pursuant to the authority contained in the Company's By-Laws, without the formality of convening a Meeting, do hereby severally and collectively consent to the following action of the Company in lieu of holding a Special Meeting of the Board of Directors.


RESOLVED: That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of authorized Capital stock of the Company is 14,000,000 shares with a par value of \$1 each.

RESOLVED: That the Board of Directors affirms that 2,000,000 shares of capital stock of the Company has been issued and is outstanding.

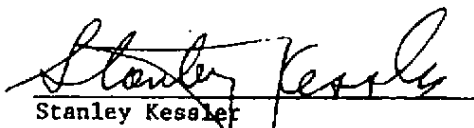
IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 8th day of September, 1984.


Sheldon M. Bonovitz

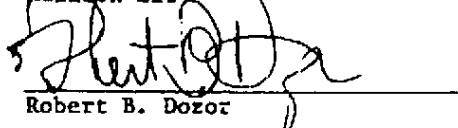

Harry T. Dozor


Shirley W. Dozor


Richard J. Dozor


Stanley Keseler


Allison Lit


Robert B. Dozor


Aldo Tenaglia

8460 354

Commonwealth of Pennsylvania

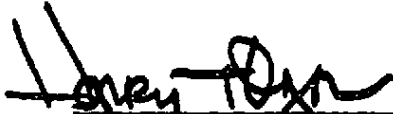
:

: SS.


County of Montgomery

:

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Fidelity Life Insurance Company; that a unanimous written consent, of which the attached is a copy, was signed by all members of the Board of Directors of Providers Fidelity Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 10 day of September, 1984.


Notary

My commission expires: A. FRANCES THOMAS, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires March 31, 1988

8460 355


COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, PA, September 19, 1984

TO THE SECRETARY OF STATE OF THE
COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania, and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.



Alexander Bratic
Deputy Insurance Commissioner

8460 356

DEPARTMENT OF STATE
Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office _____

this 24 day of September, 1984.

William P. Davis

Secretary of the Commonwealth

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

Amendment to Charter

#29279

8670 448

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Fidelity Life Insurance Company hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.
3. On November 3, 1986, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting all shareholders signify their acceptance of the amendment to the Charter.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Plymouth Township, County of Montgomery, Town of Blue Bell, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant Secretary, this 3rd day of November, 1986.



(Corporate Seal)

[Signature]
Allison Lit
Assistant Secretary

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

[Signature]
Harry T. Bonor, President

By: *[Signature]*
Allison Lit, Secretary

Sworn to and subscribed before me the day and year aforesaid.

RHONDA L. POSTON, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires Oct. 30, 1989

[Signature]
Notary Public

8670 448

CERTIFICATION

The undersigned, Allison Lit, Secretary of Providers Fidelity Life Insurance Company, a Pennsylvania Corporation, does hereby certify that the attached is a true and correct copy of the Shareholders Meeting and Board of Directors Meeting held on November 3, 1986.

IN WITNESS WHEREOF, I have subscribed by name as Secretary and affixed the seal of the said corporation.



Allison Lit

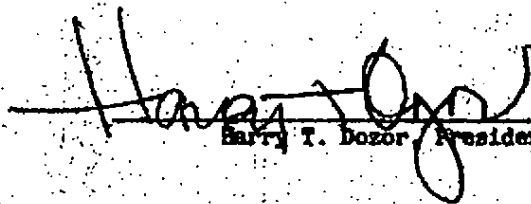
Allison Lit, Secretary

Dated: November 3, 1986



8670 450

Commonwealth of Pennsylvania }
County of Montgomery } SS.

Harry T. Dozor, being duly sworn or affirmed, both depose and say, that
he is President of Providers Fidelity Life Insurance Company; and that Waivers
of Notice were signed by all shareholders of Providers Fidelity Life Insurance
Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 3rd day of November, 1985.



Notary

My Commission Expires:

WILLIAM L. FOSTER, Notary Public
Lower Merion Park, Montgomery Co.
My Commission Expires Oct. 30, 1989

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

8670 451

Consent of Sole Shareholders

November 3, 1985

The undersigned, being the Sole Shareholders of Providers Fidelity Life Insurance Company, a Pennsylvania Corporation, ("the Company"), hereby consent to the adoption of the following resolution:

Resolved, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Plymouth Township, County of Montgomery, Town of Blue Bell, Commonwealth of Pennsylvania.

IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

ISAAC CORPORATION


Harry F. Dozor, President


Harry F. Dozor, as Individual


Stanley Dozor


Richard J. Dozor


Robert B. Dozor


Aldo Tenaglia


Shirley W. Dozor


Allison Lit

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

8670 452

Special Meeting of the Board of Directors

November 3, 1986

A Special Meeting of the Directors of Providers Fidelity Life Insurance Company was held at the office of the Company, Suite 622, One Bala Plaza, Bala Cynwyd, Pennsylvania on Monday, November 3, 1986, pursuant to Call and Waiver of Notice executed by all the Directors of the Company as follows:

Call and Waiver of Notice

We, the undersigned, being all the Directors of Providers Fidelity Life Insurance Company, do hereby call a meeting of the Directors to be held on Monday, November 3, 1986, (a) for the purpose of amending the Charter of the Corporation to change the location, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.


Harry T. Dozor


Aldo Tonaglia


Shirley W. Dozor


Stanley Kessler


Allison L. Dozor


Robert B. Dozor


Richard J. Dozor

8870 458

All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That Article 4th of the Charter of the Corporation
be amended to read:

4th. The place in which the principal office of the Company
is to be located is Plymouth Township, County of Montgomery,
Town of Blue Bell, Commonwealth of Pennsylvania.

There being no further business to come before the meeting, the meeting
was on motion adjourned.

Allison Lit

Allison Lit, Secretary

8670 454

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, PA, November 19, 1986

TO THE SECRETARY OF STATE OF
THE COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.



Ronald E. Chronister

Ronald E. Chronister
Deputy Insurance Commissioner

8670 455

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

Filed and recorded in the Office of the Secretary
of the Commonwealth on the _____ day of NOV 24 1986, 1986.

Witness my hand and seal of office, at Harrisburg, this _____
day of _____, 1986.



Robert J. Mendenhall

Secretary of the Commonwealth

RECORDER OF DEEDS

Recorded in the Office of the Recorder of Deeds in
and for the County of Dauphin in Miscellaneous Book _____,
No. _____, Page _____. Witness my hand and seal of office
this _____ day of _____, 1986.

Recorder of Deeds

9171-616

NOV 01 1991

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 292745Deputy Secretary of the Commonwealth SA

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

☒ Domestic Business Corporation (15 Pa.C.S. § 1507)☐ Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)☐ Foreign Business Corporation (15 Pa.C.S. § 4144)☐ Domestic Limited Partnership (15 Pa.C.S. § 8506)☐ Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: Providers Fidelity Life Insurance Company

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Valley Square, 512 Township Line Rd., Blue Bell, PA 19422 Montgomery
 Number and Street City State Zip County

(b) c/o: N/A County
 Name of Commercial Registered Office Provider

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Blue Bell West, 653 Skippack Pike, Blue Bell, PA 19422 Montgomery
 Number and Street City State Zip County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: N/A County
 Name of Commercial Registered Office Provider

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

9171- 617

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)-2

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 25th day of October, 19 91.

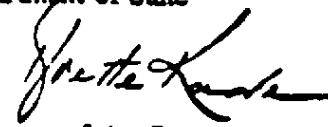
Providers Fidelity Life Insurance Company

(Name of Corporation/Limited Partnership)

[Signature]
(Signature)

TITLE: President

292745

Filed this	MAY 31 1995	day of
		19
Commonwealth of Pennsylvania		
Department of State		
		
Secretary of the Commonwealth		

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Merger
Business Corporation
Subsidiary Form 903

In compliance with the requirements of Section 1903 of the Business Corporation Law, act of May 5, 1933 (P.L. 364)(15 P.S. § 1903), as amended, the undersigned corporations, desiring to effect a merger, hereby certify that:

The parties to this Plan of Merger are American Health Marketing Corporation ("AHM"), the subsidiary corporation, and Providers Fidelity Life Insurance Company ("PFLIC") the parent corporation, both of which are incorporated in the Commonwealth of Pennsylvania.

1. The name and the registered office of the domestic surviving corporation is:

Providers Fidelity Life Insurance Company
Blue Bell West
653 Skippack Pike
Blue Bell, PA 19422

2. The time and place of the meeting of the shareholders at which merger was adopted, period of notice given the shareholders, total vote by which the plan was adopted.

- a. May 9, 1995, Company office
- b. 22 days
- c. 100% of the shareholders adopted the plan

2.1 Not applicable

2.2 Neither of the constituent corporations is a public utility corporation.

3. The Articles of Incorporation of Providers Fidelity Life Insurance Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Providers Fidelity Life Insurance Company and shall not be changed or amended by the Merger.

4. The Directors of PFLIC as of the effective date of the merger shall continue in office until the next Annual meeting of the stockholders of PFLIC. The of Directors of PFLIC shall continue to be seven and shall be the following persons:

Harry T. Dozor

Richard J. Dozor

Shirley W. Dozor

Robert B. Dozor

Stephen Lit

Diann J. Shaw

Allison D. Lit

The following officers of PFLIC, immediately prior to the effective date of the Merger shall continue in office after the effective date of the merger and until the next Annual Meeting of the Board of Directors of PFLIC.

Harry T. Dozor

President

Allison D. Lit

Secretary

Diann J. Shaw

Treasurer

5. The Plan of Merger is attached hereto.

6. Not applicable. The surviving corporation is a domestic corporation.

IN TESTIMONY WHEREOF, each undersigned corporation has caused this plan of Merger to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be affixed hereunto this 31st day of May, 1995.

American Health Marketing Corporation

BY: [Signature]
Harry T. Dozor, Chairman

Attest:

[Signature]
Diann J. Shaw, President

Providers Fidelity Life Insurance Company

BY: [Signature]
Harry T. Dozor, President

Attest:

[Signature]
Diann J. Shaw, Treasurer

PLAN OF MERGER (LIQUIDATION)

**Merger of American Health Marketing Corporation
into
Providers Fidelity Life Insurance Company**

The undersigned corporations, in accordance with the provisions of Article IX (sections 1901-1909) of the Business Corporation Law of Pennsylvania, hereby adopt the following Plan of Merger (liquidation):

Section 1: The parties to this Plan of Merger are American Health Marketing Corporation ("AHM"), the subsidiary corporation, and Providers Fidelity Life Insurance Company ("PFLIC") the parent corporation, both of which are incorporated in the Commonwealth of Pennsylvania.

Section 2: The parties hereto agree to effect this Merger (liquidation for Federal purposes.

Section 3: Pursuant to this Plan of Merger, American Health Marketing Corporation shall be merged into its parent corporation, Providers Fidelity Life Insurance Corporation. The corporation to survive the merger will be Providers Fidelity Life Insurance Company, which shall continue under the same name.

Section 4: The Articles of Incorporation of Providers Fidelity Life Insurance Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Providers Fidelity Life Insurance Company and shall not be changed or amended by the Merger.

Section 5: PFLIC reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

Section 6: The Bylaws of PFLIC, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of PFLIC until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

Section 7: The Directors of PFLIC as of the effective date of the merger shall continue in office until the next Annual meeting of the stockholders of PFLIC. The Directors of PFLIC shall continue to be seven and shall be the following persons:

Harry T. Dozor	Richard J. Dozor
Shirley W. Dozor	Robert B. Dozor
Stephen Lit	Diann J. Shaw
Allison D. Lit	

The following officers of PFLIC, immediately prior to the effective date of the Merger shall continue in office after the effective date of the merger and until the next Annual Meeting of the Board of Directors of PFLIC.

Harry T. Dozor	President
Allison D. Lit	Secretary
Diann J. Shaw	Treasurer

Section 8: As of the effective date of the Merger, each share of the issued and outstanding stock of American Health Marketing Corporation shall be surrendered and cancelled. Shares of PFLIC stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of stock of the surviving corporation.

Section 9: On the effective date of the Merger, the separate existence of American Health Marketing Corporation shall cease (except to the extent continued by statute, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by PFLIC to evidence such transfer, vesting, or devolution of any property, right, or privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of PFLIC by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

Section 10: The effective date of the merger shall be May 31, 1995, or the date when the Articles of Merger are filed with the Department of State of the Commonwealth of Pennsylvania, if later, but in no event later than June 30, 1995.

IN TESTIMONY WHEREOF, each undersigned corporation has caused this plan of Merger to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be affixed hereunto this 31st day of May, 1995.

American Health Marketing Corporation

BY: Harry T. Dozor

Harry T. Dozor, Chairman

Attest:

Diann J. Shaw

Diann J. Shaw, President

Providers Fidelity Life Insurance Company

BY: Harry T. Dozor

Harry T. Dozor, President

Attest:

Diann J. Shaw

Diann J. Shaw, Treasurer

UNANIMOUS WRITTEN CONSENT
of the
BOARD of DIRECTORS
of
AMERICAN HEALTH MARKETING CORPORATION

THE UNDERSIGNED, being all of the Directors of American Health Marketing Corporation, A Pennsylvania Corporation (the "Corporation"), in accordance with the applicable provisions of the Pennsylvania Business Corporation Law, do hereby consent to, approve and adopt the following:

RESOLVED, that in the judgement of the Board of Directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be merged with Providers Fidelity Life Insurance Company, a Pennsylvania Insurance Corporation, in accordance with the terms and conditions set forth in the Plan of Merger attached hereto as Exhibit A;

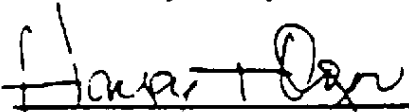
RESOLVED, that the Plan of Merger in the form attached hereto as Exhibit A be, and it hereby is approved and adopted;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the Plan of Merger, and to execute and file Articles of Merger with the Department of State of the Commonwealth of Pennsylvania;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the merger of the Corporation be commenced immediately, and that those actions be completed as soon as practicable, but in no event later than June 30, 1995.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or to cause to be done such further acts and things as they may deem necessary or proper in order to carry out the Plan of Merger of the Corporation and fully to effectuate the purpose of the foregoing resolutions.

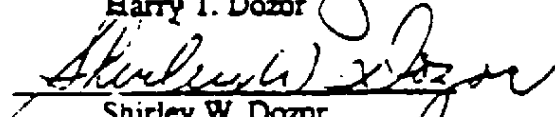
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 31st day of May, 1995.



Harry T. Dozor



Dianh J. Shaw



Shirley W. Dozor



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
Bureau of Licensing and Financial Analysis
Bureau of Examinations
1345 Strawberry Square
Harrisburg, PA 17120

September 8, 1995

Peter J. Tucci, Esquire
Reed Smith Shaw & McClay
2500 One Liberty Place
Philadelphia, Pennsylvania 19103-7301

VIA FAX: (215) 851-6140 *MB*

RE: LONDON LIFE REINSURANCE COMPANY

Dear Mr. Tucci:

The following information is being provided in response to your request of the Department received on September 7, 1995.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Department of State, Corporation Bureau.

I trust that the information provided is responsive to your request. Feel free to contact me at (717) 787-2735 if I can be of further assistance.

Sincerely;

A handwritten signature in dark ink, appearing to read "Robert E. Brackbill, Jr.", written over a horizontal line.

Robert E. Brackbill, Jr.
Licensing Specialist
Company Licensing Division

Microfilm Number _____

Entity Number 292745

Filed with the Department of State on _____

SEP 12 1995

[Signature]

Secretary of the Commonwealth

10

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Providers Fidelity Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>653 Shippack Pike, Suite 16</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider _____ County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Bus. Corp. Law of 1988, as amended, Title 15

4. The date of its incorporation is: March 26, 1969

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

SEP -7 1995

SEP 12 1995

☒ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

PA Dept. of State The Articles of Amendment are being amended and restated as attached on Exhibit A.

9559-834

JSCB:15-1915 (Rev 90)-2

3. (Check if the amendment restates the Articles):

XX The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 6th day of September, 19 95.

Providers Fidelity Life Insurance Company

(Name of Corporation)

BY:

Peter J. Tucci

(Signature)

TITLE: Secretary

9559- 845

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROVIDERS FIDELITY LIFE INSURANCE COMPANY

In compliance with the requirements of Sections 1911 and 1915 of the Business Corporation Law of 1988, Act of December 21, 1988 (P.L. 1444, No. 177), as amended (15 Pa.C.S. §§1911 and 1915), the articles of incorporation of Providers Fidelity Life Insurance Company are hereby amended and restated to read in their entirety as follows:

1. Corporate Name. The name of the Corporation is London Life Reinsurance Company.
2. Registered Office. The location and post office address of the initial registered office of the Corporation in this Commonwealth is 653 Skippack Pike, Suite 16, Blue Bell, Pennsylvania 19422.
3. Business Corporation Law of 1988. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended.
4. Stock. The aggregate number of shares which the Corporation shall have authority to issue is 14,000,000 shares of Common Stock, par value \$1.00 per share.
5. Personal Liability of Directors.
 - (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
 - (b) Nature and Extent of Rights. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be

so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or any failure to act, by a director prior thereto.

6. Indemnification of, and Advancement of Expenses to, Directors, Officers and Others.

(a) Right to Indemnification. Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liabilities paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another company, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Section (a). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" shall include each director and officer of the Corporation and each other person denominated by the Board of Directors as entitled to the benefits of this Article, "expenses" shall mean all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section (a) for expenses incurred in connection with any Indemnitee Action only (i) if the Indemnitee Action is instituted under Section (c) of this Article and the indemnitee is successful in whole or in part in such Action, (ii) if the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) if the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

(b) Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action, or in initiating and pursuing any Indemnatee Action for indemnity or advancement of expenses under Section (c) of this Article, paid in advance by the Corporation prior to final disposition of such Action or Indemnatee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnatee to Initiate Action. If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Section (a) of this Article shall be that the indemnitee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its shareholders) that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnatee Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnatee Action to recover on a claim for advancement of expenses under Section (b) of this Article shall be the indemnitee's failure to provide the undertaking required by Section (b) of this Article.

(d) Insurance and Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(e) Non-Exclusivity: Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or by-law, charter provision, vote of shareholders or directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, By-Law or other provision.

(f) Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

The foregoing amended and restated articles of incorporation supersede the original articles of incorporation and any prior amendments thereto.

SENT BY:

12-22-95 : 3:28PM

R.S.S.N. -717 234 3050

: 6/11

Microfilm Number _____

Entry Number 292745

Filed with the Department of State on

4545
DEC 22 1995*For the Record*
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1826 (Rev. 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: London Life Reinsurance Company

2. Check and complete one of the following:

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19422 Montgomery
Number and Street City State Zip County

(b) c/o: n/a
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) n/a
Number and Street City State Zip County

(b) c/o: n/a
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Isaac Corporation</u>	<u>103 Springer Building</u> <u>3411 Silverside Road, Wilmington, Delaware</u>	<u>New Castle</u>

4546

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

XX The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

____ The plan of merger shall be effective on: _____ at _____
Date State Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation

Manner of Adoption

London Life Reinsurance Company Unanimous Written Consent

Isaac Corporation Unanimous Written Consent

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

XX The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 21st day of December, 1995.

London Life Reinsurance Company

(Name of Corporation)

BY: [Signature]
Gregory E. Morrison (Signature)

TITLE: President

Isaac Corporation

(Name of Corporation)

BY: [Signature]
Gregory E. Morrison (Signature)

TITLE: President

PLAN OF MERGER

This Plan of Merger is dated as of the 21st day of December, 1995 by and among PBL Corporation ("PBL"), a Pennsylvania corporation, Isaac Corporation ("Isaac"), a Delaware corporation, and London Life Reinsurance Company ("LLRC") a Pennsylvania corporation.

WITNESSETH:

WHEREAS, PBL owns all 1,000 issued and outstanding shares of common stock of Isaac;

WHEREAS, Isaac owns all 2,000,000 issued and outstanding shares of common stock of LLRC;

WHEREAS, the parties hereto desire that Isaac be merged with and into LLRC, with LLRC being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholders of Isaac have adopted resolutions approving this Plan of Merger in accordance with the Pennsylvania Business Corporation Law of 1988 (the "BCL"); and

WHEREAS, the Board of Directors and the shareholders of LLRC have adopted resolutions approving this Plan of Merger in accordance with the BCL;

1. Terms of Merger. On the Effective Date (as hereinafter defined), Isaac shall be merged with and into LLRC pursuant to the provisions of Section 1921 of the BCL (the "Merger").

2. Surviving Corporation. The corporation surviving the Merger shall be LLRC (sometimes hereinafter referred to as the "Surviving Corporation").

3. Treatment of Shares. Upon the Effective Date, (a) PBL shall tender to LLRC the 1,000 shares of common stock of Isaac which PBL owns; (b) LLRC shall tender to PBL the 2,000,000 shares of LLRC previously owned by Isaac; and (c) LLRC shall cancel the 1,000 shares of common stock of Isaac.

4. Effective Date. If this Merger is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger") shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger in the Department of State of the Commonwealth of Pennsylvania (the "Effective Date").

5. Articles of Incorporation. The Articles of Incorporation of LLRC as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of LLRC, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. Directors and Officers. Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of LLRC immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of LLRC immediately prior to the Effective Date, each such person to hold, in accordance with the By-Laws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.

8. Termination and Amendment. This Merger may be terminated by the Board of Directors of either LLRC or Isaac at any time prior to the Effective Date.

9. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Isaac shall be transferred to, vested in and devolve upon LLRC without further act or deed and all property, rights, and every other interest of LLRC and Isaac shall be as effectively the property of LLRC as they were of LLRC and Isaac respectively. PBL hereby agrees from time to time, as and when requested by LLRC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as LLRC may deem necessary or desirable in order to vest in and confirm to LLRC title to and possession of any property of Isaac acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of PBL and the proper officers and directors of LLRC are fully authorized in the name of PBL or otherwise to take any and all such action.

BEFORE THE
INSURANCE COMMISSIONER OF THE
COMMONWEALTH OF PENNSYLVANIA

IN RE: THE STATEMENT OF LONDON ACQUISITION CORPORATION
REQUESTING APPROVAL OF THE MERGER OF ISAAC CORPORATION AND PBL
CORPORATION INTO LONDON LIFE REINSURANCE COMPANY IN A SERIES OF
TRANSACTIONS EXEMPT FROM THE FILING REQUIREMENTS OF 40 P.S.
SECTION 991.1402(b).

ORDER

AND NOW, on this 14th day of December, 1995, Linda S.
Kaiser, Insurance Commissioner of the Commonwealth of
Pennsylvania, hereby makes the following ORDER:

FINDINGS OF FACT

1. On December 7, 1995, the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") from London Acquisition Corporation (hereinafter referenced as "APPLICANT") to merge Isaac Corporation and PBL Corporation into London Life Reinsurance Company (hereinafter referenced as "LLRC").
2. The APPLICANT is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located in Dover, Delaware.
3. Isaac Corporation (hereinafter referenced as "ISSAC") is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located at Wilmington, Delaware. ISSAC is the current parent of LLRC and the subsidiary of PBL Corporation.
3. PBL Corporation (hereinafter referenced as "PBL") is an insurance holding company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Blue Bell, Pennsylvania. PBL is an immediate subsidiary of APPLICANT and the immediate parent of ISSAC.
4. LLRC is a domestic stock life insurance company with its principal place of business located in Blue Bell, Pennsylvania.

5. As described in the REQUEST, the transaction contemplates that ISSAC will merge into LLRC. Subsequent to that merger, PBL will merge into LLRC. The result will be that APPLICANT will be the direct parent of LLRC.

6. 40 P.S. Section 991.1402(g) provides for the exemption of the filing requirements of subsection 991.1402(b) if the acquisition does (a) not have the effect of changing or influencing the control of a domestic insurer or (b) is otherwise not comprehended within the purposes of this section.

DETERMINATIONS

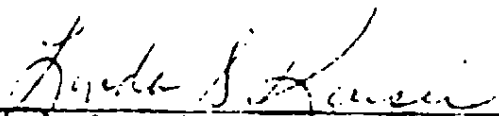
1. The REQUEST was filed pursuant to and in accordance with 40 P.S. Section 991.1402.
2. The COMMISSIONER has jurisdiction over the parties and subject matter of this proceeding.
3. The REQUEST does not violate the provisions of 40 P.S. Section 281.
4. The instant transaction is not being contemplated to change the ultimate control of LLRC, and therefore is exempt from the filing requirements of 40 P.S. Section 991.1402(b).

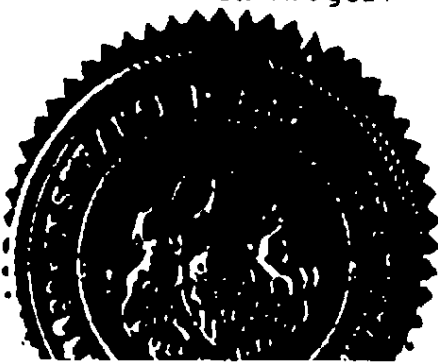
ORDER

Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the merger of ISSAC and subsequently PBL into London Life Reinsurance Company as set forth in the REQUEST is hereby granted, with the following stipulation:

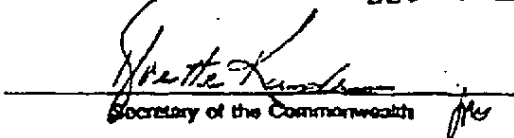
APPLICANT agrees to provide the COMMISSIONER a copy of the closing documents on the mergers within 30 of consummation of each merger.


Linda S. Kaiser
Insurance Commissioner
Commonwealth of Pennsylvania



4545

Microfilm Number _____

Filed with the Department of State on DEC 26 1995Entry Number 292745

 Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB-15-1928 (Rev. 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: London Life Reinsurance Company

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19422 Montgomery
 Number and Street City State Zip County

(b) c/o: n/a
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) n/a
 Number and Street City State Zip County

(b) c/o: n/a
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
PRL Corporation	653 Skippack Pike, Suite 16, Blue Bell, PA 19422	Montgomery

95 DEC 26 PM 12: 57

PA DEPT OF STATE

4546

DSCB:15-1928 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☐ The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
London Life Reinsurance Company	Unanimous Written Consent
PBL Corporation	Unanimous Written Consent

6. ~~(Strike out this paragraph if no foreign corporation is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.~~

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 21st day of December, 1985.

London Life Reinsurance Company

(Name of Corporation)

BY: Gregory E. Morrison
Gregory E. Morrison (Signature)

TITLE: President

PBL Corporation

(Name of Corporation)

BY: Gregory E. Morrison
Gregory E. Morrison (Signature)

TITLE: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger dated as of the 26th day of December, 1995 by and among London Acquisition Corporation ("LAC"), a Delaware corporation, PBL Corporation ("PBL"), a Pennsylvania corporation, and London Life Reinsurance Company ("LLRC"), a Pennsylvania corporation.

WITNESSETH:

WHEREAS, LAC owns the following issued and outstanding shares of stock of PBL: (1) 200,000 issued and outstanding shares of Class A Common Stock; (2) 300,000 issued and outstanding shares of Class B Common Stock; and (3) 200,000 issued and outstanding shares of Preferred Stock (collectively, the "PBL Stock");

WHEREAS, PBL owns all 2,000,000 issued and outstanding shares of common stock of LLRC;

WHEREAS, the parties hereto desire that PBL be merged with and into LLRC, with LLRC being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholders of PBL have adopted resolutions approving this Plan of Merger in accordance with the Pennsylvania Business Corporation Law of 1988 (the "BCL"); and

WHEREAS, the Board of Directors and the shareholders of LLRC have adopted resolutions approving this Plan of Merger in accordance with the BCL.

1. Terms of Merger. On the Effective Date (as hereinafter defined), PBL shall be merged with and into LLRC pursuant to the provisions of Section 1921 of the BCL (the "Merger").

2. Surviving Corporation. The corporation surviving the Merger shall be LLRC (sometimes hereinafter referred to as the "Surviving Corporation").

3. Treatment of Shares. Upon the Effective Date, (a) LAC shall tender to LLRC the PBL Stock owned by LAC; (b) LLRC shall tender to LAC the 2,000,000 shares of LLRC previously owned by PBL; and (c) LLRC shall cancel the PBL Stock.

4. Effective Date. If this Merger is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger") shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania (the "Effective Date").

5. Articles of Incorporation. The Articles of Incorporation of LLRC as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of LLRC, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. Directors and Officers. Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of LLRC immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of LLRC immediately prior to the Effective Date, each such person to hold, in accordance with the By-Laws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.

8. Termination and Amendment. This Merger may be terminated by the Board of Directors of either LLRC or PBL at any time prior to the Effective Date.

9. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of PBL shall be transferred to, vested in and devolve upon LLRC without further act or deed and all property, rights, and every other interest of LLRC and PBL shall be as effectively the property of LLRC as they were of LLRC and PBL respectively. LAC hereby agrees from time to time, as and when requested by LLRC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as LLRC may deem necessary or desirable in order to vest in and confirm to LLRC title to and possession of any property of PBL acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of LAC and the proper officers and directors of LLRC are fully authorized in the name of PBL or otherwise to take any and all such action.

DOI-RC-95-50

BEFORE THE
INSURANCE COMMISSIONER OF THE
COMMONWEALTH OF PENNSYLVANIA

IN RE: THE STATEMENT OF LONDON ACQUISITION CORPORATION
REQUESTING APPROVAL OF THE MERGER OF ISAAC CORPORATION AND PBL
CORPORATION INTO LONDON LIFE REINSURANCE COMPANY IN A SERIES OF
TRANSACTIONS EXEMPT FROM THE FILING REQUIREMENTS OF 40 P.S.
SECTION 991.1402(b).

ORDER

AND NOW, on this 14th day of December, 1995, Linda S.
Kaiser, Insurance Commissioner of the Commonwealth of
Pennsylvania, hereby makes the following ORDER:

FINDINGS OF FACT

1. On December 7, 1995, the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") from London Acquisition Corporation (hereinafter referenced as "APPLICANT") to merge Isaac Corporation and PBL Corporation into London Life Reinsurance Company (hereinafter referenced as "LLRC").
2. The APPLICANT is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located in Dover, Delaware.
3. Isaac Corporation (hereinafter referenced as "ISSAC") is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located at Wilmington, Delaware. ISSAC is the current parent of LLRC and the subsidiary of PBL Corporation.
3. PBL Corporation (hereinafter referenced as "PBL") is an insurance holding company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Blue Bell, Pennsylvania. PBL is an immediate subsidiary of APPLICANT and the immediate parent of ISSAC.
4. LLRC is a domestic stock life insurance company with its principal place of business located in Blue Bell, Pennsylvania.

9815-153

DOI-RC-95-50

5. As described in the REQUEST, the transaction contemplates that ISSAC will merge into LLRC. Subsequent to that merger, PBL will merge into LLRC. The result will be that APPLICANT will be the direct parent of LLRC.

6. 40 P.S. Section 991.1402(g) provides for the exemption of the filing requirements of subsection 991.1402(b) if the acquisition does (a) not have the effect of changing or influencing the control of a domestic insurer or (b) is otherwise not comprehended within the purposes of this section.

DETERMINATIONS

1. The REQUEST was filed pursuant to and in accordance with 40 P.S. Section 991.1402.

2. The COMMISSIONER has jurisdiction over the parties and subject matter of this proceeding.

3. The REQUEST does not violate the provisions of 40 P.S. Section 281.

4. The instant transaction is not being contemplated to change the ultimate control of LLRC, and therefore is exempt from the filing requirements of 40 P.S. Section 991.1402(b).

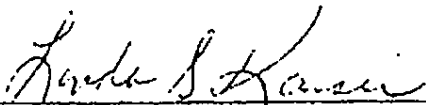
ORDER

Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the merger of ISSAC and subsequently PBL into London Life Reinsurance Company as set forth in the REQUEST is hereby granted, with the following stipulation:

APPLICANT agrees to provide the COMMISSIONER a copy of the closing documents on the mergers within 30 of consummation of each merger.




Linda S. Kaiser
Insurance Commissioner
Commonwealth of Pennsylvania

Microfilm Number _____

Filed with the Department of State on JAN 18 1996

Entity Number 292745

Walter K...
Secretary of the Commonwealth

CH

STATEMENT OF CHANGE OF REGISTERED OFFICE

DA-15-1507 (Rev 89)

Indicate type of entity (check one):

☒ Domestic Business Corporation

☐ Limited Partnership

☐ Foreign Business Corporation

☐ Foreign Nonprofit Corporation

☐ Domestic Nonprofit Corporation

1. The name of the corporation or limited partnership is: London Life Reinsurance Company

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a)	<u>653 Skippack Pike, Suite 16</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
	Number and Street	City	State	Zip	County

(b)	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is (complete part (a) or (b)):

(a)	<u>1787 SENTRY Parkway West, Suite 420</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
	Number and Street	City	State	Zip	County

(b)	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

4. Such change was authorized by the Board of Directors of the corporation. (not applicable to limited partnerships)

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 16th day of January 19 96.

London Life Reinsurance Company

Name of Corporation/Limited Partnership

BY: *Peter J. Tucci*

Peter J. Tucci

Signature

TITLE: Secretary

JAN 18 96

PA Dept. of State

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Decennial Report of
Association Continued Existence
(54 Pa.C.S. § 503)**

Name	Raymond J. Hazel		
	London Life Reinsurance Com		
Address	1787 Senty Parkway West, Suite 420		
City	State	Zip Code	
Blue Bell, PA		19422	

Document will be returned to the
name and address you enter to
the left.

Commonwealth of Pennsylvania
DECENNIAL REPORT 1 Page(s)



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 503 (relating to decennial filings required) the undersigned association hereby states that:

1. The name of the association to which this report relates is:

LONDON LIFE REINSURANCE COMPANY

2. The address of this association's current registered office in the Commonwealth or name of its commercial registered office provider and the county of venue is:

**1787 SENTRY PARKWAY WEST STE 420
BLUE BELL PA 19422-0**

3. Complete part A or B if applicable:

A. The address to which the registered office of the association in this Commonwealth is to be changed to:

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

B. The registered office of the association shall be provided by:

Name of Commercial Registered Office Provider	County
---	--------

4. The association has not made any filing in the Department from January 1, 2002 through December 31, 2010, in accordance with 54 Pa.C.S. § 503(b).

5. The Association continues to exist.

IN TESTIMONY WHEREOF, the undersigned association has caused this Decennial Report of Association Continued Existence to be signed by a duly authorized officer this 21st day of December, 2010.

London Life Reinsurance Company


Name of Association

Carol Aichele
Signature

Sr. Vice President & CFO

Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: CSC ORDER #: 298716-005 DCB Name _____ Address _____ City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: cscpa@cscglobal.com	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  TCO200618MC0718
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Read all instructions prior to completing. This form may be s:

Fee: \$70

Check one: ☒ Business Corporation (§ 1915) ☐ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: <u>London Life Reinsurance Company</u>				
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (Complete only (a) or (b), not both)				
(a) Number and Street	City	State	Zip	County
<u>1737 Sentry Parkway West Suite 420, Blue Bell, PA 19422, Montgomery County</u>				
(b) Name of Commercial Registered Office Provider				County
<u>c/o:</u>				
3. The statute by or under which it was incorporated: <u>PA Bus. Corp. Law. of 1988, as amended, Title 15</u>				
4. The date of its incorporation: <u>03/26/1969</u> (MM/DD/YYYY)				
5. Check, and if appropriate complete, one of the following:				
<input type="checkbox"/> The amendment shall be effective upon filing these Articles of Amendment in the Department of State.				
<input checked="" type="checkbox"/> The amendment shall be effective on: <u>06/01/2020</u> at _____ Date (MM/DD/YYYY) Hour (if any)				

"For accounting purposes only"

PA DEPT. OF STATE

JUN 18 2020

6. Check one of the following:

- ☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows
- _____
- _____

- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

20th day of May, 2020.

London Life Reinsurance Company

Name of Corporation

Raymond J. Hazel

Signature

Raymond J. Hazel, Corporate Secretary

Title

EXHIBIT A

London Life Reinsurance Company

Unanimous Written Consent of the Board of Directors to Action Taken Without a Meeting

March 9, 2020

The undersigned, being the Directors of London Life Reinsurance Company (the "Company"), a Pennsylvania corporation, hereby adopts the following resolutions by unanimous written consent pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1998, as amended, in lieu of a meeting of the Board of Directors and with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors held on the date thereof and does hereby waive all notice requirements in connection with said meeting:

Change of Company Name to Canada Life Reinsurance Company

RESOLVED THAT:

The Board of Directors approve the name change of the corporation from London Life Reinsurance Company to Canada Life Reinsurance Company.

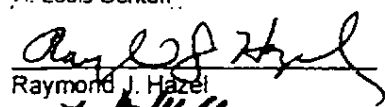
Further Authority

RESOLVED, that the proper officers of the Company be and they hereby are authorized to take such action and to execute, acknowledge, deliver and file or cause to be filed, in the name and on behalf of the Company, under its corporate seal or otherwise, any and all such instruments, certificates, applications, notices and other documents including adopting a plan amendment and to do any and all such acts and things as they, or any of them, shall deem necessary or proper to carry out fully the intent and purposes of the foregoing resolutions.

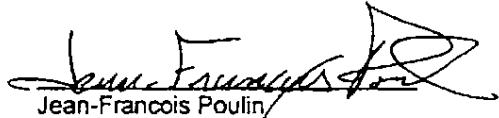
13th day of March, 2020. IN WITNESS WHEREOF, the undersigned have duly executed this Consent this

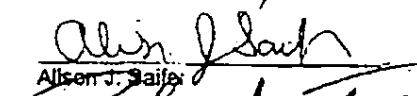

Michael L. Browne

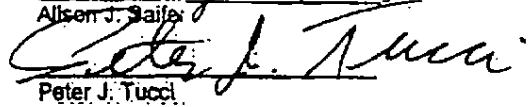

A. Louis Denton


Raymond J. Hazel


Michael D. Mulcahy


Jean-Francois Poulin


Alisen J. Saifer


Peter J. Tucci



June 15, 2020

Dave Bulakowski
CSC Global

Via E-Mail: cscpa@cscglobal.com

RE: Name Approval
Canada Life Reinsurance Company

Dear Mr. Bulakowski:

The following information is being provided in response to your request originally received on May 22, 2020:

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department ("PID"). You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau ("DOS"). In processing the registration of the name, the DOS will verify that the name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

Please note that this letter is to approve the use of a name only, and it does not represent any form of licensure by the PID.

Please feel free to contact me at (717) 783-2660 should you have any questions.


Sincerely,

A handwritten signature in black ink, appearing to read "Steve Yerger".

Steven L. Yerger, PIR
Insurance Company Licensing Specialist
Company Licensing Division

Entity# : 292745
Date Filed : 10/01/2020
Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: CSC ORDER #: 441665-005 DCB Name _____ Address _____ City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: <u>cscpa@cscglobal.com</u>	Statement of Correction DSCB:15-138 (rev. 7/1/2015)  TCO201001MC0500
--	---

Read all instructions prior to completing. This form may be sub

Fec: \$70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction), the undersigned association or other person, desiring to correct an inaccurate, defective or erroneous record, hereby states that:

1. The name of the association or other person is: Canada Life Reinsurance Company
2. The current registered office address as on file with the Department of State. Complete part (a) **OR** (b) -- not both:
(a) 1787 Sentry Parkway West Ste 420, Blue Bell, PA 19422 Montgomery County
Number and street City State Zip County
(b) d/o: _____
Name of Commercial Registered Office Provider County
3. The statute by or under which the association was formed (or the preceding filing was made, in the case of a filing that does not constitute a part of the public organic record of an association) is: PA Business Corporation Law
4. The inaccuracy or defect to be corrected is (include Department of State form name and date filed):
The Articles of Amendment filed 6/18/2020 should have contained the amended and restated.
5. Check one of the following:
☒ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto.
☐ The original document to which this statement relates shall be deemed re-executed.
☐ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this Statement of Correction to be signed by a duly authorized officer thereof or otherwise in its name this 29th day of September, 2020.

PA DEPT OF STATE

OCT 01 2020

Canada Life Reinsurance Company
Name of Association


Signature

Sr. Vice President, Finance, CFO & Corporate Secretary and CCO
Title

Exhibit A

London Life Reinsurance Company

Unanimous Written Consent of the Board of Directors to Action Taken Without a Meeting

June 19, 2020

The undersigned, being all of the Directors of London Life Reinsurance Company, a Pennsylvania corporation (the "Corporation"), hereby adopt the following resolutions by unanimous written consent pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1998, as amended, in lieu of a meeting of the Board of Directors and with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors held on the date thereof and do hereby waive all notice requirements in connection with said meeting:

Amended and Restated Articles of Incorporation

WHEREAS, the undersigned Directors desire to change the name of the Corporation to "Canada Life Reinsurance Company"; and

WHEREAS, the undersigned Directors desire to amend and restate the Corporation's Articles of Incorporation to change the Corporation's name as set forth in the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A (the "Amended and Restated Articles") and presented to the undersigned for review and approval.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Directors hereby approve and consent to the Articles of Incorporation being amended and restated in order to change the name of the Corporation as set forth in the Amended and Restated Articles; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute and file with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations, the Amended and Restated Articles, in the form attached as Exhibit A pursuant to which the Articles of Incorporation of the Corporation shall be amended and restated in order to change the Corporation's name from "London Life Reinsurance Company" to "Canada Life Reinsurance Company" effective upon such filing of the Amended and Restated Articles; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized to prepare, execute and file any and all other documents or instruments, and to take any and all actions necessary in order to effectuate the change of the Corporation's name as authorized in the foregoing resolutions.

Adoption of the Third Amended and Restated By-Laws


RESOLVED, that the Third Amended and Restated By-Laws of the Corporation, attached hereto as Exhibit B, be and hereby are approved and adopted.


Approval of Prior Actions

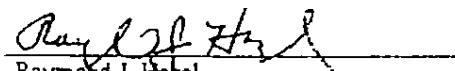
RESOLVED, that all of the resolutions, acts and proceedings of the Board of Directors of the Corporation heretofore taken by the Directors in carrying out and promoting the purposes, objects, and interests of the Corporation since the last meeting or written consent of the shareholder to date be and they hereby are approved, ratified and made the acts and deeds of the Corporation.

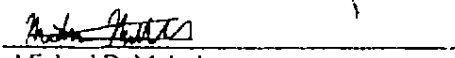
IN WITNESS WHEREOF, the undersigned have duly executed this Consent


this 23rd day of June, 2020.

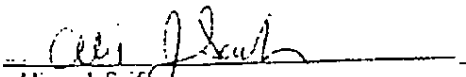

Michael L. Browne

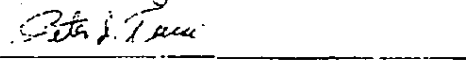

A. Louis Denton


Raymond J. Habel


Michael D. Mulcahy


Jean-Francois Poulin


Alison J. Saifer


Peter J. Tucci

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)

841054

(Document number of corporation (if known))

1. London Life Reinsurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 07/12/1978

(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? 06/18/2020

5. Canada Life Reinsurance 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.

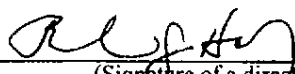
(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<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.



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

Raymond J. Hazel

(Typed or printed name of person signing)

Sr. Vice President, Finance, CFO, CCO & Corporate Secretary

(Title of person signing)

FILING FEE \$35.00

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

10/16/2020

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Canada Life Reinsurance Company

I, Kathy Boockvar, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Mar 25, 1969 Effective Mar 26, 1969 - Pages (5)
Amendment filed on May 15, 1975 - Pages (4)
Amendment filed on Aug 2, 1977 - Pages (7)
Amendment filed on Aug 29, 1977 - Pages (6)
Amendment filed on Nov 16, 1977 - Pages (9)
Amendment filed on Nov 17, 1977 - Pages (7)
Amendment filed on Jan 4, 1978 - Pages (2)
Amendment filed on Mar 9, 1983 - Pages (7)
Amendment filed on Sep 24, 1984 - Pages (5)
Amendment filed on Nov 24, 1986 - Pages (8)
Change of Address filed on Nov 1, 1991 - Pages (2)
Merger filed on May 31, 1995 - Pages (7)
Amendment filed on Sep 12, 1995 - Pages (7)
Merger filed on Dec 22, 1995 - Pages (6)
Merger filed on Dec 26, 1995 - Pages (6)
Change of Address filed on Jan 18, 1996 - Pages (1)
Decennial Report filed on Jan 3, 2011 - Pages (1)
Amendment filed on Jun 18, 2020 - Pages (4)
Amendment filed on Oct 1, 2020 - Pages (3)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the Seal of the Secretary's
Office to be affixed, the day and year above written

Kathy Boockvar

Secretary of the Commonwealth

Certification Number: TSC201016161995-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

3-1-69.14 457

Articles of Agreement

OF THE

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Know all Men by these presents:—We, the undersigned, being of full age, all ... of whom are citizens of the United States, its territories or possessions do hereby associate to form an incorporated company for the purpose of transacting the business of ... life and accident & health insurance in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges and fire insurance rating bureaus and the regulation and supervision of insurance carried by such companies, associations and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties and repealing existing laws," approved the seventeenth day of May, A.D. 1963, for that purpose do make and sign these as our Articles of Agreement:

1st. The name by which the company shall be known is Providers Benefit Life Insurance Company

2nd. The class of insurance for which the company is constituted is Clause (a) _____ Paragraph (1)(2) as provided for in Section 202 of the above recited Act, viz: For making insurances To insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance; including variable annuity contracts under which values or payments or both vary in relationship to the investment experience of the issuer or a separate account or accounts maintained by the issuer. To insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto.

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the company is to be established or located is Upper Darby Township, Delaware County, Pennsylvania

5th. The amount of capital stock of the Company is \$1,100,000.00

divided into 110,000 Shares of the par value of \$10.00 dollars each.

6th. The general objects of the Company are to make insurance on the Joint Stock Principle against loss as provided in Clause (a) _____, Paragraph (1)(2), Section 202 of the above recited Act.

7th. The proposed duration of the Company is perpetual.

8th. The powers which the Company proposes to have and exercise are: To have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of life and accident and health insurance on the plan provided for in this agreement; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary. Stockholders shall not have the right to first subscribe for any new shares in proportion to his interest in the Company.

9th. The subscribers to these articles of agreement have chosen from their number a President, a Secretary, a Treasurer, and a Board of eight Directors, who shall continue in office until the first annual meeting of the stockholders, and until their successors are duly chosen and qualified, and whose names and residences are as follows:

Name	Residence	
Walter E. Jackson	3821 Glencairn Lane, Indianapolis, Indiana	President
Martin L. Weiss	1001 City Avenue, Lower Merion, Pa.	Secretary
Martin L. Weiss	1001 City Avenue, Lower Merion, Pa.	Treasurer

3-1-69.14 458

Directors

Walter E. Jackson	3821 Glencairn Lane, Indianapolis, Indiana
Martin L. Weiss	1001 City Avenue, Lower Merion, Pennsylvania
Adolph O. Krisch	127 McClanahan St., Southwest, Roanoke, Virginia
Joel Krisch	3260 Somerset Road, Roanoke, Virginia
Arthur D. Behrendt	718 Payson Drive, Olivette, Missouri
Leonard J. Rapaport	6910 Camarin Street, Coral Gables, Florida
Frank M. Marks	6001 Southwest 63rd Avenue, South Miami, Florida
Sydney S. Shaftman	3281 White Oak Road, Roanoke, Virginia

10th. It is understood and agreed that this instrument shall be executed in two exact counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall, together, constitute but one and the same instrument.

IN WITNESS WHEREOF, The subscribers to these articles of agreement have hereunto subscribed their names and places of residence, this third day of February, 1969.

Name	Residence
<i>Walter E. Jackson</i> Walter E. Jackson	3821 Glencairn Lane, Indianapolis, Indiana
<i>Martin L. Weiss</i> Martin L. Weiss	1001 City Avenue, Lower Merion, Pennsylvania
<i>Adolph O. Krisch</i> Adolph O. Krisch	127 McClanahan St., Southwest, Roanoke, Virginia
<i>Joel Krisch</i> Joel Krisch	3260 Somerset Road, Roanoke, Virginia
<i>Arthur D. Behrendt</i> Arthur D. Behrendt	718 Payson Drive, Olivette, Missouri
<i>Leonard J. Rapaport</i> Leonard J. Rapaport	6910 Camarin Street, Coral Gables, Florida
<i>Frank M. Marks</i> Frank M. Marks	6001 Southwest 63rd Avenue, South Miami, Florida
<i>Sydney S. Shaftman</i> Sydney S. Shaftman	3281 White Oak Road, Roanoke, Virginia
<i>Mac E. Glasser</i> Mac E. Glasser	430 Candia, Coral Gables, Florida
<i>Louis Steinberg</i> Louis Steinberg	11969 Rocky Drive, Creve Coeur, Missouri

Commonwealth of Pennsylvania, }
County of Delaware } ss:

Before me, the subscriber, a person empowered to receive acknowledgment of deeds, residing in Delaware County, in said Commonwealth, personally came the within named Walter E. Jackson, Martin L. Weiss, Adolph O. Krisch, Joel Kirsch, Arthur D. Behrendt, Leonard J. Rapaport, Frank M. Marks, Sydney S. Shaftman, Mac E. Glasser and Louis Steinberg

3-1-69.14 459

who, in due form of law, acknowledged the within instrument of writing to be their act and deed, and desire that the same may be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this third day of February, 1969

(Seal)

Joanne P. Blaney
Ellen A. Blaney
My Commission expires 8/3/76

Insurance Department

Harrisburg, Pa., February 11th, 1968

To the Attorney General of the Commonwealth of Pennsylvania:

The title of the Company named in the within articles of agreement, namely, _____

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

is hereby approved; and I do hereby certify that all of the requirements of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," &c., approved the seventeenth day of May, 1921, in relation to the incorporation of insurance companies, have been complied with by the subscribers to the Articles of Agreement.

David C. Maxwell
Insurance Commissioner

Attorney General's Office

Harrisburg, Pa., February 17, 1969

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I do hereby certify, that I have examined the above and foregoing articles of agreement of the Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," &c., approved the seventeenth day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.

John F. Lintner
Deputy Attorney General

ENDORSEMENT

3-1-69.14 460

ARTICLES OF AGREEMENT

OF THE

PROVIDERS BENEFIT LIFE

INSURANCE COMPANY

EXECUTIVE DEPARTMENT
Office of the Governor

Harrisburg, Pa., March 26, 1969

APPROVED:

Let Letters Patent issue
Raymond P. Shafer
Governor

Secretary's Office

Pennsylvania, ss:

Enrolled in Charter Book No. _____

page _____

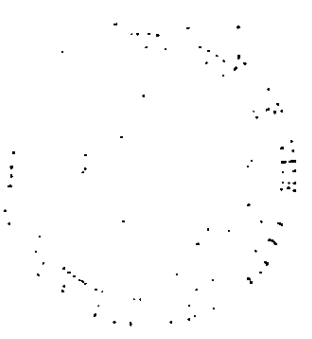
Witness my hand and seal of office, at
Harrisburg, this 26th day of

March

1969

Paul H. Kelly
Secretary of the Commonwealth

THP



3-1-69.14 461

Commonwealth of Pennsylvania



EXECUTIVE DEPARTMENT

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges, and fire insurance rating bureaus, and the regulation and supervision of insurance carried by such companies, associations, and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties; and repealing existing laws" approved the seventeenth day of May Anno Domini, one thousand nine hundred and twenty-one, the Governor of this Commonwealth is authorized and required to issue his **L E T T E R S P A T E N T** to all associations formed under the provisions of said Act, in the manner and at the time therein specified.

AND WHEREAS, The stipulations, conditions and things directed to be performed in said Act of the General Assembly have been fully complied with by

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

THEREFORE, KNOW YE, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made PATENT, and sealed with the Great Seal of the Commonwealth, create the association aforesaid a body corporate with power to use and enjoy all the powers and privileges conferred by the said Act, aforesaid, and by the said name the said association shall have perpetual succession and all the privileges and franchises incident to a corporation. And the said association so incorporated, their successors and assigns, are generally to be invested with all the rights, powers and privileges, with full force and effect, and be subject to all the duties, requisites and restrictions specified and enjoined in and by the said Act of the General Assembly and all other laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 26th day of March in the year of our Lord one thousand nine hundred and sixty-nine and of the Commonwealth the one hundred and ninety-third.



BY THE GOVERNOR:

Raymond P. Shafer

James L. Kelley
Secretary of the Commonwealth

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the stockholders of Providers Benefit Life Insurance Company duly held on February 14, 1975 at 2:00 P.M., EST, at 8045 West Chester Pike, Delaware County, Upper Darby, Pennsylvania, pursuant to notice mailed to each stockholder on February 14, 1975, and Waivers of Notice executed by each of the Shareholders, an amendment to the Charter of the Corporation was adopted in the form set forth below.
3. In the action taken by the shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Harrisburg, Dauphin County, Pennsylvania."

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President or Vice President and by its Secretary or Assistant Secretary, and its common seal to be affixed hereto, duly attested by its Secretary or Assistant Secretary, this 17th day of February, 1975.

CORPORATE
SEAL

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

By Thomas M. Collins
Thomas M. Collins, President

Harvey L. Clark
Harvey L. Clark, Secretary

By Harvey L. Clark
Harvey L. Clark, Secretary

STATE OF IOWA)
) SS.
COUNTY OF LINN)

Subscribed and sworn to before me the day and year aforesaid.

SEAL

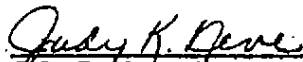
Judy K. Neve
Judy K. Neve, Notary Public in and

STATE OF IOWA)
) SS.
COUNTY OF LINN)

Thomas M. Collins, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on February 14, 1975; and that Waivers of Notice, signed by each shareholder, copies of which are attached, were signed by all shareholders of Providers Benefit Life Insurance Company.


Thomas M. Collins, President

Sworn to, or affirmed, and subscribed before me this 17th day of
February, 1975.


Judy K. Neve, Notary Public in and
for the State of Iowa

My commission expires: 9/30/76

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

April 4, 1975

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.


INSURANCE COMMISSIONER

DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

19

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, " etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.


DEPUTY ATTORNEY GENERAL

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

May 15, A. D., 1975

AMENDMENT TO THE CHARTER OF PROVIDERS
BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest:



Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and Seal of Office, at Harrisburg, this 15th day
of May, A. D., 1975.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

3-1-77:38 844

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

292745

Amendment to Charter

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Com any hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been in the City of Harrisburg, Dauphin County, Pennsylvania.
3. On May 3, 1977, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, constituting all of the outstanding shares; the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Merion, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant

3-1-77:38 845

Secretary, this 20th Day of June, 1977.

PROVIDERS BENEFIT LIFE INSURANCE CO.

Harry T. Dozor
Harry T. Dozor, President

(Corporate Seal)

Attest:

Shirley W. Dozor
Shirley W. Dozor, Secretary

Karen L. Gerhardt
Karen L. Gerhardt
Assistant Secretary

Sworn to and subscribed before me the day and year aforesaid.

Marilyn C. Abramowitz
Notary Public

MARILYN C. ABRAMOWITZ
Notary Public, Notary State of New York Co.
My Commission Expires March 23, 1978

CONSENT OF SOLE SHAREHOLDERS 3-1-77:38 846

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

May 5, 1977

The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania corporation, (The "Company"), hereby consent to the adoption of the following resolution:

RESOLVED, That, the following individuals are hereby nominated and elected to serve as Directors of the Company to serve until the next annual meeting of the shareholders and until their successors are duly elected and qualified and that all 110,000 shares held by the sole shareholders are cast for their election.

Louis F. Cimino

Shirley W. Dozor

John M. Cooney

Allison Liberty

Harry T. Dozor

David S. Zelitch

Richard J. Dozor

To reflect the change in address of the Company, it is necessary to amend the Charter and the By-Laws of the Company to change the principal place of business and the sole shareholders hereby consent to the adoption of the following resolutions:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Merion, Commonwealth of Pennsylvania.

FURTHER RESOLVED, That the President and Secretary of the Company be and hereby are authorized and directed to proceed with all necessary instruments to implement the carrying into full force and effect the purpose of the resolution above set forth to change the place in which the Company is to be established or located by amending Article 4th of the Charter of the Corporation.

3-1-77:38 847

FURTHER RESOLVED, That Article I of the By-Laws of the Company be amended so that it shall read as follows:

Article I - Offices - The Principal Office for the transaction of the business of the corporation is hereby fixed and located at 238 N. Bowman Ave. in the Town of Merion, Township of Lower Merion, County of Montgomery, Commonwealth of Pennsylvania. The Board of Directors is hereby granted full power and authority to change said office from one location to another in said county.

IN WITNESS, the shareholders of Providers Benefit Life Insurance Company have caused this resolution to be executed on May 3, 1977.

SHARR HOLDING COMPANY

Attest:

Shirley W. Dozor
Shirley W. Dozor

BY

Harry T. Dozor
HARRY T. DOZOR, President

Harry T. Dozor
Harry T. Dozor, As Individual

Louis F. Cimino
Louis F. Cimino

John M. Cooney
John M. Cooney

Shirley W. Dozor
Shirley W. Dozor

Allison Liberty
Allison Liberty

Harry T. Dozor
Harry T. Dozor

Richard J. Dozor
Richard J. Dozor

David S. Zelitch
David S. Zelitch

3-1-77:38

848

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pa., July 18, 19 77 :

To the Attorney General of the Commonwealth of Pennsylvania

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith an Amendment to the Charter for Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and foregoing Amendment to Charter of Providers Benefit Life Insurance Company and find this instrument to be in accordance with the provisions of the above Act and should be approved.


INSURANCE COMMISSIONER

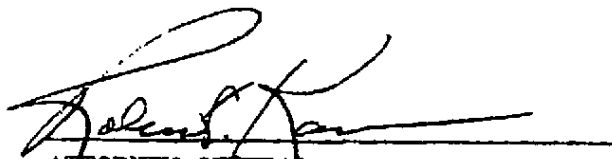
3-1-77:38 849

DEPARTMENT OF JUSTICE

Harrisburg, Pa., July 26, 1977

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the Provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth of the United States, and the same is hereby approved.


ATTORNEY GENERAL

3-1-77:38

850

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pa., August 2, 1977

AMENDMENT TO CHARTER OF PROVIDERS BENEFIT
LIFE INSURANCE COMPANY

Approved:

[Signature]

86

GOVERNOR

Attest:

Barton A. Fields

Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

Pennsylvania, ss:

Witness my hand and Seal of Office, at Harrisburg, this 2nd day of
August, A. D., 1977.

Enrolled in CBC Roll _____ Films _____

Barton A. Fields

DEPUTY SECRETARY OF THE COMMONWEALTH

3-1-77:40 1775

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit life Insurance Company duly held on May 4, 1977 at 7:00 P.M. at 238 North Bowman Avenue, Montgomery County, Merion, Pennsylvania, pursuant to Waivers of Notice executed by each of the Shareholders, an amendment to the Articles of Agreement was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 110,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

" RESOLVED, That Article 5th of the Articles of Agreement be amended to read:

5th. The amount of Capital stock of the Company is \$4,000,000 divided into 4,000,000 Shares of the par value of \$1 each."

3-1-77:40 1776

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 4th day of August, 1977.

Corporate seal

PROVIDERS BENEFIT LIFE INSURANCE CO.

By

Harry T. Dozor
HARRY T. DOZOR, President

By

Shirley W. Dozor
SHIRLEY W. DOZOR, Secretary

Shirley W. Dozor
SHIRLEY W. DOZOR, Secretary

Subscribed and sworn to before me the day and year aforesaid.

SEAL

Marilyn C. Abramowitz
Notary

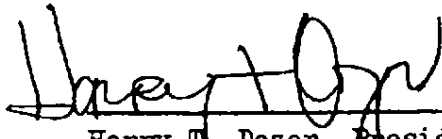
My commission expires:

MARILYN C. ABRAMOWITZ
Notary Public, Secretary Exp., Secs Co.
My Commission Expires March 21, 1978

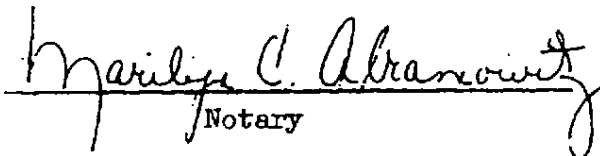
3-1-77:40 1777

Commonwealth of Pennsylvania :
:SS.
County of Bucks :

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on May 4, 1977; and that Waivers of Notice, were signed by all shareholders of Providers Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 4th day of August, 1977.


Notary

My commission expires:

MYRLYN C. ABRAMOWITZ
Bulley Feltz, Secretary, Inc., Bucks Co.
My Commission Expires March 23, 1978

3-1-77:40 1778

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

August 10, 1977

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.

William J. Sheppard
INSURANCE COMMISSIONER

3-1-77:40 1779

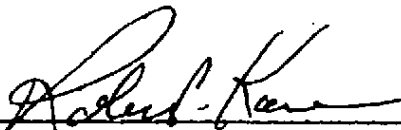
DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

August 22, 1977

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.


~~DEPUTY~~ ATTORNEY GENERAL

3-1-77:40 1780

EXECUTIVE DEPARTMENT

OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

August 29, A.D., 19 77

AMENDMENT TO THE CHARTER OF PROVIDERS
BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest: Barton A. Fields
Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE


SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and Seal of Office, at Harrisburg, this

29th day of August, A. D., 19 77.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

292745

Amendment to Articles of Agreement

3-1-77:52 1543

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit Life Insurance Company duly held on September 30, 1977 at 6:00 P.M. at 238 North Bowman Avenue, Montgomery County, Merion, Pennsylvania, pursuant to Waiver of Notice executed by each of the Shareholders, an amendment to the Articles of Agreement was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 1,100,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

"RESOLVED, That Article 5th of the Articles of Agreement be amended to read:

5th. The amount of Capital stock of the Company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each."

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 18th day of October, 1977.

Corporate Seal

PROVIDERS BENEFIT LIFE
INSURANCE COMPANY

By: *Harry T. Dozor*
HARRY T. DOZOR, President

Shirley W. Dozor
SHIRLEY W. DOZOR, Secretary

By: *Shirley W. Dozor*
SHIRLEY W. DOZOR, Secretary

Subscribed and sworn to before me the
day and year aforesaid.

Marilyn C. Abramowitz
NOTARY

SEAL

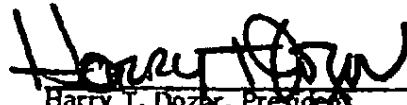
My commission expires:

MARILYN C. ABRAMOWITZ
Notary Public, Bensalem Twp., Bucks Co.
My Commission Expires March 21, 1978

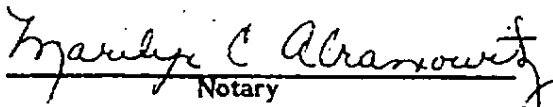
3-1-77:52 | 1544

Commonwealth of Pennsylvania :
: SS.
County of Bucks :

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Benefit Life Insurance Company; that a notice, of which the attached is a copy, was circulated to each shareholder of Providers Benefit Life Insurance Company on September 30, 1977; and that Waiver of Notice were signed by all shareholders of Providers Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 18th day of October, 1977.


Notary

My commission expires:

MYRLYN C. ABRAMOWITZ
Notary Public, Bucks Co., Bucks Co.
My Commission Expires March 21, 1978

3-1-77:52 1545

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Consent of Sole Shareholders
September 30, 1977

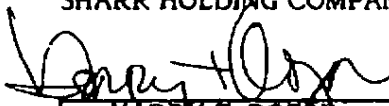
The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, ("The Company"), hereby consent to the adoption of the following resolutions:

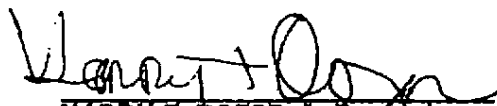
RESOLVED, That Article 5th of the Articles of Agreement be amended to read:

5th. The amount of Capital stock of the Company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each.


IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

SHARR HOLDING COMPANY

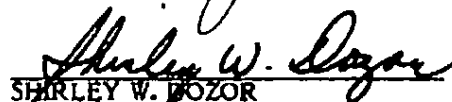

by: HARRY T. DOZOR

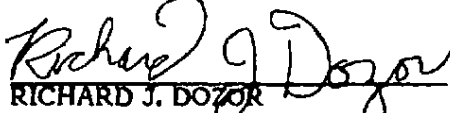

HARRY T. DOZOR, In Personal Capacity


JOHN M. COONEY


DAVID S. ZELITCH


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 .1546


CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, That I, Shirley W. Dozor, the undersigned, do hereby certify that I am duly elected and acting as Secretary of Sharr Holding Company, a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said corporation, duly and regularly adopted by a majority of the Board of Directors of said corporation on April 15, 1977 and that the Resolution has not been altered, rescinded and is in full force and effect:

"RESOLVED, That Harry T. Dozor, President of Sharr Holding Company, be and hereby is authorized to cast the votes represented by all shares of stock held by Sharr Holding Company in Providers Benefit Life Insurance Company at all meetings of the shareholders of the Company and may be held for 1977 to include the annual meeting of the shareholder and any other meetings.

WITNESS my hand seal of this Corporation this 18th day of

October, 197 7.


SHIRLEY W. DOZOR
Secretary

3-1-77:52 1547

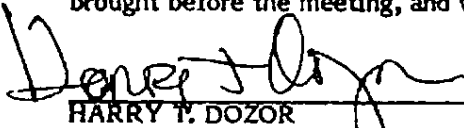
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Special Meeting of the Board of Directors
September 30, 1977

A Special Meeting of the Directors of Providers Benefit Life Insurance Company was held at the office of the Company, 238 North Bowman Avenue, Merion, Pennsylvania, on Friday, September 30, 1977 at 6:00 P.M. pursuant to call and waiver of notice executed by all the Directors of the Company as follows:

Call and Waiver of Notice

We, the undersigned, being all the Directors of Providers Benefit Life Insurance Company, do hereby call a meeting of the Directors to be held on Friday, September 30, 1977 at 6:00 P.M., (a) for the purpose of amending the Articles of Agreement of the Company to increase the outstanding Capital from \$1,100,000 to \$14,000,000, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.


HARRY T. DOZOR


DAVID S. ZELITCH


JOHN M. COONEY


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 1548


All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of Captial stock of the company is \$14,000,000 divided into 14,000,000 Shares of the par value of \$1 each.

There being no further business to come before the meeting, the meeting on motion adjourned.


SHIRLEY W. DOZOR
Secretary

3-1-77:52 , 1549

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

October 20, 1977

To the Attorney General of the Commonwealth of Pennsylvania:

In accordance with the provisions and requirement of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith Amendment to the Charter of Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.

William J. Sheppard
INSURANCE COMMISSIONER

3-1-77:52,1550

DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania

November 9, 19 77

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance, and find this instrument to be in accordance with the provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation in insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth and of the United States, and the same is hereby approved.


ATTORNEY GENERAL

3-1-77:52 | 1551

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania


November 16, 19 77

AMENDMENT TO THE CHARTER OF
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest:

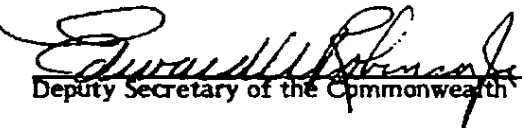

Deputy Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

PENNSYLVANIA, ss:

Witness my hand and seal of Office, at Harrisburg, this 16th day of
November A. D., 19 77.

Enrolled in CNC Roll _____ Films _____


Deputy Secretary of the Commonwealth

PROVIDERS BENEFIT LIFE INSURANCE COMPANY 3-1-77:52 1536

Amendment to Charter

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which Issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been the Township of Lower Merion, Montgomery County, Pennsylvania.
3. On November 1, 1977, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting the judges of election reported that the number of shares voted in favor of the amendment was 1,100,000 shares, constituting all of the outstanding shares; the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution the the said resolution had therefore been adopted.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant Secretary, this 2nd day of November 1977.

PROVIDERS BENEFIT LIFE
INSURANCE COMPANY

By: Harry T. Dozor
Harry T. Dozor, President

By: Shirley W. Dozor
Shirley W. Dozor, Secretary

(Corporate Seal)

Attest:

Karen L. Gerhardt
Karen L. Gerhardt
Assistant Secretary

Sworn to and subscribed before me
the day and year aforesaid.

Marilyn C. Abramowitz
Marilyn C. Abramowitz
Notary Public, Susquehanna Twp., Berks County, Pa.
My Commission Expires March 23, 1979

3-1-77:52 , 1537

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Consent of Sole Shareholders
November 1, 1977

The undersigned, being the sole shareholders of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, ("the Company"), hereby consent to the adoption of the following resolutions:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.

IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

SHARR HOLDING COMPANY



By: Harry T. Dozor, President


JOHN M. COONEY


LOUIS E. CIMINO


RICHARD J. DOZOR


HARRY T. DOZOR, in Personal Capacity


DAVID S. ZELITCH


SHIRLEY W. DOZOR


ALLISON LIBERTY

3-1-77:52 1538

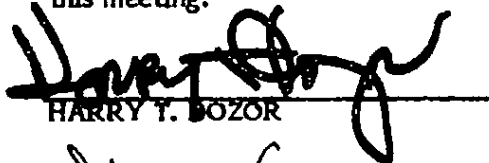
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Special Meeting of The Board of Directors
November 1, 1977

A Special Meeting of the Directors of Providers Benefit Life Insurance was held at the office of the Company, 238 North Bowman Avenue, Merion, Pennsylvania, on Monday, November 1, 1977 at 6:00 P.M. pursuant to call and waiver of notice executed by all the Directors of the Company as follows:

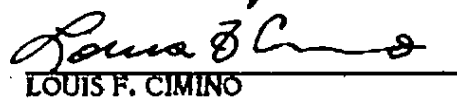
Call and Waiver of Notice

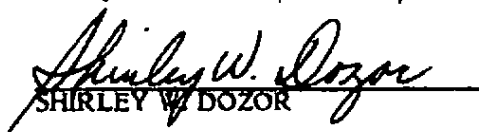
We, the undersigned, being all the Directors of Providers Benefit Life Insurance Company, do hereby call a meeting of the Directors to be held on Monday, November 1, 1977 at 6:00 P.M., (a) for the purpose of amending the Charter of the Corporation to change the location, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.



HARRY T. DOZOR


DAVID S. ZELITCH


JOHN M. COONEY


LOUIS F. CIMINO


SHIRLEY W. DOZOR


RICHARD J. DOZOR


ALLISON LIBERTY

3-1-77:52 .1539

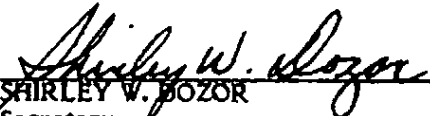
All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located in the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.

There being no further business to come before the meeting, the meeting on motion adjourned.


SHIRLEY W. DOZOR
Secretary

3-1-77:52 1540

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pa., November 4, 1977

To the Attorney General of the Commonwealth of Pennsylvania

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, I am submitting herewith an Amendment to the Charter for Providers Benefit Life Insurance Company.

I hereby certify that I have examined the above and foregoing Amendment to Charter of Providers Benefit Life Insurance Company and find this instrument to be in accordance with the provisions of the above Act and should be approved.


INSURANCE COMMISSIONER

3-1-77:52 1541

DEPARTMENT OF JUSTICE

Harrisburg, Pa., November 15, 19

To his Excellency, The Governor of the Commonwealth of Pennsylvania:

I hereby certify that I have examined the above and foregoing certificate of Amendment to the Charter of Providers Benefit Life Insurance Company, and find this instrument to be in accordance with the Provisions of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising, and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, and not inconsistent with the Constitution of this Commonwealth^{or} of the United States, and the same is hereby approved.


ATTORNEY GENERAL

3-1-77:52 1542

EXECUTIVE DEPARTMENT
OFFICE OF THE GOVERNOR

Harrisburg, Pa., November 16, 1977

AMENDMENT TO CHARTER OF
PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Approved:


GOVERNOR

Attest: 
Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

Pennsylvania, ss:

Witness my hand and Seal of Office, at Harrisburg, this 16th day
of November, 19 77.

Enrolled in CBC Roll _____ Films _____


SECRETARY OF THE COMMONWEALTH

Return of ~~Shareholders~~
Decrease of Stated
Capital 292745

COMMONWEALTH OF PENNSYLVANIA 3-178-03 609
INSURANCE DEPARTMENT
BUREAU OF LICENSES

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned corporation hereby certifies by its President or Treasurer as follows:

1. Name of Corporation: Providers Benefit Life Insurance Company
2. Registered Office: 1 Bala Cynwyd Plaza Suite 212 Bala Cynwyd, Pa 19004
3. Date of Incorporation: March 26, 1969
4. The following ~~INCREASE~~/DECREASE has been made in the stated capital of the corporation:

No. and Class of additional shares issued retired	Par Value per share of the common stock of the corporation	Date of increase Decrease
<u>6,725,450 Common Stock</u>	<u>\$1.00</u>	<u>12/15/77</u>

5. After giving effect to the above ~~increase~~ decrease, the stated capital of the corporation at the time of filing this return is as follows:

Total Number and Class of Shares	Total Par Value of the common stock of the corporation
<u>2,000,000 Common Stock</u>	<u>\$2,000,000</u>

Providers Benefit Life Insurance Company
(Name of Corporation)

(CORPORATE
SEAL)

By Alfred J. Liberty
(President or Treasurer)

Filed in the office of the Secretary of the Commonwealth on the 4th day of
January, 19 78.

Barton O. Fields
Secretary of the Commonwealth

1827/ho

FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)

This report must be made by the President or Treasurer of the Corporation.

Return of Increase or
Decrease of Stated
Capital

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
BUREAU OF LICENSES

3-17203

610

In compliance with the requirements of the Act of May 17, 1921, P.L. 682, as amended, the undersigned corporation hereby certifies by its President or Treasurer as follows:

1. Name of Corporation: Provident Benefit Life Insurance Company
2. Registered Office: 1 Bala Cynwyd Plaza Suite 215 Bala Cynwyd Pa 19004
3. Date of Incorporation: March 26 1969
4. The following INCREASE/DECREASE has been made in the stated capital of the corporation:

No. and Class of additional shares issued/ decreased	Par Value per share or percentage of stated capital per share	Date of Issuance
<u>7,725,450 Common Stock</u>	<u>\$1.00</u>	<u>12/10/77</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

5. After giving effect to the above increase/~~decrease~~, the stated capital of the corporation at the time of filing this return is as follows:

Total Number and Class of Shares	Total Par Value or percentage of stated capital
<u>8,725,050 Common Stock</u>	<u>\$8,725,050</u>
_____	_____
_____	_____
_____	_____

Provident Benefit Life Insurance Company
(Name of Corporation)

(CORPORATE)
SEAL

By Allen M. [Signature]
(President)

Filed in the office of the Secretary of the Commonwealth on the 4th day of
January, 19 78.

Barbara A. [Signature]
Secretary of the Commonwealth

FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania)
This report must be made by the President or Treasurer of the Corporation.

PROVIDERS BENEFIT LIFE INSURANCE COMPANY
Amendment to Charter

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Benefit Life Insurance Company hereby certifies under the signature of its President, whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. At a special meeting of the Shareholders of Providers Benefit Life Insurance Company duly held on February 15, 1983, pursuant to Waivers of Notice executed by each of the Shareholders, an amendment to the Charter of the Corporation was adopted in the form set forth below.
3. In the action taken by the Shareholders at the said meeting, the judges of election reported that the number of shares voted in favor of the amendment was 2,000,000 shares, the number of shares voted against the amendment was none; and that more than two-thirds of the votes of the shares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
4. The amendment adopted by the Shareholders, set forth in full, follows:

"RESOLVED, that Article 1st of the Charter of the Corporation be amended to read:

1st. The name by which the Company shall be known is Providers Fidelity Life Insurance Company.

IN WITNESS WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 25th day of February, 1983.

PROVIDERS BENEFIT LIFE INSURANCE CO.

CORPORATE SEAL



HARRY T. DOCTOR, President

By 
ALLISON LIT, Secretary


ALLISON LIT, Secretary

Subscribed and sworn to before me the day and year aforesaid.

SEAL
FRANCIS THOMAS, Notary Public
Montgomery Co., Commission Expires March 31, 1988


Notary

83161621

Commonwealth of Pennsylvania :
County of Montgomery : SS.
:

Harry T. Dozor, being duly sworn or affirmed, doth depose and say,
that he is President of Providers Benefit Life Insurance Company; and
that Waivers of Notice were signed by all shareholders of Providers
Benefit Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 25th day of February, 1983.



Notary

My commission expires:

A. FRANCES THOMAS, Notary Public
Montgomery Twp., Montgomery Co.
My Commission Expires March 31, 1986

83161622

CERTIFICATION

The undersigned, Allison Lit, Secretary of Providers Benefit Life Insurance Company, a Pennsylvania Corporation, does hereby certify that the attached is a true and correct copy of the Shareholders Meeting and Board of Directors Meeting held on February 15, 1983.

IN WITNESS WHEREOF, I have subscribed my name as Secretary and affixed the seal of the said corporation.

(SEAL)


Allison Lit
Allison Lit, Secretary

Dated: February 25, 1983

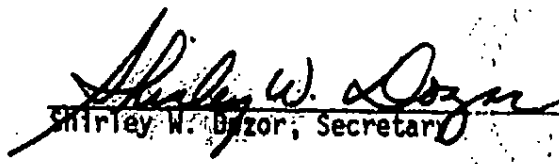
83161623

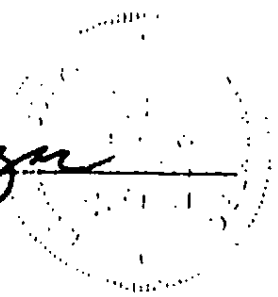
CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shirley W. Dozor, the undersigned, do hereby certify that I am duly elected and acting as Secretary of Krrash Corporation, a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said Corporation, and that the Resolution has not been altered, rescinded, and is in full force and effect:

RESOLVED, That Harry T. Dozor, President of Krrash Corporation, be and hereby is authorized to cast the votes represented by all the shares of stock held by Krrash Corporation in Providers Benefit Life Insurance Company, at all meetings of the shareholders of the company that may be held for 1983, to include the Annual Meeting of the shareholders and any other meetings.

WITNESS my hand and seal of this Corporation, this 15th day of February, 1983.


Shirley W. Dozor, Secretary



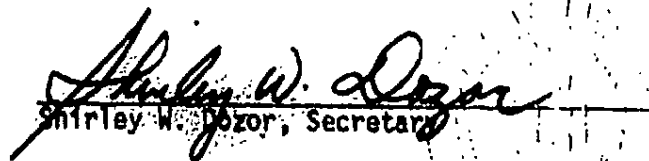
83161624

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shirley W. Dozor, the undersigned, hereby certify that I am duly elected and acting as Secretary of Sharr Holding Company, Inc., a Delaware Corporation, and that the following is a true and correct copy of a Resolution of the Board of Directors of said corporation, and that the Resolution has not been altered, rescinded, and is in full force and effect:

RESOLVES, That Harry T. Dozor, President of Sharr Holding Company, Inc., be and hereby is authorized to cast the votes represented by all shares of stock held by Sharr Holding Company, Inc., in Providers Benefit Life Insurance Company at all meetings of shareholders of the Company that may be held for 1983 to include the Annual Meeting of the shareholders and any other meetings.

WITNESS my hand and seal of this Corporation, this 15th day of February 1983.


Shirley W. Dozor, Secretary

83161625

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, PA March 3, 1983

TO THE SECRETARY OF STATE OF THE
COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to Charter of the Providers Benefit Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment of Providers Benefit Life Insurance Company, Bala Cynwyd, Pennsylvania, and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.


A. Moore Lifter
Deputy Insurance Commissioner

83161626

DEPARTMENT OF STATE

Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office at _____
this 9th day of March, 1983.

William L. Davis

Secretary of the Commonwealth

vod

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

9460 352

Amendment to Articles of Agreement

In compliance with the requirements of Sections 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Fidelity Life Insurance Company hereby certifies under the signature of its President whose name appears hereunder and under its common seal, duly attested by its Secretary that:

1. The company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and Letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. By unanimous consent of the Board of Directors of Providers Fidelity Life Insurance Company, an Amendment to the Articles of Agreement was adopted in the form set forth below.
3. The Amendment adopted by the Board of Directors set forth in full, follows:

RESOLVED: That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of authorized Capital stock of the Company is 14,000,000 shares with a par value of \$1 each.

IN TESTIMONY WHEREOF, the Corporation has caused this Statement to be certified by its President and its Secretary, and its common seal to be affixed hereto duly attested by its Secretary, this 10 day of September, 1984.

Corporate Seal

Allison Lit
ALLISON LIT, Secretary

PROVIDERS FIDELITY LIFE
INSURANCE COMPANY

HARRY T. DOZOR
HARRY T. DOZOR, President

By: Allison Lit
ALLISON LIT, Secretary

Subscribed and sworn to before me the
day and year aforesaid.

SEAL

A. Frances Thomas
NOTARY

My commission expires:

A. FRANCES THOMAS, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires March 31, 1988

8460 353

UNANIMOUS WRITTEN CONSENT

IN LIEU OF

A MEETING OF THE BOARD OF DIRECTORS

OF

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

September 8, 1984

The Undersigned, constituting the entire Board of Directors of Providers Fidelity Life Insurance Company, by unanimous consent in writing, pursuant to the authority contained in the Company's By-Laws, without the formality of convening a Meeting, do hereby severally and collectively consent to the following action of the Company in lieu of holding a Special Meeting of the Board of Directors.

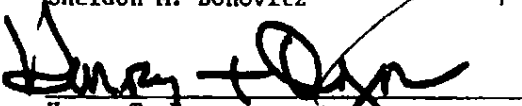
RESOLVED: That the Articles of Agreement be amended so that Article 5th is eliminated and the following substituted for such Article 5th:

5th. The amount of authorized Capital stock of the Company is 14,000,000 shares with a par value of \$1 each.

RESOLVED: That the Board of Directors affirms that 2,000,000 shares of capital stock of the Company has been issued and is outstanding.

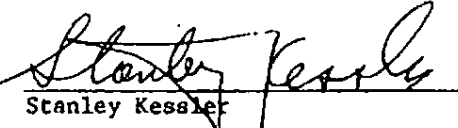
IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 8th day of September, 1984.


Sheldon M. Bonovitz

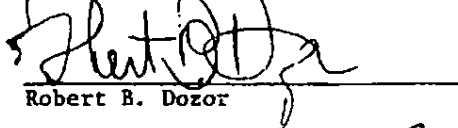

Harry T. Dozor


Shirley W. Dozor


Richard J. Dozor


Stanley Kesler


Allison L. L.


Robert B. Dozor


Aldo Tenaglia

9460 354

Commonwealth of Pennsylvania

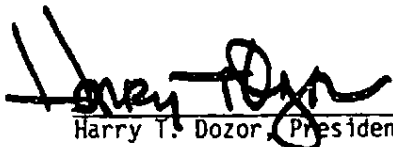
:

: SS.

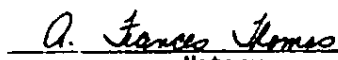
County of Montgomery

:

Harry T. Dozor, being duly sworn or affirmed, doth depose and say, that he is President of Providers Fidelity Life Insurance Company; that a unanimous written consent, of which the attached is a copy, was signed by all members of the Board of Directors of Providers Fidelity Life Insurance Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 10 day of September, 1984.


Notary

My commission expires: A. FRANCES THOMAS, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires March 31, 1988

8460 355

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

Harrisburg, PA, September 19, 1984

TO THE SECRETARY OF STATE OF THE
COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania, and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.



Alexander Bratic
Deputy Insurance Commissioner

8460 356

DEPARTMENT OF STATE
Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office _____

this 24 day of September, 1984.

William R. Davis

Secretary of the Commonwealth

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

Amendment to Charter

#29279

8670 448

In compliance with the requirements of Section 322 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Fidelity Life Insurance Company hereby certifies under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

1. The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Patent which issued on March 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as amended.
2. The principal office and place of business of the Company has been the Township of Lower Merion, County of Montgomery, Town of Bala Cynwyd, Commonwealth of Pennsylvania.
3. On November 3, 1986, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to amend the Charter of the Corporation in the form set forth below.
4. In the action taken by the shareholders at the said meeting all shareholders signify their acceptance of the amendment to the Charter.
5. The amendment adopted by the shareholders, set forth in full, follows:

"RESOLVED, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Plymouth Township, County of Montgomery, Town of Blue Bell, Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common seal to be affixed hereto, duly attested by its Assistant Secretary, this 3rd day of November, 1986.

(Corporate Seal)

By: *[Signature]*
 Eric Tengel
 Assistant Secretary

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

By: *[Signature]*
 Harry T. Bozor, President

By: *[Signature]*
 Allison Lit, Secretary

Sworn to and subscribed before me the day and year aforesaid.

RHONDA L. POSTON, Notary Public
 Lower Merion Twp., Montgomery Co.
 My Commission Expires Oct. 30, 1989

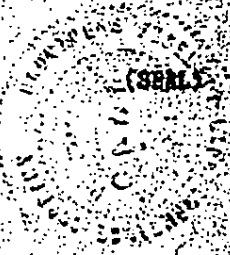
[Signature]
 Notary Public

8670 449

CERTIFICATION

The undersigned, Allison Lit, Secretary of Providers Fidelity Life Insurance Company, a Pennsylvania Corporation, does hereby certify that the attached is a true and correct copy of the Shareholders Meeting and Board of Directors Meeting held on November 3, 1986.

IN WITNESS WHEREOF, I have subscribed by name as Secretary and affixed the seal of the said corporation.



Allison Lit

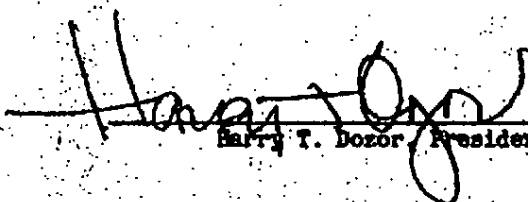
Allison Lit, Secretary

Dated: November 3, 1986


8670 450

Commonwealth of Pennsylvania }
County of Montgomery } SS.

Harry T. Dozor, being duly sworn or affirmed, both depose and say, that
he is President of Providers Fidelity Life Insurance Company; and that Waivers
of Notice were signed by all shareholders of Providers Fidelity Life Insurance
Company.


Harry T. Dozor, President

Sworn to, or affirmed, and subscribed
before me this 3rd day of November, 1986.


Thomas L. Foster
Notary

My Commission Expires:

FRANCIS L. FOSTER, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires Oct. 30, 1989

G

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

8670 451

Consent of Sole Shareholders

November 3, 1985

The undersigned, being the Sole Shareholders of Providers Fidelity Life Insurance Company, a Pennsylvania Corporation, ("the Company"), hereby consent to the adoption of the following resolution:

Resolved, That Article 4th of the Charter of the Corporation be amended to read:

4th. The place in which the principal office of the Company is to be located is Plymouth Township, County of Montgomery, Town of Blue Bell, Commonwealth of Pennsylvania.

IN WITNESS, all Shareholders have signified below their acceptance of the business conducted at this meeting and waive any notice of said meeting.

ISAAC CORPORATION


Harry F. Dozor, President


Harry F. Dozor, as Individual


Stanley Dozor


Richard J. Dozor


Robert B. Dozor


Aldo Fenaglia


Shirley W. Dozor


Allison Lit

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

8670 452

Special Meeting of the Board of Directors

November 3, 1986

A Special Meeting of the Directors of Providers Fidelity Life Insurance Company was held at the office of the Company, Suite 622, One Bala Plaza, Bala Cynwyd, Pennsylvania on Monday, November 3, 1986, pursuant to Call and Waiver of Notice executed by all the Directors of the Company as follows:

Call and Waiver of Notice

We, the undersigned, being all the Directors of Providers Fidelity Life Insurance Company, do hereby call a meeting of the Directors to be held on Monday, November 3, 1986, (a) for the purpose of amending the Charter of the Corporation to change the location, and (b) for such other business as properly may be brought before the meeting, and we hereby waive notice of this meeting.


Harry T. Dozor


Aldo Tenaglia


Shirley W. Dozor


Stanley Kessler


Allison Lit


Robert B. Dozor


Richard J. Dozor

8670 453

All Directors were present.

Upon motion duly made and seconded, it was unanimously:

RESOLVED, That Article 4th of the Charter of the Corporation
be amended to read:

4th. The place in which the principal office of the Company
is to be located is Plymouth Township, County of Montgomery,
Town of Blue Bell, Commonwealth of Pennsylvania.

There being no further business to come before the meeting, the meeting
was on motion adjourned.

Allison Lit

Allison Lit, Secretary

8670 454

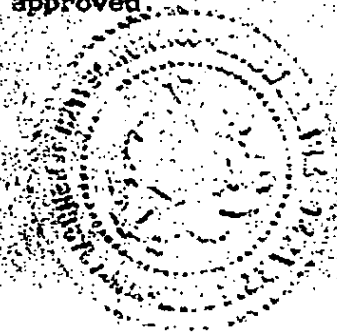
COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

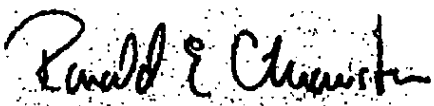
Harrisburg, PA, November 19, 1986.

TO THE SECRETARY OF STATE OF
THE COMMONWEALTH OF PENNSYLVANIA:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law providing for the incorporation of insurance companies, and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May 1921, I am submitting herewith an Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company, Bala Cynwyd, Pennsylvania.

I hereby certify that I have examined the above and foregoing Amendment to the Articles of Agreement of the Providers Fidelity Life Insurance Company and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.




Ronald E. Chronister
Deputy Insurance Commissioner

8670 455

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

Filed and recorded in the Office of the Secretary
of the Commonwealth on the _____ day of NOV 24 1986, 1986.

Witness my hand and seal of office, at Harrisburg, this _____
day of _____, 1986.



A handwritten signature in dark ink, appearing to read "Robert W. Givens".

Secretary of the Commonwealth

RECORDER OF DEEDS

Recorded in the Office of the Recorder of Deeds in
and for the County of Dauphin in Miscellaneous Book _____,
No. _____, Page _____. Witness my hand and seal of office
this _____ day of _____, 1986.

Recorder of Deeds

9171-616

Filed with the Department of State on

NOV 01 1991

Microfilm Number

Entity Number

292745

Deputy Secretary of the Commonwealth *GA*

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

☒ Domestic Business Corporation (15 Pa.C.S. § 1507)☐ Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)☐ Foreign Business Corporation (15 Pa.C.S. § 4144)☐ Domestic Limited Partnership (15 Pa.C.S. § 8506)☐ Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: Providers Fidelity Life Insurance Company

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Valley Square, 512 Township Line Rd., Blue Bell, PA 19422 Montgomery

Number and Street	City	State	Zip	County
One Valley Square, 512 Township Line Rd.	Blue Bell	PA	19422	Montgomery

(b) c/o: N/A County

Name of Commercial Registered Office Provider

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Blue Bell West, 653 Skippack Pike, Blue Bell, PA 19422 Montgomery

Number and Street	City	State	Zip	County
Blue Bell West, 653 Skippack Pike	Blue Bell	PA	19422	Montgomery

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: N/A County

Name of Commercial Registered Office Provider

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

9171-617

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)-2

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 25th day of October, 19 91.

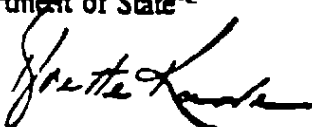
Providers Fidelity Life Insurance Company

(Name of Corporation/Limited Partnership)

By: [Signature] (Signature)

TITLE: President

292745

Filed this <u>MAY 31 1995</u> day of _____, 19 _____
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth <i>jmo</i>

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Merger
Business Corporation
Substitute Form 903

In compliance with the requirements of Section 1903 of the Business Corporation Law, act of May 5, 1933 (P.L. 364)(15 P.S. § 1903), as amended, the undersigned corporations, desiring to effect a merger, hereby certify that:

The parties to this Plan of Merger are American Health Marketing Corporation ("AHM"), the subsidiary corporation, and Providers Fidelity Life Insurance Company ("PFLIC") the parent corporation, both of which are incorporated in the Commonwealth of Pennsylvania.

1. The name and the registered office of the domestic surviving corporation is:

Providers Fidelity Life Insurance Company
Blue Bell West
653 Skippack Pike
Blue Bell, PA 19422

2. The time and place of the meeting of the shareholders at which merger was adopted, period of notice given the shareholders, total vote by which the plan was adopted.

- a. May 9, 1995, Company office
- b. 22 days
- c. 100% of the shareholders adopted the plan

2.1 Not applicable

2.2 Neither of the constituent corporations is a public utility corporation.

3. The Articles of Incorporation of Providers Fidelity Life Insurance Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Providers Fidelity Life Insurance Company and shall not be changed or amended by the Merger.

4. The Directors of PFLIC as of the effective date of the merger shall continue in office until the next Annual meeting of the stockholders of PFLIC. The of Directors of PFLIC shall continue to be seven and shall be the following persons:

Harry T. Dozor

Richard J. Dozor

Shirley W. Dozor

Robert B. Dozor

Stephen Lit

Diann J. Shaw

Allison D. Lit

The following officers of PFLIC, immediately prior to the effective date of the Merger shall continue in office after the effective date of the merger and until the next Annual Meeting of the Board of Directors of PFLIC.

Harry T. Dozor

President

Allison D. Lit

Secretary

Dianr. J. Shaw

Treasurer

5. The Plan of Merger is attached hereto.

6. Not applicable. The surviving corporation is a domestic corporation.

IN TESTIMONY WHEREOF, each undersigned corporation has caused this plan of Merger to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be affixed hereunto this 31st day of May, 1995.

American Health Marketing Corporation

BY: [Signature]

Harry T. Dozor, Chairman

Attest:

[Signature]

Diann J. Shaw, President

Providers Fidelity Life Insurance Company

BY: [Signature]

Harry T. Dozor, President

Attest:

[Signature]

Diann J. Shaw, Treasurer

PLAN OF MERGER (LIQUIDATION)

**Merger of American Health Marketing Corporation
into
Providers Fidelity Life Insurance Company**

The undersigned corporations, in accordance with the provisions of Article IX (sections 1901-1909) of the Business Corporation Law of Pennsylvania, hereby adopt the following Plan of Merger (liquidation):

Section 1: The parties to this Plan of Merger are American Health Marketing Corporation ("AHM"), the subsidiary corporation, and Providers Fidelity Life Insurance Company ("PFLIC") the parent corporation, both of which are incorporated in the Commonwealth of Pennsylvania.

Section 2: The parties hereto agree to effect this Merger (liquidation for Federal purposes.

Section 3: Pursuant to this Plan of Merger, American Health Marketing Corporation shall be merged into its parent corporation, Providers Fidelity Life Insurance Corporation. The corporation to survive the merger will be Providers Fidelity Life Insurance Company, which shall continue under the same name.

Section 4: The Articles of Incorporation of Providers Fidelity Life Insurance Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Providers Fidelity Life Insurance Company and shall not be changed or amended by the Merger.

Section 5: PFLIC reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

Section 6: The Bylaws of PFLIC, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of PFLIC until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

Section 7: The Directors of PFLIC as of the effective date of the merger shall continue in office until the next Annual meeting of the stockholders of PFLIC. The of Directors of PFLIC shall continue to be seven and shall be the following persons:

Harry T. Dozor

Richard J. Dozor

Shirley W. Dozor

Robert B. Dozor

Stephen Lit

Diann J. Shaw

Allison D. Lit

The following officers of PFLIC, immediately prior to the effective date of the Merger shall continue in office after the effective date of the merger and until the next Annual Meeting of the Board of Directors of PFLIC.

Harry T. Dozor

President

Allison D. Lit

Secretary

Diann J. Shaw

Treasurer

Section 8: As of the effective date of the Merger, each share of the issued and outstanding stock of American Health Marketing Corporation shall be surrendered and cancelled. Shares of PFLIC stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of stock of the surviving corporation.

Section 9: On the effective date of the Merger, the separate existence of American Health Marketing Corporation shall cease (except to the extent continued by statute, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by PFLIC to evidence such transfer, vesting, or devolution of any property, right, or privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of PFLIC by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

Section 10: The effective date of the merger shall be May 31, 1995, or the date when the Articles of Merger are filed with the Department of State of the Commonwealth of Pennsylvania, if later, but in no event later than June 30, 1995.

IN TESTIMONY WHEREOF, each undersigned corporation has caused this plan of Merger to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be affixed hereunto this 31st day of May, 1995.

American Health Marketing Corporation

BY: Harry T. Dozor
Harry T. Dozor, Chairman

Attest:

Diann J. Shaw
Diann J. Shaw, President

Providers Fidelity Life Insurance Company

BY: Harry T. Dozor
Harry T. Dozor, President

Attest:

Diann J. Shaw
Diann J. Shaw, Treasurer

UNANIMOUS WRITTEN CONSENT
of the
BOARD of DIRECTORS
of
AMERICAN HEALTH MARKETING CORPORATION

THE UNDERSIGNED, being all of the Directors of American Health Marketing Corporation, A Pennsylvania Corporation (the "Corporation"), in accordance with the applicable provisions of the Pennsylvania Business Corporation Law, do hereby consent to, approve and adopt the following:

RESOLVED, that in the judgement of the Board of Directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be merged with Providers Fidelity Life Insurance Company, a Pennsylvania Insurance Corporation, in accordance with the terms and conditions set forth in the Plan of Merger attached hereto as Exhibit A;

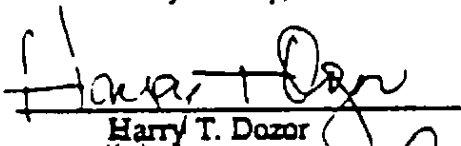
RESOLVED, that the Plan of Merger in the form attached hereto as Exhibit A be, and it hereby is approved and adopted;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the Plan of Merger, and to execute and file Articles of Merger with the Department of State of the Commonwealth of Pennsylvania;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the merger of the Corporation be commenced immediately, and that those actions be completed as soon as practicable, but in no event later than June 30, 1995.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or to cause to be done such further acts and things as they may deem necessary or proper in order to carry out the Plan of Merger of the Corporation and fully to effectuate the purpose of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 31st day of May, 1995.


Harry T. Dozor


Shirley W. Dozor


Dianh J. Shaw



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
Bureau of Licensing and Financial Analysis
Bureau of Examinations
1345 Strawberry Square
Harrisburg, PA 17120

September 8, 1995

Peter J. Tucci, Esquire
Reed Smith Shaw & McClay
2500 One Liberty Place
Philadelphia, Pennsylvania 19103-7301

VIA FAX: (215) 851-6100 *MMO*

RE: LONDON LIFE REINSURANCE COMPANY


Dear Mr. Tucci:

The following information is being provided in response to your request of the Department received on September 7, 1995.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Department of State, Corporation Bureau.

I trust that the information provided is responsive to your request. Feel free to contact me at (717) 787-2735 if I can be of further assistance.

Sincerely;


Robert E. Brackbill, Jr.
Licensing Specialist
Company Licensing Division

757-51*

SEP 12 1995

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 292745

[Signature]

Secretary of the Commonwealth

[Handwritten mark]

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Providers Fidelity Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>653 Shippack Pike, Suite 16</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Bus. Corp. Law of 1988, as amended, Title 15

4. The date of its incorporation is: March 26, 1969

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
 Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

SEP -7 -

SEP 12 95

☒ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

PA Dept. of State The articles are being amended and restated as attached on Exhibit A.

9559-834

DSCB:15-1015 (Rev 90)-2

1. (Check if the amendment restates the Articles):

XX The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 6th day of September, 19 95.

Providers Fidelity Life Insurance Company

(Name of Corporation)

BY:

Peter J. Tucci

(Signature)

TITLE: Secretary

9559-845

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROVIDERS FIDELITY LIFE INSURANCE COMPANY

In compliance with the requirements of Sections 1911 and 1915 of the Business Corporation Law of 1988, Act of December 21, 1988 (P.L. 1444, No. 177), as amended (15 Pa.C.S. §§1911 and 1915), the articles of incorporation of Providers Fidelity Life Insurance Company are hereby amended and restated to read in their entirety as follows:

1. Corporate Name. The name of the Corporation is London Life Reinsurance Company.

2. Registered Office. The location and post office address of the initial registered office of the Corporation in this Commonwealth is 653 Skippack Pike, Suite 16, Blue Bell, Pennsylvania 19422.

3. Business Corporation Law of 1988. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended.

4. Stock. The aggregate number of shares which the Corporation shall have authority to issue is 14,000,000 shares of Common Stock, par value \$1.00 per share.

5. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Nature and Extent of Rights. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be

so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or any failure to act, by a director prior thereto.

6. Indemnification of, and Advancement of Expenses to, Directors, Officers and Others.

(a) Right to Indemnification. Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liabilities paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another company, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Section (a). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" shall include each director and officer of the Corporation and each other person denominated by the Board of Directors as entitled to the benefits of this Article, "expenses" shall mean all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section (a) for expenses incurred in connection with any Indemnitee Action only (i) if the Indemnitee Action is instituted under Section (c) of this Article and the indemnitee is successful in whole or in part in such Action, (ii) if the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) if the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

(b) Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action, or in initiating and pursuing any Indemnitee Action for indemnity or advancement of expenses under Section (c) of this Article, paid in advance by the Corporation prior to final disposition of such Action or Indemnitee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action. If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnitee Action. The only defense to an Indemnitee Action to recover on a claim for indemnification under Section (a) of this Article shall be that the indemnitee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its shareholders) that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnitee Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Section (b) of this Article shall be the indemnitee's failure to provide the undertaking required by Section (b) of this Article.

(d) Insurance and Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(e) Non-Exclusivity: Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or by-law, charter provision, vote of shareholders or directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, By-Law or other provision.

(f) Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

The foregoing amended and restated articles of incorporation supersede the original articles of incorporation and any prior amendments thereto.

SENT BY:

12-22-95 : 3:28PM :

R. S. S. M. -717 234 3050

: # 6/11

Microfilm Number _____

Filed with the Department of State on

4545
DEC 22 1995Entry Number 292745

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:19-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: London Life Reinsurance Company

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19622 Montgomery
 Number and Street City State Zip County

(b) c/o n/a
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) n/a
 Number and Street City State Zip County

(b) c/o n/a
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Isaac Corporation	103 Springer Building 3411 Silverside Road, Wilmington, Delaware	New Castle

4546

DSCB:15-1826 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

XX The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation

Manner of Adoption

London Life Reinsurance Company Unanimous Written Consent

Isaac Corporation Unanimous Written Consent

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

XX The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1801 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 21st day of December, 1995.

London Life Reinsurance Company

(Name of Corporation)

BY: [Signature]

Gregory E. Morrison (Signature)

TITLE: President

Isaac Corporation

(Name of Corporation)

BY: [Signature]

Gregory E. Morrison (Signature)

TITLE: President

PLAN OF MERGER

This Plan of Merger is dated as of the 21st day of December, 1995 by and among PBL Corporation ("PBL"), a Pennsylvania corporation, Isaac Corporation ("Isaac"), a Delaware corporation, and London Life Reinsurance Company ("LLRC") a Pennsylvania corporation.

WITNESSETH:

WHEREAS, PBL owns all 1,000 issued and outstanding shares of common stock of Isaac;

WHEREAS, Isaac owns all 2,000,000 issued and outstanding shares of common stock of LLRC;

WHEREAS, the parties hereto desire that Isaac be merged with and into LLRC, with LLRC being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholders of Isaac have adopted resolutions approving this Plan of Merger in accordance with the Pennsylvania Business Corporation Law of 1988 (the "BCL"); and

WHEREAS, the board of Directors and the shareholders of LLRC have adopted resolutions approving this Plan of Merger in accordance with the BCL;

1. Terms of Merger. On the Effective Date (as hereinafter defined), Isaac shall be merged with and into LLRC pursuant to the provisions of Section 1921 of the BCL (the "Merger").

2. Surviving Corporation. The corporation surviving the Merger shall be LLRC (sometimes hereinafter referred to as the "Surviving Corporation").

3. Treatment of Shares. Upon the Effective Date, (a) PBL shall tender to LLRC the 1,000 shares of common stock of Isaac which PBL owns; (b) LLRC shall tender to PBL the 2,000,000 shares of LLRC previously owned by Isaac; and (c) LLRC shall cancel the 1,000 shares of common stock of Isaac.

4. Effective Date. If this Merger is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger") shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger in the Department of State of the Commonwealth of Pennsylvania (the "Effective Date").

5. Articles of Incorporation. The Articles of Incorporation of LLRC as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of LLRC, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. Directors and Officers. Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of LLRC immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of LLRC immediately prior to the Effective Date, each such person to hold, in accordance with the By-Laws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.

8. Termination and Amendment. This Merger may be terminated by the Board of Directors of either LLRC or Isaac at any time prior to the Effective Date.

9. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Isaac shall be transferred to, vested in and devolve upon LLRC without further act or deed and all property, rights, and every other interest of LLRC and Isaac shall be as effectively the property of LLRC as they were of LLRC and Isaac respectively. PBL hereby agrees from time to time, as and when requested by LLRC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as LLRC may deem necessary or desirable in order to vest in and confirm to LLRC title to and possession of any property of Isaac acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of PBL and the proper officers and directors of LLRC are fully authorized in the name of PBL or otherwise to take any and all such action.

BEFORE THE
INSURANCE COMMISSIONER OF THE
COMMONWEALTH OF PENNSYLVANIA

IN RE: THE STATEMENT OF LONDON ACQUISITION CORPORATION
REQUESTING APPROVAL OF THE MERGER OF ISAAC CORPORATION AND PBL
CORPORATION INTO LONDON LIFE REINSURANCE COMPANY IN A SERIES OF
TRANSACTIONS EXEMPT FROM THE FILING REQUIREMENTS OF 40 P.S.
SECTION 991.1402(b).

ORDER

AND NOW, on this 14th day of December, 1995, Linda S.
Kaiser, Insurance Commissioner of the Commonwealth of
Pennsylvania, hereby makes the following ORDER:

FINDINGS OF FACT

1. On December 7, 1995, the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") from London Acquisition Corporation (hereinafter referenced as "APPLICANT") to merge Isaac Corporation and PBL Corporation into London Life Reinsurance Company (hereinafter referenced as "LLRC").
2. The APPLICANT is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located in Dover, Delaware.
3. Isaac Corporation (hereinafter referenced as "ISSAC") is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located at Wilmington, Delaware. ISSAC is the current parent of LLRC and the subsidiary of PBL Corporation.
3. PBL Corporation (hereinafter referenced as "PBL") is an insurance holding company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Blue Bell, Pennsylvania. PBL is an immediate subsidiary of APPLICANT and the immediate parent of ISSAC.
4. LLRC is a domestic stock life insurance company with its principal place of business located in Blue Bell, Pennsylvania.

5. As described in the REQUEST, the transaction contemplates that ISSAC will merge into LLRC. Subsequent to that merger, PBL will merge into LLRC. The result will be that APPLICANT will be the direct parent of LLRC.

6. 40 P.S. Section 991.1402(g) provides for the exemption of the filing requirements of subsection 991.1402(b) if the acquisition does (a) not have the effect of changing or influencing the control of a domestic insurer or (b) is otherwise not comprehended within the purposes of this section.

DETERMINATIONS

1. The REQUEST was filed pursuant to and in accordance with 40 P.S. Section 991.1402.

2. The COMMISSIONER has jurisdiction over the parties and subject matter of this proceeding.

3. The REQUEST does not violate the provisions of 40 P.S. Section 281.

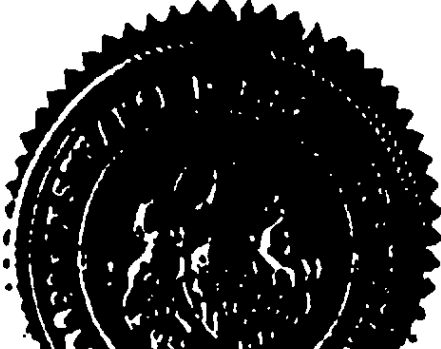
4. The instant transaction is not being contemplated to change the ultimate control of LLRC, and therefore is exempt from the filing requirements of 40 P.S. Section 991.1402(b).

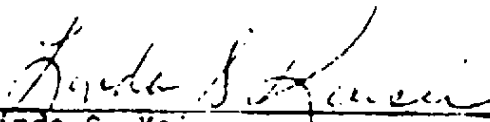
ORDER

Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the merger of ISSAC and subsequently PBL into London Life Reinsurance Company as set forth in the REQUEST is hereby granted, with the following stipulation:

APPLICANT agrees to provide the COMMISSIONER a copy of the closing documents on the mergers within 30 of consummation of each merger.




Linda S. Kaiser
Insurance Commissioner
Commonwealth of Pennsylvania

Microfilm Number _____

Filed with the Department of State on DEC 26 1995Entry Number 292745*Heather K...*
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCA:15-192a (Rev. 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: London Life Reinsurance Company

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19422 Montgomery
Number and Street City State Zip County

(b) c/o: n/a
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) n/a
Number and Street City State Zip County

(b) c/o: n/a
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
PBI Corporation 653 Skippack Pike, Suite 16, Blue Bell, PA 19422 Montgomery

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DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

____ The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
London Life Reinsurance Company	Unanimous Written Consent
PBL Corporation	Unanimous Written Consent

6. ~~(Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.~~

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 21st day of December, 1995.

London Life Reinsurance Company

(Name of Corporation)

BY: _____

Gregory E. Morrison (Signature)

TITLE: President

PBL Corporation

(Name of Corporation)

BY: _____

Gregory E. Morrison (Signature)

TITLE: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger dated as of the 26th day of December, 1995 by and among London Acquisition Corporation ("LAC"), a Delaware corporation, PBL Corporation ("PBL"), a Pennsylvania corporation, and London Life Reinsurance Company ("LLRC"), a Pennsylvania corporation.

WITNESSETH:

WHEREAS, LAC owns the following issued and outstanding shares of stock of PBL: (1) 200,000 issued and outstanding shares of Class A Common Stock; (2) 300,000 issued and outstanding shares of Class B Common Stock; and (3) 200,000 issued and outstanding shares of Preferred Stock (collectively, the "PBL Stock");

WHEREAS, PBL owns all 2,000,000 issued and outstanding shares of common stock of LLRC;

WHEREAS, the parties hereto desire that PBL be merged with and into LLRC, with LLRC being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholders of PBL have adopted resolutions approving this Plan of Merger in accordance with the Pennsylvania Business Corporation Law of 1988 (the "BCL"); and

WHEREAS, the Board of Directors and the shareholders of LLRC have adopted resolutions approving this Plan of Merger in accordance with the BCL.

1. Terms of Merger. On the Effective Date (as hereinafter defined), PBL shall be merged with and into LLRC pursuant to the provisions of Section 1921 of the BCL (the "Merger").

2. Surviving Corporation. The corporation surviving the Merger shall be LLRC (sometimes hereinafter referred to as the "Surviving Corporation").

3. Treatment of Shares. Upon the Effective Date, (a) LAC shall tender to LLRC the PBL Stock owned by LAC; (b) LLRC shall tender to LAC the 2,000,000 shares of LLRC previously owned by PBL; and (c) LLRC shall cancel the PBL Stock.

4. Effective Date. If this Merger is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger") shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania (the "Effective Date").

5. Articles of Incorporation. The Articles of Incorporation of LLRC as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of LLRC, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. Directors and Officers. Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of LLRC immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of LLRC immediately prior to the Effective Date, each such person to hold, in accordance with the By-Laws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.

8. Termination and Amendment. This Merger may be terminated by the Board of Directors of either LLRC or PBL at any time prior to the Effective Date.

9. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of PBL shall be transferred to, vested in and devolve upon LLRC without further act or deed and all property, rights, and every other interest of LLRC and PBL shall be as effectively the property of LLRC as they were of LLRC and PBL respectively. LAC hereby agrees from time to time, as and when requested by LLRC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as LLRC may deem necessary or desirable in order to vest in and confirm to LLRC title to and possession of any property of PBL acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of LAC and the proper officers and directors of LLRC are fully authorized in the name of PBL or otherwise to take any and all such action.

DOI-RC-95-50

BEFORE THE
INSURANCE COMMISSIONER OF THE
COMMONWEALTH OF PENNSYLVANIA

IN RE: THE STATEMENT OF LONDON ACQUISITION CORPORATION
REQUESTING APPROVAL OF THE MERGER OF ISAAC CORPORATION AND PBL
CORPORATION INTO LONDON LIFE REINSURANCE COMPANY IN A SERIES OF
TRANSACTIONS EXEMPT FROM THE FILING REQUIREMENTS OF 40 P.S.
SECTION 991.1402(b).

ORDER

AND NOW, on this 14th day of December, 1995, Linda S.
Kaiser, Insurance Commissioner of the Commonwealth of
Pennsylvania, hereby makes the following ORDER:

FINDINGS OF FACT

1. On December 7, 1995, the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") from London Acquisition Corporation (hereinafter referenced as "APPLICANT") to merge Isaac Corporation and PBL Corporation into London Life Reinsurance Company (hereinafter referenced as "LLRC").
2. The APPLICANT is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located in Dover, Delaware.
3. Isaac Corporation (hereinafter referenced as "ISSAC") is an insurance holding company organized under the laws of the state of Delaware, with its principal place of business located at Wilmington, Delaware. ISSAC is the current parent of LLRC and the subsidiary of PBL Corporation.
3. PBL Corporation (hereinafter referenced as "PBL") is an insurance holding company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Blue Bell, Pennsylvania. PBL is an immediate subsidiary of APPLICANT and the immediate parent of ISSAC.
4. LLRC is a domestic stock life insurance company with its principal place of business located in Blue Bell, Pennsylvania.

DOI-RC-95-50

5. As described in the REQUEST, the transaction contemplates that ISSAC will merge into LLRC. Subsequent to that merger, PBL will merge into LLRC. The result will be that APPLICANT will be the direct parent of LLRC.

6. 40 P.S. Section 991.1402(g) provides for the exemption of the filing requirements of subsection 991.1402(b) if the acquisition does (a) not have the effect of changing or influencing the control of a domestic insurer or (b) is otherwise not comprehended within the purposes of this section.

DETERMINATIONS

1. The REQUEST was filed pursuant to and in accordance with 40 P.S. Section 991.1402.

2. The COMMISSIONER has jurisdiction over the parties and subject matter of this proceeding.

3. The REQUEST does not violate the provisions of 40 P.S. Section 281.

4. The instant transaction is not being contemplated to change the ultimate control of LLRC, and therefore is exempt from the filing requirements of 40 P.S. Section 991.1402(b).


ORDER

Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the merger of ISSAC and subsequently PBL into London Life Reinsurance Company as set forth in the REQUEST is hereby granted, with the following stipulation:

APPLICANT agrees to provide the COMMISSIONER a copy of the closing documents on the mergers within 30 of consummation of each merger.




Linda S. Kaiser
Insurance Commissioner
Commonwealth of Pennsylvania

Microfilm Number _____

Filed with the Department of State on JAN 18 1996

Entity Number 292745

Heather K...
Secretary of the Commonwealth

211

STATEMENT OF CHANGE OF REGISTERED OFFICE

PA 15-1507 (Rev 89)

Indicate type of entity (check one):

☒ Domestic Business Corporation

☐ Limited Partnership

☐ Foreign Business Corporation

☐ Foreign Nonprofit Corporation

☐ Domestic Nonprofit Corporation

1. The name of the corporation or limited partnership is: London Life Reinsurance Company

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a)	<u>653 Skippack Pike, Suite 16</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
	Number and Street	City	State	Zip	County

(b)	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is (complete part (a) or (b)):

(a)	<u>1787 SENTRY Parkway West, Suite 420</u>	<u>Blue Bell</u>	<u>PA</u>	<u>19422</u>	<u>Montgomery</u>
	Number and Street	City	State	Zip	County

(b)	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

4. Such change was authorized by the Board of Directors of the corporation. (not applicable to limited partnerships)

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 16th day of January 19 96.

London Life Reinsurance Company

Name of Corporation/Limited Partnership

BY:

Peter J. Tucci
Peter J. Tucci Signature

TITLE: Secretary

JAN 18 96

PA Dept. of State

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Decennial Report of
Association Continued Existence
(54 Pa.C.S. § 503)

Name	Raymond J. Hazel		
	London Life Reinsurance Com		
Address	1787 Senty Parkway West, Suite 420		
City	State	Zip Code	
Blue Bell, PA		19422	

Document will be returned to the
name and address you enter to
the left.

Commonwealth of Pennsylvania
DECENNIAL REPORT 1 Page(s)



T1100629078

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 503 (relating to decennial filings required) the undersigned association hereby states that:

1. The name of the association to which this report relates is:

LONDON LIFE REINSURANCE COMPANY

2. The address of this association's current registered office in the Commonwealth or name of its commercial registered office provider and the county of venue is:

**1787 SENTRY PARKWAY WEST STE 420
BLUE BELL PA 19422-0**

3. Complete part A or B if applicable:

A. The address to which the registered office of the association in this Commonwealth is to be changed to:

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

B. The registered office of the association shall be provided by:

Name of Commercial Registered Office Provider	County
---	--------

4. The association has not made any filing in the Department from January 1, 2002 through December 31, 2010, in accordance with 54 Pa.C.S. § 503(b).
5. The Association continues to exist.

IN TESTIMONY WHEREOF, the undersigned association has caused this Decennial Report of Association Continued Existence to be signed by a duly authorized officer this 21st day of December, 2010.

London Life Reinsurance Company


Name of Association

Carol Aichele
Signature

Sr. Vice President & CFO

Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: CSC ORDER #: 298716-005 DCB Name _____ Address _____ City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: cscpa@cscglobal.com	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  TCO200618MC0718
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Read all instructions prior to completing. This form may be s

Fee: \$70

Check one: ☒ Business Corporation (§ 1915) ☐ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

London Life Reinsurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street City State Zip County
1787 Sentry Parkway West Suite 420, Blue Bell, PA 19422, Montgomery County

(b) Name of Commercial Registered Office Provider County
c/o: _____

3. The statute by or under which it was incorporated: PA Bus. Corp. Law. of 1988, as amended, Title 15

4. The date of its incorporation: 03/26/1969
(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

___ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☒ The amendment shall be effective on: 06/01/2020 at _____
Date (MM/DD/YYYY) Hour (if any)

"For accounting purposes only"

PA DEPT. OF STATE

JUN 18 2020

6. Check one of the following:

- ☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows
- _____
- _____
- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

20th day of May, 2020.

London Life Reinsurance Company

Name of Corporation

Raymond J. Hazel

Signature

Raymond J. Hazel, Corporate Secretary

Title

EXHIBIT A

London Life Reinsurance Company

**Unanimous Written Consent of the Board of
Directors to Action Taken Without a Meeting**

March 9, 2020

The undersigned, being the Directors of London Life Reinsurance Company (the "Company"), a Pennsylvania corporation, hereby adopts the following resolutions by unanimous written consent pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1998, as amended, in lieu of a meeting of the Board of Directors and with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors held on the date thereof and does hereby waive all notice requirements in connection with said meeting:

Change of Company Name to Canada Life Reinsurance Company

RESOLVED THAT:

The Board of Directors approve the name change of the corporation from London Life Reinsurance Company to Canada Life Reinsurance Company.

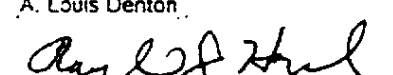
Further Authority

RESOLVED, that the proper officers of the Company be and they hereby are authorized to take such action and to execute, acknowledge, deliver and file or cause to be filed, in the name and on behalf of the Company, under its corporate seal or otherwise, any and all such instruments, certificates, applications, notices and other documents including adopting a plan amendment and to do any and all such acts and things as they, or any of them, shall deem necessary or proper to carry out fully the intent and purposes of the foregoing resolutions.

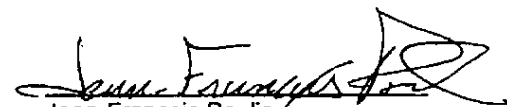
IN WITNESS WHEREOF, the undersigned have duly executed this Consent this 13th day of March, 2020.

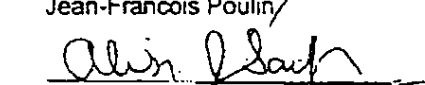

Michael L. Browne

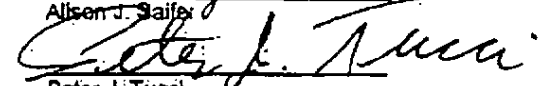

A. Louis Denton


Raymond J. Hazel


Michael D. Mulcahy


Jean-Francois Poulin


Alison J. Saifer


Peter J. Tucci



June 15, 2020

Dave Bulakowski
CSC Global

Via E-Mail: cscpa@cscglobal.com

RE: Name Approval
Canada Life Reinsurance Company

Dear Mr. Bulakowski:

The following information is being provided in response to your request originally received on May 22, 2020.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department ("PID"). You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau ("DOS"). In processing the registration of the name, the DOS will verify that the name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

Please note that this letter is to approve the use of a name only, and it does not represent any form of licensure by the PID.

Please feel free to contact me at (717) 783-2660 should you have any questions.


Sincerely,

A handwritten signature in black ink, appearing to read "St. Y.", written over the printed name of Steven L. Yerger.

Steven L. Yerger, PIR
Insurance Company Licensing Specialist
Company Licensing Division

Entity# : 292745
Date Filed : 10/01/2020
Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: CSC ORDER #: 441665-005 DCB Name _____ Address _____ City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: <u>cscpa@cscglobal.com</u>	Statement of Correction DSCB:15-138 (rev. 7/1/2015)  TCO201001MC0500
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Read all instructions prior to completing. This form may be sub

Fec: \$70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction), the undersigned association or other person, desiring to correct an inaccurate, defective or erroneous record, hereby states that:

- The name of the association or other person is: Canada Life Reinsurance Company
- The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:
(a) 1787 Sentry Parkway West Ste 420, Blue Bell, PA 19422 Montgomery County
Number and street City State Zip County
(b) c/o: _____
Name of Commercial Registered Office Provider County
- The statute by or under which the association was formed (or the preceding filing was made, in the case of a filing that does not constitute a part of the public organic record of an association) is: PA Business Corporation Law
- The inaccuracy or defect to be corrected is (include Department of State form name and date filed):
The Articles of Amendment filed 6/18/2020 should have contained the amended and restated.

5. Check one of the following:

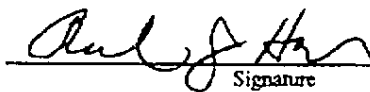
- ☒ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto.
☐ The original document to which this statement relates shall be deemed re-executed.
☐ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this Statement of Correction to be signed by a duly authorized officer thereof or otherwise in its name this 29th day of September, 2020.

PA DEPT OF STATE

OCT 01 2020

Canada Life Reinsurance Company
Name of Association


Signature

Sr. Vice President, Finance, CFO & Corporate Secretary and CCO
Title

Exhibit A

London Life Reinsurance Company

Unanimous Written Consent of the Board of Directors to Action Taken Without a Meeting

June 19, 2020

The undersigned, being all of the Directors of London Life Reinsurance Company, a Pennsylvania corporation (the "Corporation"), hereby adopt the following resolutions by unanimous written consent pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1998, as amended, in lieu of a meeting of the Board of Directors and with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors held on the date thereof and do hereby waive all notice requirements in connection with said meeting:

Amended and Restated Articles of Incorporation

WHEREAS, the undersigned Directors desire to change the name of the Corporation to "Canada Life Reinsurance Company"; and

WHEREAS, the undersigned Directors desire to amend and restate the Corporation's Articles of Incorporation to change the Corporation's name as set forth in the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A (the "Amended and Restated Articles") and presented to the undersigned for review and approval.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Directors hereby approve and consent to the Articles of Incorporation being amended and restated in order to change the name of the Corporation as set forth in the Amended and Restated Articles; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute and file with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations, the Amended and Restated Articles, in the form attached as Exhibit A pursuant to which the Articles of Incorporation of the Corporation shall be amended and restated in order to change the Corporation's name from "London Life Reinsurance Company" to "Canada Life Reinsurance Company" effective upon such filing of the Amended and Restated Articles; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized to prepare, execute and file any and all other documents or instruments, and to take any and all actions necessary in order to effectuate the change of the Corporation's name as authorized in the foregoing resolutions.

Adoption of the Third Amended and Restated By-Laws

RESOLVED, that the Third Amended and Restated By-Laws of the Corporation, attached hereto as Exhibit B, be and hereby are approved and adopted.

Approval of Prior Actions

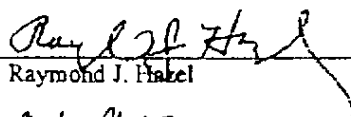
RESOLVED, that all of the resolutions, acts and proceedings of the Board of Directors of the Corporation heretofore taken by the Directors in carrying out and promoting the purposes, objects, and interests of the Corporation since the last meeting or written consent of the shareholder to date be and they hereby are approved, ratified and made the acts and deeds of the Corporation.


IN WITNESS WHEREOF, the undersigned have duly executed this Consent

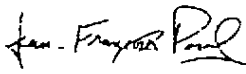
this 23rd day of June, 2020.

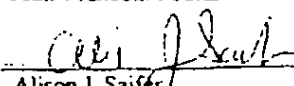

Michael L. Browne

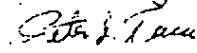

A. Louis Denton


Raymond J. Hazel


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Alison J. Saifer


Peter J. Tucci