841054

(Requestor's Name)
(Address)
(Address)
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
<u></u>
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:

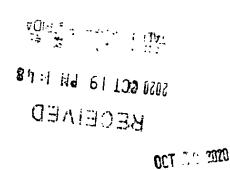
Office Use Only



700353625357

SECHE JANY OF STATE

020 OCT 19 AM 8:1



CORPORATION SERVICE COMPANY

1201 Hays Street

Tallhassee, FL 32301 Phone: 850-558-1500

ACCOUNT NO. : 12000000195

REFERENCE : 458004 5057977

AUTHORIZATION :

COST LIMIT : \$ 3.5.\0.0

ORDER DATE: October 15, 2020

ORDER TIME : 11:07 AM

ORDER NO. : 458004-015

CUSTOMER NO: 5057977

FOREIGN FILINGS

NAME: LONDON LIFE REINSURANCE

COMPANY

XX	CORPORAT	Œ					
I	LIMITED	PART	NERSHIP				
I	IMITED	LIAE	BILITY COM	Z/AAS	Z.		
MA XXXX	MENDMENT	7					
PLEASE	RETURN	THE	FOLLOWING	AS	PROOF	OF	FILING:
	CERTIE	TED	COPY				
XX	PLAIN	STAM	IPED COPY				
	CERTIF	TCAT	E OF GOOD	STA	ANDING		

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 nun	nber of corporation (if known)
, London Life Reinsurance Company	
(Name of corporation as it appe	ears on the records of the Department of State)
Pennsylvania	3. 07/12/1978
(Incorporated under laws of)	(Date authorized to do business in Florida)
(4-7 COMPLETE ONI	SECTION II LY THE APPLICABLE CHANGES)
 If the amendment changes the name of the corporation, when incorporation? 06/18/2020 	was the change effected under the laws of its jurisdiction of
Canada Life Reinsurance Company	
(Name of corporation after the amendment, adding suffix "control contained in new name of the corporation)	orporation," "company," or "incorporated," or appropriate abbreviation, if ate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indica	the new period of duration.
	(New duration)
7. If the amendment changes the jurisdiction of incorporate	(New duration) ion, indicate new jurisdiction. New jurisdiction) Indicate new jurisdiction:
()	New jurisdiction)
8. If the amendment changes the jurisdiction of organization, i	ndicate new jurisdiction:
9. If the amendment changes person, title or capacity in accorda	nce with 607.1504 (4), indicate that change:

Title/ Capacity	<u>Name</u>	<u>Address</u>	Type of Action
			□Add
			□Remove
			DAdd
			□Remove
			2020 OCT 19 AH 8: 43 Remove Remove Remove
 			□Add
10. Attached is a confithe application	ertificate or document of similar import, ev on to the Department of State, by the Secreta of which it is incorporated.	idencing the amendment, authenticated not ry of State or other official having custody of	☐Remove more than 90 days prior to delivery corporate records in the jurisdiction
	(Signature of a director a receiver or other co	or, president or other officer - if in the hands ourt appointed fiduciary, by that fiduciary)	of
Raymond J.		Sr. Vice President, Fin	
(Typed or printed name of person signing)	(Title of person	on 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

Secretary of the Commonwealth

Certification Number: TSC201016161995-1

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

Articles of Agreement

OF THE

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

TWO VED 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 interinsurance 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 wmen 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) Para-
graph ^Q (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.
ard. 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 <u>Upper Darby</u> 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 re-
7th. The proposed duration of the Company is perpennal. 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 after at pleasure; to sua and be sued; and, in general, to exercise the powers of a corporate hedr, and make such contracts as may be necessary to carry out the objects of Life and instrument on the film 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 9th. The subscribers to these strikes of agreement have children from their fundary a President, a Secretary, a Treasurer, and a Board of feight. 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

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 Leonard J. Rapaport Frank M. Marks	718 Payson Drive, Olivette, Missouri 6910 Camarin Street, Coral Gables, Florida 6001 Southwest 63rd Avenue, South Miami, Florida
Sydney S. Shaftman	3281 White Oak Road, Roanoke, Virginia
	and agreed that this instrument shall be executed in two exact counter- ted shall be deemed to be an original, and such counterparts shall, to- nd the same instrument.
IN WITNESS WHERE	OF, The subscribers to these articles of agroement have hereunto sub-
scribed their names and place	es of residence, this third day of _ February, 19.69
Name	Residence
alle	3821 Glencairn Lane, Indianapolis, Indiana
Walter E. Jackson	—
Martin I. Weiss Physic O. Kusa	127 McClanaban St., Southwest, Roanoke, Virginia
Adolph O. Krisch	3260 Somerset Road, Roanoke, Virginia
Jor Krisch R. R.	1 718 Payson Drive, Olivette, Missouri
Arthur D. Hehrendt	
Leonard J. Rapaport - Frank M. Marks	100001 Southwest 83rd Avenue, South Miami, Florida
Lyding Hay May Man	3281 White Oak Road, Roanoke, Virginia
Sydney S. Shattanan	
Mat E. Glasser	430 Candia, Coral Gables, Florida
Louis Steinberg	2) 11969 Rocky Drive, Creve Coeur, Missouri
Commonwealth of P	√ ennsylvania }
County of Delawar	ke.
Before me, the subscribe	r, a person empowered to receive acknowledgment of deeds, residing in
Delaware County	in said Commonwealth, personally came the within named
Walter E. Jackson, M	artin L. Weiss, Adolph O. Krisch, Joel Kirsch, Arthur D.
Behrendt, Leonard J.	Rapaport, Frank M. Marks, Sydney S. Shaftman, Mac E.
Glasser and Louis Ste	inberg

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 19 69

(Seal)

Justine Department

Harrisburg, Pa. Justine 19 1068.

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.

Attorney General's Office

Harrisburg, Pa., February 17. 19.69

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.

Deputy Assorney General.

ENDORSEMENT

ARTICLES OF AGREEMENT

PROVIDERS BENEFIT LIFE

INSURANCE COMPANY

EXECUTIVE DEPARTMENT Office of the Governor

Harrisburg, Pa., March 26, 1969

APHROVED:

Secretary's Office

Pennsylvania, so:

Witness my hand and seal of office, at

Enrolled in Charter Book No....

3-1-69.14_

Communwealth of Pennsylvania 461

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 LETTERS PATENT 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 sixtynine and of the Commonwealth the one hundred and ninety-third.

BY THE GOVERNOR:

Secretary of the Commonwealth

gat

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:

- 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 Chaster 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.
- The amendment adopted by the chareholders, 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.

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

CORPORATE

STATE OF IOWA.)

COUNTY OF LINE)

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

STATE OF ICHA)

) 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,	Pennsy	lvania
•	• •	
Ano.	4	10 74

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

Harriaburg, 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.

DEPTHY ATTORNEY GENERAL

EXECUTIVE DEPARTMENT OFFICE OF THE GOVERNOR

	Harrisburg, Pennsylvania
	narribourd, remediagnia
	May 15, A. D. , 1975
•	
	·
AMENDMENT TO	THE CHARTER OF PROVIDERS
BENEFIT LI	FE INSURANCE COMPANY
Approved:	9
mproved:	A. I. O. C.
	Miller of 30
	GOVERNOR
A	
Attest: Barton	asiello
Deputy Secretary of the	Commonwealth
••	
•	
DEPA	RIMENT OF STATE
SECR	ETARY'S OFFICE
PENNSYLVANIA, ss:	
Witness my hand and	Seal of Office, at Harrisburg, this 15thday
of May, A. D. , 1975)•
Enrolled in CNC Roll	Pilms
•	

Deputy Secretary of the Commonwealth

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

Secretary, this 20th Day of June, 1977.

PROVIDERS BENEFIT LIFE INSURANCE CO.

(Corporate Seal)

Attest:

ren L. Gerhardt Assistant Secretary

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

CONSENT OF SOLE SHAREHOLDERS

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 John M. Cooney

Harry T. Dozor

Shirley W. Dozor Allison Liberty

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:

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.

SHARR HOLDING COMPANY

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.

Attest: Mulley W. Dozor

HARRY T. DOZOR, President

Harry T. Dozor, As Individual

Harry T. Cimino

Louis F. Cimino

Chiley W. Dozor

Shirley W. Dozor

Allerenty

John M. Cooney

Allison Liberty

Richard J. Dozor

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 COMPOSITONER

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

DEPUTY SECRETARY OF THE COMMONWEALTH

850

EXECUTIVE DEPARTMENT

OFFICE OF THE GOVERNOR

Harrisburg, Pa., August 2, 19 7
AMENDMENT TO CHARTER OF PROVIDERS BENEFIT LIFE INSURANCE COMPANY
Approved: Italy High 96
Attest: Secretary of the Commonwealth
DEPARTMENT OF STATE
SECRETARY'S OFFICE
Pennsylvania, ss:
Witness my hand and Seal of Office, at Harrisburg, this 2nd day o
Enrolled in CBC Roll Films
-Barton a Links

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 ATE INSURANCE CO.

HARRY T. DOZOR, President

SHIRLEY W. DOZOR, Secretary

HIRLEY W. DOZOR, Secretary

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

SEAL

My commission expires:

MARKLYN C. ABRAMOWITZ Belly Police Granter Rep., Serie Co. Mr Canadadas Bades March 21, 1873

Commonwealth of Pennsylvania

:SS.

County of Bucks

· LIL

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.

•

My commission expires:

MANRYH C. ABRAHOVITZ Bulley Faids, Denoting Top., Sucia Co. My Commissing Styles Merch 23, 1978

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.

INSURANCE COMMISSIONER

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

EXECUTIVE DEPARTMENT

OFFICE OF THE GOVERNOR

Harrisburg, Pennsylvania

August 29,A.D., 19 77

AMENUMENT TO THE CHARTER OF PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Approved: Molta History GOVERNOR
Attest:
DEPARTMENT CF STATE
SECRETARY'S OFFICE
PENNSYLVANIA, ss:
Witness my hand and Seal of Office, at Harrisburg, this
Enrolled in CNC Roll Films
Auto a File
Deputy 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 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:

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

PRQVIDERS BENEFIT LIFE

Subscribed and sworn to before me the

day and year aforesaid.

My commission expires:

MARILYN C. ABRAMOWITZ es Turp., Bucks Co. nice Reine Merch 23, 1978

SEAL

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 Wavier of Notice were signed by all shareholders of Providers Benefit Life Insurance Company.

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

/ Wotary

My commission expires:

ESERCIA C. ARRAMONITZ Belley Public, Senzelous Topa, Bucks Co. St. Camintolous Broken March 23, 1978

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.

SHARRY T. DOZOR

HARRY T. DOZOR, In Personal Capacity

JOHN M. COONEY

DAVID S. ZELITCH

LOUIS F. CIMINO

RICHARD J. DOZOR

ALLISON LIBERTY

ALLISON LIBERTY

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 annualmeeting of the shareholder and any other meetings.

WITNESS m	y hand seal of this Corporation this	s <u>18th</u> day o
October	, 197 7 .	

Shirley W. Stozer SpirkLEY V. DOZOR Secretary

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.

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.

SMIRLEY W

3-1-77:52 , 1549

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

October 20 , 19 77

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.

Dillians Slepper INSURANCE COMMISSIONER PULL

DEPARTMENT OF JUSTICE

Harrisburg, Pennsylvania	
Navombon O	. 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 companyies, 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.

TTORNEY 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: Attest: DEPARTMENT OF STATE SECRETARY'S OFFICE PENNSYLVANIA, ss: Witness my hand and seal of Office, at Harrisburg, this _____day of November A. D., 19 77 . Enrolled in CNC Roll

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.

(Corporate Seal)

Attest:

Karen L. Gerhardt Assistant Secretary Shirley W. Defzor, Secretary

PROVIDERS BENEFIT LI

NSURANCE COMMA

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

MORELYN C. ASPANCENTZ | LACALYAL
Steary Public Stear Strain Strain Strain Strain Strain Strain Strain St. 1879

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Consent of Sole Shareholders November I, 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.

By: Harry I. Dozor, President

HARRY I. Dozor, in Personal
Capatry

JOHN M. COONEY

DAVID S. ZELITCH

SHIRLEY W. JOZOR

ALLISON LIBERTY

ALLISON LIBERTY

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 BOYOR

JOHN M. COONEY

HIRLEY WOOZOR

Allean Liberty

DAVID S. ZELLICH

TOUR E CIMINO

Kidina)

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.

Secretary

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pa., November 4, ,19 77

To the Attorney General of the Commpnwealth 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.

INSTITUTATION CONTRIBUTION CONT

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 Constitutuion of this Commonwealth, of the United States, and the same is hereby approved.

TORNEY 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

Attest: Secretary of the Commonwealth

DEPARTMENT OF STATE SECRETARY'S OFFICE

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

Enrolled in CBC Roll Films

Pennsylvania, ss:

SECRETARY OF THE COMMONWEALTH

Return of States Decrease of States
Capital 292745

CONSIDERALTH OF PENNSYLVENIA 3-1-78.03 609 INSURANCE DEPARTMENT BURBAU OF LICENSES

amended, the indersigned casurer as follows: Name of Corporation: Prov			
		aits 215 Sala Cynsyd	FE 19004
Date of Incorporation: Ma	rch 26, 1969		
The following district DEC corporation:	CREASE has been	made in the stated co	pital of t
No. and Class of additions		per share se	Date of
shares to be retired	#2000041003 #2000000		Decrease
6,725,450 Carrigion Stock	91.60		12/15/77
			32331.5
	7 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)		
After giving effect to the	above Michigan	decrease, the stated	capital of
corporation at the time of	filing this ref	urn is an follows:	
Total humber and Class	on i di erropentisti della Sono e di erropentisti	Total Tel Value Soun	
2,000,000 Common Stock		\$2,000,000	
	Providers	Deserit Life Insuran	ce Comosav
		(Name of Corporat	
ORACE	By Alter	w drive	
		Fig. 15 September 1975)
in the office of the Secr	etary of the Co	monwealth on the 4th	day of
January 19 78			
	The state of the s	st-capeles	
		deretary in the Comm	

FILING FEB - \$40.00 (Made payable to the Commingerith of Femisylvania)
This report must be made by the President of Treasurer of the Corporation.

Capita: 292745	INSURANCE DEPARTMENT 3-1-72-12 PREAU OF LICENSES	610
as appropri the imporsigned corp	rements of the Act of May 17, 192 poration hereby certifies by its P	l, P.L. 682, resident or
Treasurer as follows:		
	ers Banefit Life Insurance Compan	
2. Registered Office; 1 Bala Cyr	mayd Plaza Suite 215 Bala tymyyd	Pa 19004
3. Date of Incorporation: March	26 1969	
4. The following INCREASE Corporation:	has been made in the stated ca	pital of the
No. and Class of additional shares issued/xarrants	Par Value per ahere di managinariane satesia Managinaria satesia	Date of Issuance
7,625,459 Common Stock	\$1.00	10/10/22
		_12/15/77
. After giving effect to the ab corporation at the time of fi	ove increase/decompany the stated ling this return is as follows:	capital of
Total Number and Class	Total Par Value was	
Total Number and Class of Shares	Total Par Value	
Total Number and Class	Total Par Value was	
Total Number and Class of Shares	Total Par Value	
Total Number and Class of Shares	Total Par Value was seen and s	
Total Number and Class of Shares	Total Par Value	
Total Number and Class of Shares	Total Par Value was seen and s	
Total Number and Class of Shares	S8.725.668	
Total Number and Class of Shares	Total Par Value was seen and s	Company
Total Number and Class of Shares	S8.7236/6	Company
Total Number and Class of Shares	S8.7256/8 S8.7256/8 Providers Benefit Life Interance (Name of Ungara)	Company
Total Number and Class of Shares	S8.7236/6	Company
Total Number and Class of Shares 8.725.450 Cammon Stock ORTORATEL SEAL	Sa.7256/6 Sa.7256/6 Sa.7256/6 Providers Benefit Life Interace (Abse of Chypotet	Company
Total Number and Class of Shares 8.725.450 Cammon Stock ORTORATEL SEAL	SS.725666 SS.725666 Providers Benefit Life Insurance (Name of Chypotes) By Allan Mail Benefit	Company

PILING PEE - \$40.00 (Made payable to the Commonwealth of Wendaylvania)
This venort 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 numner 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:

lst. 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

ALLISON LIT, Secretary

LLISON LIT, Secretary

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

1. FT MORE TRUMAS, Noterly Public of the Lindon Two., Montgomery Co. 4., Commission Expires March 31, 1988

a. Francis Clames

Comonwealth of Pennsylvania

:83.

County of Montgomery

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. Lezor, President

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

Notary

My commission expires:

A. FUANCES THOMAS, Notery Public torion Typ., Montgomety Co. by Commission Expires March 31, 1986

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 Lity Secretary

Dated: February 25, 1983

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.

Mirley W. Byzor, Secretary

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shiriey 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.

mirley W. Dozor, Secretary

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.

. Moore Lifter

Deputy Insurance Commissioner

DEPARTMENT OF STATE

Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office at ______
this _gth day of ____March_, 1983.

Secretary of the Commonwealth

vod

PROVIDERS FIDELITY 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 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.
- 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 <u>10</u> day of <u>internets</u>, 1984.

Corporate Seal

Allison Lit. Secretary

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

HARRY T. DOZOR, Preside

By: allison III. Secretary

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

tances tymes

My commission expires:

A. FRANCES THOMAS, Notary Public Lower Natrion Type, Management Co. My Commission Expired March 31, 1988

SEAL

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 Dyor

11:0

Shirley Alyzon

Richard J. Dozor

Stanley Kesaler

Stanley Kesaler

Allega Lit

Pohort B Doror

Aldo Tenaglia

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 ______day of September,1984.

a. tances flomes

My commission expires: A. FRANCES THOMAS, Notary Public Lower Merion Twp., Montgomery Co.
My Commission Expires March 31, 1888

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

DEPARTMENT OF STATE Secretary's Office

Pennsylvania SS:

Witness my Hand and Seal of Office
this 24 day of September , 1984.

Ificeian P. Davis

Secretary of the Commonwealth

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 certified under the signature of its President and Secretary, whose names appear hereunder and under its common seal, duly attested by its Assistant Secretary that:

- The Company is a Pennsylvania stock life insurance company incorporated by Articles of Agreement duly filed and letters Fatent which issued on Karch 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as smended.
- 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.
- On Hovember 3, 1986, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a respirition to smend the Charter of the Corporation in the form set forth below.
- In the sotion taken by the shareholders at the said secting all shareholders signify their ecceptance of the amendment to the Charter.
- 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.

TH TESTINGRY WHEREOF, The Corporation has caused this statement to be certified by its President and its Secretary, and its common swal to be affilied hereto, duly attested by its assistant Secretary, this 3rd day of November, 1986.

insintant Secretary

R LESURANCE COMPANY

Sworn to and subspribed felor the day and year aforested

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

CERTIFICATION

The undersigned, Allison Lit, Secretary of Providers Fidelity Life
Described Company, a Pennsylvania Corporation, does hereby certify that
the attached in a true and correct copy of the Shareholders Heeting and
Board on Directors Meeting hold on Hovember 3, 1986.

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

(SEAL)

Allian Lit, Searctary

Dated: Movember 3, 1986

County of Muntgonery

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

Barry T. Dozor President

Sunta to, or affirmed, and subscribed

before as this 3rd day of Hovember, 1986.

My Commence Expires:

PINCEINAL PLATERS SECRY PUBBO Lower Higher Ting, Montgomery Co. Rey Section State Delices, Oct. 30, 1987

PROVIDERS PIDELITY LIPE 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 amption of the following resolution:

BENCEYED, That Article with of the Charter of the Corporation be assended to read:

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

THE MITHESS, all Shareholders have signified below their acceptance of the business confucted at this meeting and waive any notice of said meeting.

ISAAC CORPORATIONA

Harris & Britis Drage dank

Manual L. Deven

Robert B. Dozor

Aldo Tennella

Sec. 3

allun sit

Allison Lit

PROVIDERS FIDELITY LIFE INSURANCE COMPANY Special Meeting of the Board of Directors

November 3, 1986

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 Cymurd, Fennsylvania on Honday, November 3, 1985, pursuant to Call and Waiver of Rotice executed by all the Directors of the Company as follows:

Call and Waiver of Hotice

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 smending 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.

Shely W Dozar

hirley W. Dotor

ALIBODYLIE

Mailed of Dozor

Aldo Tenaglia

Stanley Kessiar

Robert B. Dozor

All Directors were present.

Upon motion only made and seconded, it was unanimously:

MESOLVED, That Article 4th of the Charter of the Corporation be assessed to read:

4th. The place in which the principal office of the Company is to be located is Pignouth 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 smotion adjourned.

Allieon Lit, Secretary

111:0

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 Copmany and find this instrument complies with all procedural and material requirements of this Department. This Amendment should be approved.

Konald & Chronister

Ronald E. Chronister
Deputy Insurance Commissioner

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

Č.			e Office of the Secretary day of NOV 2 4 1986, 1986.
	Withese my hand	and seal of offic	e, at Harrisburg, this
است الماريخ	day of	. 1986.	Red West for
May 2			Secretary of the Commonwealt
	Tallian	RECORDER OF DE	
•		113	f the Recorder of Deeds in Miscellaneous Book,
		e Witness	my hand and seal of office
			Recorder of Deeds

	41 / L = - 7 1 1					وأستميم منشور
	9171- 616	. :	 -	with shahama	tment of State on	-NOV 0 1 194
rollim Number			Filed	vepan	- 4/ ()	
£ \$	100.1/			row	M. H.V	 , ;
ity Number 20	72745	- *	•	•	1 Mans	1
•	•		L)	opuly Secretary	y of the Common	nwealth <i>CA</i>
		. . -				! !
	STATEMENT				TRIUE "	1
• •	•		H/5507/6144/8506		-	f i
Yanar a	chart mate	. :	:			i !
licate type of entity (<i>'</i> .			· (Commented)	Paris Reserv
Domestic Business	Corporation (15 Pa.	.C.S. § 1507)			t Corporation (15 i	5
	•		Dx	omestic Limited	Partnership (15 P	a.C.S. § 8506)
	Corporation (15 Pa.C					* }
_ Domestic Nonprofi	t Corporation (15 Pa	LC.S. § 5507)		•7	• •	9
* *		· ·	1		-	<u> </u>
in comolimos uses	the requirements of	the applicable o	provisions of 15	Pa.C.S. (relating	g to corporations :	and unincorpor
sociations) the under	n the requirements of insigned corporation of	or limited partne	ership, desiring	to effect a char.	Ma ni sađizsalėg c	I HOLDUY SI
at:) ·
4	corporation or limited	partnership is:	Providers	s Fidelity Li	ife Insurance (- Unipany
tise trains Of Uts C	· · Laramair at minton		ļ			; *
•	2		7		<u> </u>	
The later	f this compressions of a	r limited cartne	rship's current	registered office	e in this Common	wealth or
(b) name of its core correct the following	f this corporation's or mmercial registered of ng information to con	office provider a	cords of the De	partment):	;	:
(b) name of its cor correct the following		office provider a	cords of the De	partment): Bell, PA 19	422 <u>Mont</u>	nwealth or nereby authorize come ny
(b) name of its core correct the following	mmercial registered on information to cone ey Square, 512 T	omice provides a nform to the rec	conds of the De	partment):	;	goine r.y County
(a) One Vall Number and Stra	mmercial registered on information to cone ey Square, 512 T	omice provides a nform to the rec	cary	partment): Bell, PA 19	422 <u>Mont</u>	goine ry County
(a) One Vall Number and Street (b) c/o:	mmercial registered of one information to cone ey Square, 512 Toot N/A	omice provides and omice provider	cty	partment): Bell, PA 19- State	422 <u>Mont</u> ZIP	County
(b) name of its corcorrect the followin (a) One Vall Number and Stree (b) C/O:	mmercial registered of an information to con ey Square, 512 To set N/A mmercial Registered Office	omice provides a form to the rec ownship Line	cty	Bell, PA 19	422 Mont Zip	County
(b) name of its corcorrect the followin (a) One Vall Number and Stree (b) C/O:	mmercial registered of an information to con ey Square, 512 To set N/A mmercial Registered Office	omice provides a form to the rec ownship Line	cty	Bell, PA 19	422 Mont Zip	County
(b) name of its corcorrect the followin (a) One Vall Number and Stre (b) C/O:	mmercial registered of one information to cone ey Square, 512 To set N/A mmercial Registered Office a limited partnership recorporation or limited p	omice provides a form to the rec ownship Line	cty	Bell, PA 19	422 Mont Zip	County
(b) name of its correct the followin (a) One Vall Number and Stre (b) c/o: Name of Correction or county in which the	mmercial registered of one information to coney Square, 512 To set N/A mmercial Registered Office a limited partnership recorporation or limited partnership recorporation and limited partnership	omice provides a norm to the recommend to the recommend to the recommend to the recommend to the contract of the recommend to the contract of the recommend to the contract of the recommend to t	cty commercial registrated for venue an	state Bell, PA 19 State state ered office provided official publications	der, the county in (b)	County County shall be deemen
(b) name of its corcorrect the following (a) One Vall Number and Strate (b) c/o: Number of Corcordion or county in which the (Complete part (a) (a) The address the	mmercial registered of one information to cone ey Square, 512 To set N/A mmercial Registered Office a limited partnership recorporation or limited p	omice provides a norm to the recommend to the recommend to the recommend to the recommend to the contract of the recommend to the contract of the recommend to the contract of the recommend to t	cty commercial registrated for venue an	state Bell, PA 19 State state ered office provided official publications	der, the county in (b)	County County shall be deemen
(b) name of its corcorrect the following (a) One Vall Number and Street (b) c/o: Name of Corcord in which the county in which the changed is:	ey Square, 512 Toet N/A meterial Registered Office a limited parinership recorporation or limited p	office of the	cty commercial registrated for venue and corporation or	State	der, the county in (b) ship in this Comm	County County shall be deemen
(b) name of its correct the following (a) One Vall Number and Street (b) c/o: Name of Correction or county in which the (Complete part (a) thanged is: Blue Be	ey Square, 512 To set N/A momental Registered Office a Imited parinership re corporation or limited p to which the registered E11 West, 653 Ski	office of the	cty commercial registrated for venue and corporation or	State	der, the county in (b) ship in this Comm	County County shall be deemed
(b) name of its corcorrect the following (a) One Vall Number and Strate (b) c/o: Name of Correction or county in which the changed is: Blue Be Number and Strate (a)	mmercial registered of a information to coney Square, 512 Took N/A mmercial Registered Office a limited parinership recorporation or limited parinership recorporation or limited points or (b)): to which the registered of the	omice provides a norm to the recommend to the recommend to the partnership is located office of the ippack Pike.	caty caty caty caty commercial register corporation or Rive Rell.	state State State State ered office provided official publication limited partners PA 19422 State	der, the county in (b) thon purposes.	County County a County a county county county county county county
(b) name of its corcorrect the following (a) One Vall Number and Strate (b) c/o: Name of Correction or county in which the changed is: Blue Be Number and Strate (a)	mmercial registered of a information to coney Square, 512 Took N/A mmercial Registered Office a limited parinership recorporation or limited parinership recorporation or limited points or (b)): to which the registered of the	omice provides a norm to the recommend to the recommend to the partnership is located office of the ippack Pike.	caty caty caty caty commercial register corporation or Rive Rell.	state State State State ered office provided official publication limited partners PA 19422 State	der, the county in (b) thon purposes.	County County a County a county county county county county county
(b) name of its correct the following correct the following (a) One Vall Number and Street Number and Street Number and Street Number and Street Number and Correction or county in which the county in whi	ey Square, 512 Toet N/A minerated Registered Office a limited parinership re- corporation or limited p to which the registered to which the registered d office of the corporation	omice provides a norm to the recommend to the recommend to the partnership is located office of the ippack Pike.	caty caty caty caty commercial register corporation or Rive Rell.	state State State State ered office provided official publication limited partners PA 19422 State	der, the county in (b) thon purposes.	County County a County a county county county county county
(b) name of its correct the following correct the following and Street (b) c/o: Number and Street (b) c/o: Name of Correction or county in which the changed is: Blue Beauty (b) The registered c/o:	mmercial registered of a information to coney Square, 512 Took N/A mmercial Registered Office a Imited parinership recorporation or limited parinership recorporation or limited parinership recorporation the registered of the corporation of	onice provides a norm to the recommend to the recommend by a construction of the recommend to the recommend of the recommendation or limited	caty caty caty caty commercial register ated for venue and corporation or Rive Bell. cty partnership sha	Bell, PA 19 State State Bread office provided Ilimited partners PA 19422 State state PA 19422	der, the county in (b) then purposes. Ship in this Common Hone Zip	County County Shall be deemen county county County County

١.

9171- 617 Dec8:15-1507/4144/5507/6144/8506 (Rev 90)-2

(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 fimited partnership has caused this statement to be signed by a duty authorized officer thereof this 25th day of 0ctober 19 91

Providers Fidelity Life Insurance Company
(Nams of Catporation/Limited Partnership)

TITLE: ____

President

292745

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Articles of Merger Business Corporation Submitte 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 comestic 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. Nay 9, 1995, Company office
 - b. 22 days
 - c. 10% 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 rhall 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

- The Plan of Merger is attached hereto.
- 6. Not applicable. The surviving corporation is a domestic corporation.

IN TESTIMONY WHEREOF, each une Merger to be signed by a duly authorized officer, such officer, to be affixed hereunt: this 3 1 mm	dersigned corporation has caused this plan of and its corporate seal, duly attested by another day of hours, 1995.
	American Health Marketing Corporation BY: Harry T. Dozor, Chairman
Attest:	
Diann J. Shaw, President	
	Providers Fidelity Life Insurance Company BY: Harry T. Dozor President
Attest:	
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, ermitted 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 ! partment of State of the Commonwealth of Pennsylvania, if later, but in no event later than June 30, 1995.

IN TESTIMONY WHEREOF, each und Merger to be signed by a duly auth rized officer, such officer, to be affixed hereunto this 314	dersigned corporation has caused this plan of and its corporate seal, duly attested by another day of May, 1995.
	American Health Marketing Corporation By: Typy Harry T. Dozor, Chairman
Attest:	
Diann J. Shaw, President	
	Providers Fidelity Life Insurance Company BY: Harry T Dozor, President
Attest:	
Diann I. 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 there hands and seals this 31st day of May, 1995.

Harry T. Dozor

Shirley W. Dozor

Diana I Share

717 236 3777;# 2/ 2 PAGE 2/2



COMMONWEALTH OF PENNSYLVANIA
DESCRIPCE DEPARTMENT

Office of Regulation of Companies Bureau of Licensing and Pinencial Analysis Enranu of Emminations 1345 Strawberry Square Harrisburg, PA 17120

September 8, 1995

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

VIA FAX: (215) 851-814 MAD

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.

Pleane be advised that the phresing 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 Sureau.

I crust 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 B. Brackbill, Jr Licensing Specialist

Company Licensing Division

7:57- 574

Microfilm Number		Filed with the Depa	firment of State (SEP 1 2 1995
Emity Number 292745		Yrett	e handa	
		Secre	tary of the Com	C disawrom
ARTICLES OF AMEND	MENT-DOMESTK DSCB:15-1915 (Park	BUSINESS C	ORPORATIO	N
In compliance with the requirements of 4 corporation, desiring to amend its Articles, herei	5 Pa.C.S. § 1915 (relativy states that:	ing to articles of am	andment), the u	ndersigned business
1. The name of the corporation is: Provide	ers Fidelity Life	Insurance Com	pany	
The (a) address of this corporation's current in office provider and the county of venue is (the conform to the records of the Department):	egistered office in this e Department is hereb	Commonwealth or (b) name of its co	Ommercial registered information to
(a) 653 Shippack Pike, Suite 16	Blue Bell	PA	19422	Montgomery
Number and Street	Chy	State	Zip	County
(b) c/o: Name of Commercial Registered Office Provider For a corporation represented by a commercial registered official publical public	stered office provider, the tion purposes.	county in (b) shall be	deemed the cou	County Tily in which the
3. The statute by or under which it was incorpor	ated is: PA Bus. C	orp. Law of 19	38, as amend	ed, Title 15
4. The date of its incorporation is:March_2	6, 1969			
5. (Check, and if appropriate complete, one of the	he followinch:			
XX The amendment shall be effective upon	_	Amendment in the (Department of 8	tate.
The amendment shall be effective on:	·	at		
6. (Check one of the following):	Date			Hour
XX. The amendment was adopted by the sh	archolders (or member	3) pursuant to 15 P	z.C.S. § 1914(a)	and (b).
The amendment was adopted by the bo				
7. (Check, and if appropriate complete, one of the		•	- *·	
The amendment adopted by the corpora	-	as follows:		

SEP = 7 12 55

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

The last traiss are baths amended and restated as attached on Exhibit A.

9559-834

DSC8:15-1915 (Rev 90)-2

3. (Check if the amendment restates the Articles):	·
TX The restated Articles of Incorporation supersede	the original Adicies and all amendments thereto.
IN TESTIMONY WHEREOF, the undersigned corporationized officer thereof this 6 th	pration has caused these Articles of Amendment to be signed by a duly sember $\frac{19-95}{}$.
	Providers Fidelity Life Insurance Company
	BY: Ceter (Name of Corporation)
	Peter J. Tucci/ (Signature)
	MIE: Secretary

EXHIBIT A

STATE OF THE SEC

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. <u>Corporate Name</u>. 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. <u>Business Corporation Law of 1988</u>. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended.
- 4. <u>Stock</u>. 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.

Right to Indemnification. Except as pronibited 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.
- Right of Indemnitee to Initiate Action. 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 lphadefense 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) <u>Insurance and Funding</u>. 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.

- Non-Exclusivity: Nature and Extent of Rights. 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. 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) <u>Partial Indemnity</u>. 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 Indemnitee 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.

BY: 12-22·	-95 ; 3:26PM ;		→717 234 3050	;# (
Microfilm Number			,	DEC 22 #
		Filed with the Or	eparament of Stati	000 2 2 13
Entiry Number 292745			(/ ,	
chart terminal 15 10 1 10			gratte X	/2
		Soc	wary of the Com	
ARTICLES OF A	JEDGER DOLLEGE			
- WINDELD OF R	MERGER-DOMESTIC OSCA:18-1800 (F	S Business C S Business C	ORPORATION	V
In compliance with the requirements of business corporations, desiring to effect a f. The name of the corporation surviving	- • • • • • • • • • • • • • • • • • • •			
2. (Check and complete one of the follow				
Commonweath or (b) name of its of hereby authorized to correct the for (a) 1787 Sentry Parkway Monthly and Short	dowing information to co	nionn to the record	PA 1947	in (the Depart Herri): 22
(a) 1787 Sentry Parkway M. Manhar and Short (b) old: 8/a	Bowing Information to co BBI, Suite 420 Chy	nionn to the record	w or an oebatti	in (the Departi Herri):
(a) 1787 Sentry Parkway M. Humber and Street (b) ofc: 8/a Huma of Commental Registered Other For a companion represented by a com-	Bowing Information to co	nform to the record	PA 19A7	is (the Depart
(a) 1787 Sentry Parkway Me Number and Street (b) old: 8/a Humo of Commental Replaced Other for a corporation represented by a corporation to tocated for versus and off	Rest Suite 420 Chy Provider Tymercial regimened colice pro- licial publication purposes.	Plue Rell Management of the record Blue Rell Management of the county in (PA 19A7 Zp	Count the county in wi
(a) 1787 Sentry Parkway Michael and Short (b) old: 8/8 Humber and Short (b) old: 8/8 Humber and Short (c) old: 8/8 Humber and Short For a comparation represented by a comparation is toosted for versus and oil The surviving corporation is a qual and the (a) address of its current in provider and the country of versue conform to the records of the Dep	Pressure Properties of the Pressure of the Pre	ontorm to the record Blue Bell But Months, the county in (PA 1942 De Zer De shall be deemed	Count the county in wi
(a) 1787 Sentry Parkway (A) 1787 Sentry Parkway (A) Humber and Street (b) g/o: 8/a Name of Communical Registered Other for a comparation represented by a composition is located for versus and off and the (a) address of its current in provider and the country of versus and the provider and the country of versus and the country o	Provider Provid	Mider, the county in (corporation incorporation incorpora	PA 19A2 2p b) shall be deemed sted under the lan name of its comm correct the follow	Count the county in wi
(a) 1787 Sentry Parkway Minimum and Short (b) old: 8/8 Humber and Short (c) old: 8/8 Humber and Short (c) old: 8/8 Humber and Short For a cooperation represented by a correct corporation is toomed for versus and oil —The surviving corporation is a qual and the (a) address of its current in provider and the courty of versus conform to the records of the Dep (a) 1/8 Humber and Short	Pressure Properties of the Pressure of the Pre	ontorm to the record Blue Bell But Months, the county in (PA 19A2 2p b) shall be deemed sted under the lan name of its comm correct the follow	Count the county in wi
(a) 1787 Sentry Parkway W. (b) old: 8/8 Humber and Street (c) old: 8/8 Humber and Street (c) old: 8/8 Humber and Street For a cooperation represented by a correct corporation is toosed for versus and off —The surviving corporation is a que and the (a) address of its current in provider and the courty of versus conform to the records of the Dep (a) 1/8 Humber and Street	Previous Pre	Mider, the county in (corporation incorporation incorpora	PA 19A2 20 bij shall be deemed itted under the lan name of its comm correct the follow	Count or Cou
(a) 1787 Sentry Parkway Michael and Short (b) old: 8/8 Humber and Short (c) old: 8/8 Humber and Short For a comparation represented by a composition is toomed for versus and oil The surviving comparation is a qual and the (a) address of its current in provider and the country of versus conform to the records of the Dept. (a) 0/8 Humber and Short (b) c/o: 8/8 Hann of Commercial Registered Office	Provider Provider Provider Chy Chy Provider Chy Chy Chy Chy Chy Chy Chy Ch	order, the county in (corporation incorporation incorporat	PA 19A2 Zp bij shall be deemed sted under the lan name of its comm correct the follow	Count or Cou
(a) 1787 Sentry Parkway W. (b) old: 8/8 Humber and Street (c) old: 8/8 Humber and Street (c) old: 8/8 Humber and Street For a cooperation represented by a correct corporation is toosed for versus and off —The surviving corporation is a que and the (a) address of its current in provider and the courty of versus conform to the records of the Dep (a) 1/8 Humber and Street	Provider Chy Chy Provider Chy Chy Chy Chy Chy Chy Chy Ch	order, the county in (corporation incorporation incorporat	PA 19A2 Zp bij shall be deemed sted under the lan name of its comm correct the follow	Count or Cou
(a) 1787 Sentry Parkway Me Number and Server (b) ofc: 8/a Humo of Commented Registered Other for a corporation represented by a corr corporation is tocated for versus and off	Provider Chy Provider Chy Provider Chy Chy Chy Chy Chy Chy Chy Ch	order, the county in (corporation incorporation incorpora	PA 1947 PA	Count of Cou
(a) 1787 Seatry Parkway Me Number and Street (b) old: 8/8 Humber and Street (b) old: 8/8 Humber of Commental Registered Other for a comparation represented by a comparation is tocated for versus and off and the (a) address of its current in provider and the country of versue conform to the records of the Dep (a) 1/8 Humber and Street (b) c/o: 8/8 Humber of Commental Registered Other for a corporation represented by a comparation is located for versue and off the surviving comparation is a corporation in some	Provider Chy Provider Chy Provider Chy Chy Chy Chy Chy Chy Chy Ch	order, the county in (corporation incorporation incorpora	PA 19A2 2p b) shall be deemed ited under the lan name of its comm correct the follow 2p 2p	Count of Cou

Isaac Corporation

103 Springer Building
3411 Silverside Road, Wilmington, Delayare Hew Costle

OSC8:15-1926 (Rev 901-2
----------------	-----------

(Check, and if appropriate complete, of III. The plan of merger shall be established.				
II. The plan of merger shall be effective.	we upon liting these Articles of !	Merner in the Dean		
The plan of merger shall be effective	MB Con.	neider er ma naber	tment of Sta	te.
	Des	si		
The manner in which the plan of mero-	**		Hour	
The manner in which the plan of mergi	er was adopted by each domes	itic corporation is as	e follows:	
	Manufacture and a second		· • • • • • • • • • • • • • • • • • • •	
London Life Reinsurance Con	mpany Unaminous Wri	American Access		
Isaac Corporation	linesinos Usi	Eren Consent		
	Unaminous Wri	tten Consent	—· — · = -	
Chief of section 14 and Access	I in Exhibit A attached hereto ar ing to omission of certain provision			
plan of merger that amend or constitu	ing so omission of certain provision.	ons from filed plans	the non-in-	ins, if any, of the state of th
Chief of section 1. A Land Account	ing so omission of certain provision. We the operative Articles of income plan are set forth in full in Exprincipal place of both file at the principal place of both in a set the principal place of both in the pl	ons from filed plans	the non-in-	ine, if any, of it ation as in ette de a part herec tion, the addres
plan of merger shat amend or constitution of merger to the effective date of the The full test of the plan of merger is of which is:	rig so omission of certain provisions the operative Articles of Income plan are set forth in full in Expon file at the principal place of building the confidence of the confi	ons from filed plans) riporation of the sun thibit A attached her unliness of the surviv	the provision of the pr	de a part herection, the addres
plan of merger shat amend or constitution authorized to the effective dose of the The full test of the plan of merger is of which is:	rig so omission of certain provisions the operative Articles of Income plan are set forth in full in Expon file at the principal place of building the confidence of the confi	ons from filed plans) riporation of the sun rhibit A attached her unliness of the surviv	the provision of the pr	de a part here: tion, the addre
plan of merger that amend or constant subsequent to the effective date of the The ME text of the plan of merger is of which is:	rig so omission of certain provision to the operative Articles of Income plan are set forth in full in Export file at the principal place of both the at the principal place of both the set the principal place of both the principal place of both the set the principal place of both the principal place of both the set the set the set the principal place of both the set the s	ons from filed plans) reporation of the sun rhibit A stracthed her suchess of the surviv signed corporation in December (Name of Corp Morrison Signal	the provision of the pr	de a part here: tion, the addres

PLAN OF MERGER

This Plan of Me"ger is dated as of the 21st day of Dacember, 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.

WITNESSE'TH:

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.
- 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 Effertive 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. <u>By-Laws</u>. 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 furviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.
- 8. <u>Termination and Amendment</u>. 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 herely 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 PBD or otherwise to take any and all such action.

REFORE THE INSURANCE COMMISSIONER OF THE COMMON FEALTH 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.3. SECTION 991.1402(b).

ORDER

AND NOW, on this $\frac{1}{2}$ 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 PRI, Corporation.
- J. 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.

inda S. Kaiser

Insurance Commissioner Commonwealth of Pennsylvania

717 234 8055 ;# 6/11

4545

V k	rofilm Number		Filed	with the Departmen	nt of State on	DEC 26 1995
Ęņ	thy Number 29274S			Heath	the Commonw	-
	ARTICLE	S OF MERGER-DOM	IESTIC BUS	SINESS CORPO	PATION	yr o
bu	in compliance with the requi			articlez ol mergor o	r consulidation),	tha undersigned
•	The name of the corporation		_	ifo Roinsurano	e Company ·	
2	heraby sutherized to con	is a domestic business commercial register the following informations:	tered oblice pro on to conform	ovider and the count to the records of the	ty of vonue is (ti na Department):	ha Department lo
	••	kway West, Suite	20 Blue			Montgonery
	Hamber and Street		City	Glate	27≠	County
	(b) c/o: is/s. Hence of Consessiel Region	desed Office Provider			· · · · · · · · · · · · · · · · · · ·	County
	and the (a) address of R	in is a qualified foreign but a current registored office in of venue is (the Departm of the Department):	n this Commo	nwealth or (tr) mame	of its commercia	ecitio beautippy is
	(a)n/a	•				
	Humber and Street		CZY	State	Zip ,	County
	(b) c/cx _ rx/a					
	Name of Commetolel Re-	island Office Provider	•	-		County
		ed by a commercial registere once and official publication p		, the county iq (b) shi	ed becased the	county in which the
	—The surviving corporation and the address of its p	n is a nonqualitied foreign nincipal office under the h	n business con zwa ol such d	poration incorporate omicilary jurisdiction	ed under the law n is:	rs of
:	Number and Street		Chy	SIMO	Σφ	County
3	The name and the address provider and the county of which is a party to the plan	venus of each other dome	stic business	wealth or name of i conporation and qua	ts commercial n silled foreign bu	egistered office siness corp.votion
	Name of Corporation	Address of Bookshood Offi	ca or bleme of Co	omercial Registered Off	os Provider	County
	PBL Corporation	. 653 Skippack Pi		•		Montgomery
			· -	•		

95 DEC 26 PH 12: 57

FAIDER & OF STATE

4546

D\$C8:15-1926	(Rev	90)-2
---------------	------	-------

XX.The plan of merger shall be a	effective upon filing these Arti	des of Merger in the D	epartment of State	
	· · · · · ·		-,	
The plan of merger shall be i	Date	#	Hour	
The manner in which the plan of	merger was adopted by eac	h domestic corporation	is as follows:	
Name of Corporation	Manner of Adoption			
London Life Reinsurance	e Company Unamine	us Written Couse	ot	
PBL Corporation	Unamine	ws Written Consc	nt	
				
(Strike out this paragraph it no is approved, as the case may be, to the plan in accordance with it	by the foreign business corp	अध्येका (वर एउटा वर क्षेत्र	oreign bustness con	botatioum) bau aqobing or
(Check, and if appropriate comp	plete, one of the following):	•		
	•	d bassas and access a co		
The plan of merger is set for	IN STANT STEEDING A BUSINE	n nerom etter menne er b	ant Luciacur	
Pursuant to 15 Pa.C.S. 5 190	of treisting to emission of ce	talo provisions from file	t plans) the equisio	ne. If any, of ti
plan of merger that amend of subsequent to the effective of the fill test of the plan of mod which is;	date of the plan are set forth	cies of incorporation of In full in Exhibit A attac	the surviving corpor hed hereto and ma	etion as in elle de a part here
plan of merger that amend of subsequent to the effective of The full test of the plan of m	or constitute the operative Arti- date of the plan are set forth	cies of incorporation of In full in Exhibit A attac	the surviving corpor hed hereto and ma	Blion as in elle de a part here
plan of merger that amend a subsequent to the effective of the plan of m of which is; Number and Street	or constitute the operative Artificate of the plan are set forth ergor is on the at the principal crips in the principal crips.	ctes of incorporation of in full in Exhibit A attac I place of business of the State	the surviving corporated hereto and maintenance no surviving corporate	ation as in effe de a part here tion, the addre
plan of merger that amend a subsequent to the effective of the plan of m of which is: Number and Steel IN TESTIMONY WHEREOF, the	or constitute the operative Artificate of the plan are set forth ergor is on the at the principal city.	cles of incorporation of in full in Exhibit A stac I place of business of the State each undersioned com-	the surviving corporated hereto and maintenance surviving corporate	ation as in effe de a part here tion, the addre County
plan of merger that amend a subsequent to the effective of the plan of m of which is: Number and Street IN TESTIMONY WHEREOF, the	or constitute the operative Artists of the plan are set forth exports on the at the principal city. City a undersigned corporation or horized officer thereof this	ctes of incorporation of in full in Exhibit A stace in full in Exhibit A stace in place of business of the State each undersigned corporate day of December 1 at day of December	the surviving corporated hereto and make the surviving corporate corporate the surviving corporate corporate the surviving cor	ation as in effects a part hereiton, the address
plan of merger that amend a subsequent to the effective of the plan of m of which is: Number and Steel IN TESTIMONY WHEREOF, the	constitute the operative Article of the plan are set forth caper is on the at the principal caper is on the principal caper is o	ctes of incorporation of in full in Exhibit A stace in full in Exhibit A stace in place of business of the State each undersigned corporate day of December 1 at day of December	the surviving corporated hereto and make the surviving corporate the surviving	ation as in effects a part hereiton, the address
plan of merger that amend a subsequent to the effective of the full test of the plan of m of which is; **Number and Street** IN TESTIMONY WHEREOF, the	constitute the operative Artificate of the plan are set forth export is on the at the principal city. City a undersigned corporation or horized officer thereof this	ctes of incorporation of in full in Exhibit A stract place of business of the State state of the State state of the State state of the State state of the State o	the surviving corporated hereto and make the surviving corporate to surviving corporate to surviving corporate to surviving corporate to surviving corporation)	ation as in effects a part here addresses addresses Articles
plan of merger that amend a subsequent to the effective of the plan of m of which is; Number and Steel IN TESTIMONY WHEREOF, the	constitute the operative Article of the plan are set forth exper is on the at the principal caper is on the princi	ctes of incorporation of in full in Exhibit A stace of business of the State State each undersigned compilet day of December (Name) Brandom Life Reins (Name)	the surviving corporated hereto and make the surviving corporate to surviving corporate to surviving corporate to surviving corporate to surviving corporation)	ation as in effects a part here addresses addresses Articles
plan of merger that amend a subsequent to the effective of the plan of m of which is; Number and Steel IN TESTIMONY WHEREOF, the	constitute the operative Article of the plan are set forth exper is on the at the principal caper is on the princi	State cach undersigned complete day of Recease (Name Cregory E. Horris	the surviving corporated hereto and make the surviving corporate to surviving corporate to surviving corporate to surviving corporate to surviving corporation)	ation as in effects a part hereiton, the address
plan of merger that amend a subsequent to the effective of the plan of m of which is: Number and Steel IN TESTIMONY WHEREOF, the	constitute the operative Article of the plan are set forth caper is on the at the principal caper is on the principal caper is o	case of incorporation of in full in Exhibit A stace of business of the State cach undersigned compilated day of December Condon Life Reins (Name Cregory E. Horris: President	the surviving corporated hereto and make the surviving corporate to surviving corporate to surviving corporate to surviving corporate to surviving corporation)	ation as in effects a part here alon, the address
plan of merger that amend a subsequent to the effective of The full test of the plan of m of which is;	constitute the operative Article of the plan are set forth exper is on the at the principal caper is on the princi	case of incorporation of in full in Exhibit A stace of business of the State cach undersigned compilated day of December Condon Life Reins (Name Cregory E. Horris: President	the surviving corporated hereto and make the surviving corporation has caused at 1925 arrance Company to of Corporation)	ation as in effects a part here addresses addresses Articles

BXRIBIT 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");

WHERBAS, 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. <u>Surviving Corporation</u>. 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.

- 物件等
- 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. <u>By-Laws</u>. 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. <u>Directors and Officers</u>. 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. <u>Termination and Amendment</u>. This Merger may be terminated by the Board of Directors of either LLRC or PBL at any time prior to the Effective Date.
- 9. <u>Miscellaneous</u>. 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.

717 234 9055 :#10/11

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 PAL CORPORATION INTO LONDON LIFE REINSURANCE COMPANY IN A SERIES OF TRANSACTIONS EXEMPT PROM THE FILING REQUIREMENTS OF 40 P.S. SECTION 991.1402(b).

ORDER

AND NOW, on this // 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 9. Kaiser

Insurance Commissioner

Commonwealth of Pennsylvania

1 N.	· .			
Microfilm Number	Filed w	ith the Departmer	at of State or	JAN 1 8 1996
Entity Number 292745		grette	Kank	
		Secretary of	the Commo	nwealth うか
STATEMENT OF CHA	NGE OF REGIS	STERED OFFI	CE	
• .	:15-1507 (Rev 89)			
indicate type of entity (check one):				
XX Domestic Business Corporation	Limite	d Partnership		
Foreign Business Corporation	Fore	gn Nonprofit Corp	oration	
Domestic Nonprofit Corporation				
1. The name of the corporation or limited partnership is	s: London Life	Reinsurance C	ompany	
 The (a) addiess of this corporation's or limited partreammercial registered office provider and the countrel following address to conform to the records of the filling address. 	y of venue is: (the D Department):	istered office in the repartment is here	eby authorize	d to correct the
(a) 653 Skippack Fike, Suite 16		PA	19422	Montgomery
Number and Street	· City	State	Zip	County
(b)				County
For a corporation or a limited partnership represented by a county in which the corporation or limited partnership is loc	commercial registered cated for venue and of	office provider, the ficial publication pur	county in (b)	shall be deemed the
The address to which the registered office of the corp is (complete part (a) or (b)):	poration or limited pa	ırtnership in this C	Commonweal	th is to be changed
(a) 1787 Sentry Parkway West, Suite 420	Blue Bell	P∆	19422	Montgomery
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 county in which the corporation or limited partnership is for				shall be deemed the
4. Such change was authorized by the Board of Direct	tors of the comoration	on. (not applicab	Je to limited	partnerships)
IN TESTIMONY WHEREOF, the undersigned corpo	·			
by a duly authorized officer this 16th day of Janua			seu uns sion	sindik to od agriod
		e Reinsurance		
	Name	of Corporation/L	imited Partn	ership
	BY: Peter J.	ley . Tucci Si	mature .	<u>-</u>
			. · · · ·	
JAN 18 96	TITLE: Secret	· · ·		

PA Dept. of State

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

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

Name	-	ond J. on Life		rance Com	
Address		Senty	Parkway	West, Suite	420
City	Blue	Bell,	State PA	Zip Code 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 <u>21st</u> day of December , 2010.

- /
Signature
Z S

PAIDEPT, OF STATE

JAN 0 3 2011

Entity# : 292745 Date Filed : 06/18/2020 Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

CSC ORDER #: 298716-005	DCB	1	of Amendment tic Corporation
Name 250 OKDEN #. 2507 10-005		DSCB:15-191	
Address			
City State	Zip Code	тс	:O200618MC0718
Return document by email to: CSCDa@	cscqlobal.com		
Read all instructions prior to completi		be si	
Acad an instructions provide to complete			
Fee: \$70			
Check one: Business Corpora	tion (§ 1915)	☐ Nonprofit Corporation	(§ 5915)
In compliance with the requirement undersigned, desiring to amend its articles	is of the applicable, hereby states that:	provisions (relating to artic	eles of amendment), the
1. The name of the corporation is:			
London Life Reinsurance Company			
2. The (a) address of this corporation commercial registered office pro-	vider and the county	ed office in this Commonw y of venue is:	ealth or (b) name of its
(a) Number and Street C	ity	State Zip	County .
1787 Sentry Parkway West Suite 42	0, Blue Bell, PA 19	422, 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 198	88, as amended, Title 15
4. The date of its incorporation: 0	3/26/1969 (MM/DD/YY)	m)	
5. Check, and if appropriate complete			
The amendment shall be effect	tive upon filing the	se Articles of Amendment	in the Department of State.
The amendment shall be effect	tive on: 06/01/202 Date (MM	0 atat	ny)
<u> </u>	"For accoun	ting purposes only"	

PA DEPT. OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:	
The amendment was adopted by the shareholde or § 5914(a).	ers or members pursuant to 15 Pa.C.S. § 1914(a) and (b)
The amendment was adopted by the board of di	irectors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).
7. Check, and if appropriate complete, one of the fo	ollowing:
The amendment adopted by the corporation, see	t forth in full, is as follows
The amendment adopted by the corporation is a part hereof.	set forth in full in Exhibit A attached hereto and made a
8. Check if the amendment restates the Articles:	
✓ The restated Articles of Incorporation supersed	de the original articles and all amendments thereto.
٦	
	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
	A 100 /L 1
	ししゅ 人 グレガラン
	Signature

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 day of March, 2020.

Michael L. Browne

A. Louis Denton

Raymond J. Hazel

Michael D. Mulcahy

ean-François Poulin/

Alisen J. Saifer

Peter J. Tuccl



June 15, 2020

Dave Bulakowski CSC Global

Via E-Mail: escpa@escelobal.com

RE: Name Approva.

Canada Life Reinsurance Company

car 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.

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

Return document by mail to:					
CSC ORDER #: 441665-005	DCB	Stat		Correction	
Name			DSCB:15 (rev. 7/1/)		
Address				•	m en se
City Sinte					THE HISTORY
	Zip Code	1	TCO2010	01MC0500	
Return document by email to: CSCPa@CSC	global.com	<u></u>			
Read all instructions prior to completing	. This form may	be sub			
Fee: \$70					
In compliance with the requirements of association or other person, desiring to correct	of 15 Pa.C.S. § 1 of an inaccurate,	38 (relating to stateme defective or erroneou	ent of corrects record, her	tion), the under by states that:	signed
1. The name of the association or other perso	on is: Canada L	ife Reinsurance Com	pany		
2 77					
2. The current registered office address as on	i file with the De	partment of State. Co	mplete part	(a) OR (b) no	i both:
(a) 1787 Sentry Parkway West Ste 420, E		22 Montgomery Cor	unty		
Number and street	City	State	Zip	County	
(b) c/o:					
Name of Commercial Registered Office P	rovider			C	ounty
3. The statute by or under which the associate does not constitute a part of the public org.4. The inaccuracy or defect to be corrected is	anic record of an	association) is: PA E	Business Co	rporation Law	
The Articles of Amendment filed 6/18/2020					
The state of the s	, should have co	ittained the amended	and restate	a.	
5. Check one of the following:	···		***		
The portion of the document requiring of	юпеction in con	ected form is set forth	n in Exhibit.	A attached herei	to.
☐ The original document to which this sta					
☐ The original document to which this state	tement relates sh	all be deemed stricke	n from the re	ecords of the De	partment.
IN TESTIMONY WHEREOF, the undersigne signed by a duly authorized officer thereof or September , 2020	ed association or otherwise in its i	other person has caus	ed this State	ment of Correct of	tion to be
	<u> </u>				
		Canada Life Reins			·
		N	ame of Associa	ation	
PA DEPT OF STATE		aul,	Atta	<u> </u>	
OCT 0 1 2020		C	\ 21Eusture)	

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

Exhibit A

London Life Reinsurance Company

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

June19, 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

Michael L. Browne

Jean-Francois Poulin

A. Louis Denton

Alison J. Saifer

Clay L. H. Trace

Raymond J. Hakel

Peter J. Tucci

2

Michael D. Mulcahy

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 numbe	er of corporation (if known)	
London Life Reinsurance Com	pany		
(Na	me of corporation as it appears	s on the records of the Department of State)	
2. Pennsylvania		3. 07/12/1978	
(Incorporated	under laws of)	(Date authorized to do business in Florida)	
		ECTION II THE APPLICABLE CHANGES)	
4. If the amendment changes the nar incorporation? 06/18/2020	ne of the corporation, when wa	as the change effected under the laws of its jurisdiction of	
Canada Life Reinsurance Com	pany		
(Name of corporation after the ar not contained in new name of the	nendment, adding suffix "corporation)	oration," "company," or "incorporated," or appropriate abbreviation	on, if
(If new name is unavailable in Flo	rida, enter alternate corporate	name adopted for the purpose of transacting business in Florida)	
6. If the amendment changes th	e period of duration, indicate r	new period of duration.	
	(Ne	w duration)	
7. If the amendment changes th	e jurisdiction of incorporation,	, indicate new jurisdiction.	
	(New	v jurisdiction)	
8. If the amendment changes the ju	risdiction of organization, indi	cate new jurisdiction:	
9. If the amendment changes person	, title or capacity in accordance	with 607.1504 (4), indicate that change:	

Title/ Capacity	<u>Name</u>	Address	Type of Action
			□Add
			□Remove
			□Add
			□Remove
 .			□Add
			□Remove
<u></u>			□Add
			□Remove
			□Add
			□Remov e
 Attached is a confidence of the application under the laws of the	ertificate or document of similar import, evid on to the Department of State, by the Secretary of which it is incorporated.	dencing the amendment, authenticated not r y of State or other official having custody of	nore than 90 days prior to delivery corporate records in the jurisdiction
	alpho		
Raymond J.	a receiver or other cou	, president or other officer - if in the hands rt appointed fiduciary, by that fiduciary) Sr. Vice President, Fina	
	Typed or printed name of person signing)	<u>Corograte Secretary</u> (Title of person	n 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

Secretary of the Commonwealth

Certification Number: TSC201016161995-1

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

Articles of Agreement

OF THE

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

		THE COMPANY
are causens of the Unite incorporated company for insurance in accordance wealth of Pennsylvania, eing the law; providing for and protection of home a insurance exchanges and surance carried by such e State Workmen's Insurance eventeenth day of May, Agreement:	presents:—We, the undersigned, being of States, its territories or possessions or the purpose of transacting the busine ith the provisions of an Act of the Generititled "An act relating to insurance; as the incorporation of insurance companies and foreign insurance companies, Lloyds after insurance rating bureaus and the rompanies, associations and exchanges, in the Fund; providing penalties and repeal A.D. 1963, for that purpose do make a	do hereby associate to form an east of Life and accident & health eral Assembly of the Commonmending, revising and consolidates and the regulation, supervision Associations, reciprocal and interegulation and supervision of including insurance carried by the ing existing laws," approved the and sign these as our Articles of
_	men the company shall be known is P	roviders Benefit Life
Insurance Co	mpany	· · · · · · · · · · · · · · · · · · ·
2nd. The class of in	surance for which the company is const	ituted is Clause (8) Para
	d for in Section 202 of the above recited	
	f persons, and every insurance	
grant and dispose of	annuities; and to insure against ;	ersonal injury, disablement,
or death resulting fro	om traveling or general accident	s, and against disablement
values or payments of issuer or a separate of personal injury, disal	ess, and every insurance apports ife insurance; including variable r both vary in relationship to the account or accounts maintained t blement, or death resulting from ant resulting from sickness, and	annuity contracts under which investment experience of the py the issuer. To insure against traveling or general accidents
4th. The place in whi	nchie on which the business is to be con ich the company is to be established or k County, Pennsylvania	
5th. The amount of c	capital stock of the Company is \$1,10	00,000,00
livided into 110,000		. 410 00
ioliara each.	Shares of the par value	of
6th. The general obj	ects of the Company are to make insure	mos on the Joint Stock Principle
igainst loss as provided in ited Act.	Clause (a) Paragraphs (1) (2	1, Section 202 of the above re-
sth. The powers whi is hereinbefore provided; to o sue and be aned; and, in outracts as may be necessarided for in this agreement of business, and for the we time be deemed necessary. Sth. The subscribers President, a Secretary, a Tice until the first annual mud qualified, and whose n	ration of the Company is perpetual. ch the Company proposes to have and eto adopt and have a common seal; and a general, to exercise the powers of a cary to carry out the objects of Life am; to purchase or lease such real estate a curity of investments; and to adopt such carry of investments; and to adopt such the first and to adopt such the first and a Board of Leight. Directing of the stockholders, and until necting of the stockholders, and until the manner and residences are as follows:	the same to after at pleasure; orporate body and make such insurance on the plan pro-
Name	,	Residence
Valter E. Jackson	3821 Glencairn Lane, Indianapo	olis, Indiana President
Martin L. Weiss	1001 City Avenue, Lower Meri	
fartin L. Weiss	1001 City Avenue, Lower Mcri	on, Pa. Treasurer

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 Leonard J. Rapaport Frank M. Marks Sydney S. Shaitman	718 Payson Drive, Olivette, Miasouri 6910 Camarin Street, Coral Gables, Florida 6001 Southwest 63rd Avenue, South Miami, Florida 3281 White Oak Road, Roanoke, Virginia
10th. It is understood parts, each of which so execu- gether, constitute but one a	and agreed that this instrument shall be executed in two exact counter- ted shall be deemed to be an original, and such counterparts shall, to- nd the same instrument.
IN WITNESS WHERE	DF, The subscribers to these articles of agreement have hereunto sub-
scribed their names and place	es of residence, this third day of . February, 19.69
Name	Residence
	3821 Glencairn Lane, Indianapolis, Indiana
Martin L. Weiss	1001 City Avenue, Lower Merion, Pennsylvania
Adolph O. Krisch	127 McClanahan St., Southwest, Roanoke, Virginia
Opel Just	3260 Somerset Road, Roanoke, Virginia
Jort Krisch	1 718 Payson Drive, Olivette, Missouri
Arthur D. Hehrendt	
- Frank M. Marks	106001 Southwest 63rd Avenue, South Miami, Florida
Lyden Hay May Man	J 3281 White Oak Road, Roanoke, Virginia
Sydney S. Shattan	430 Candia, Coral Gables, Florida
Mat E. Glasher Locus - therein	2) 11969 Rocky Drive, Creve Coeur, Missouri
Louis Steinberg	
Commonwealth of P. County of Delawar	
Before me, the subscriber	, a person empowered to receive acknowledgment of deeds, residing in
	, in said Commonwealth, personally came the within named
Walter E. Jackson, M.	artin L. Weiss, Adolph O. Krisch, Joel Kirsch, Arthur D.
Behrendt, Leonard J.	Rapaport, Frank M. Marks, Sydney S. Shaftman, Mac E.
Glasser and Louis Stei	nberg

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 (Seal) Insurance Department Harrisburg, Pa. February 11 1 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 Art 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. Attorney General's Office February 17. 19.69 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 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 for-

cign 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

Deputy Astorney General.

approved. ·

who, in due form of law, acknowledged the within instrument of writing to be their act and deed,

ARTICLES OF AGREEMENT

PROVIDERS BENEFIT LIFE

INSURANCE COMPANY

EXECUTIVE DEPARTMENT Office of the Governor

APHROVED: Harrisburg, Pa., Merch 26, 1969

Secretary's Office

Pennsylvania, ss:

Enrolled in Charter Book No....

Witness my hand and seal of office, at ---day of

Harrisburg, this 26th

3-1-69.14_

Communically of Pennsylvania

EXECUTIVE DEPARTMENT

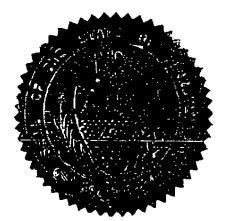
TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, In and by an Act of the General Assembly of the Common-wealth 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 Pund; 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 sixtynine and of the Commonwealth the one hundred and ninety-third.

BY THE GOVERNOR:

- Maymond S. Whater

Secretary of the Commonwealth

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 emended.
- 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 chares entitled to vote had been cast in favor of the resolution and the said resolution had therefore been adopted.
- The amendment adopted by the chareholders, 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.

PROVIDERS BENEFIT LIFE INSURANCE COMPANY

CORPORATE:

Thomas M. Collins, President

Marvey L. Clark, Secretary

Barvey L. Clark, Secretary

STATE OF IOWA)

SS.

COUNTY OF LINE)

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

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
	•

Apeic 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.

-DEPUT ATTORNEY GENERAL

EXECUTIVE DEPARTMENT OFFICE OF THE GOVERNOR

May 15, A. D. , 1975

AMENDMENT TO THE CHARTER OF PROVIDERS

BENEFIT LIFE INSURANCE COMPANY

Approved:

GOVERNOR 30

Attest: Secretary of the Commonwealth

DEPARTMENT OF STATE
SECRETARY'S OFFICE

PENNSYLVANIA, ss:

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

Enrolled in CNC Roll_

Films

Deputy Secretary of the Commonwealth

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 smend 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

Secretary, this 20th Day of June, 1977.

PROVIDERS BENEFIT LIFE INSURANCE CO.

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

MARTLYN C. ARRANGOUTTZ Rolly Balks, Reliefys Tep., Tachs Os. By Garmating Dajbos-March 23, 1978

CONSENT OF SOLE SHAREHOLDERS

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

John M. Cooney

Harry T. Dozor

Richard J. Dozor

Shirley W. Dozor

Allison Liberty

David S. Zelitch

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.

SHARR HOLDING COMPANY

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.

Attest: Mully W. Bozor

Example W. Bozor

Harry T. Dozor, As Individual

Harry T. Cimino

Shirley W. Bozor

John M. Cooney

Harry T. Pozor

By Many J. Bozor

By Many J. Bozor

Harry T. Dozor, As Individual

Mull W. Bozor

Align W. Bozor

Align Liberty

David S. Zelitch

Richard J. Bozor

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pa., <u>July 18</u>, 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 COMPOSIONER

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, , 19 77

Approve	ed:	A	
		Molting May	86
Attest:	Barton a Trills	GOVERNOR	
Deputy	Secretary of the Commonwealth	•	
	DEPARTME	NT OF STATE	
	SECRETAL	RY'S OFFICE	
Pennsyl [.]	vania, ss:		
Wif		ice, at Harrisburg, this 2nd	_ day of
	August, A. D. , 19 77 -		
nrolled	l in CBC Roll	Films	

DEPUTY SECRETARY OF THE COMMONWEALTH

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 BENEFITY ANYE INSURANCE CO.

HARRY T. DOZOR, President

SHIRLEY W. DOZOR, Secretary

SHIRLEY W. DOZOR, Secretary

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

SEAL

Marilya C. Alranount

My commission expires:

MARILYN C. ABRAMOWITZ Belley Malin, Geseine Tap., Bests Co. My Geseinsing Repine March 21, 1878

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.

Morary

My commission expires:

MAKRYN C. ABRAHOWITZ Balley Raids, Denedon Tap, Barbs Co. By Germanian Exites Stores 23, 1978

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.

WIMME Shepper of INSURANCE (COMMISSIONER

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.

ATTORNEY CENERAL

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: Italy Hase GOVERNOR
Attest: But Affelds Deputy Secretary of the Commonwealth
DEPARTMENT CF STATE
SECRETARY'S OFFICE
PENNSYLVANIA, ss:
Witness my hand and Seal of Office, at Harrisburg, this
Enrolled in CNC RollFilms
Barton a Frelds
Deputy 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:

- 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:

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

PRQVIDERS BENEFIT LIFE

Subscribed and sworn to before me the

day and year aforesaid.

My commission expires:

MARILYH C. ABRAMOWITZ n Turp., Bucks Co. Embra Merch 21, 1976

SEAL

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 Wavier of Notice were signed by all shareholders of Providers Benefit Life Insurance Company.

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

, , , , , , ,

My commission expires:

MARRYN C. ABRAHOWITZ
MARY Public, Beauties Top., Backs Co.
Mr. Constitution Burkes, Murch 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, In Personal Capacity

HARRY T. DOZOR, In Personal Capacity

JOHN M. COONEY

DAVID S. ZELITCH

SHIRLEY W. POZOR

RICHARD J. DOZOR

ALLISON LIBERTY

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 annualmeeting of the shareholder and any other meetings.

WITNESS	my hand seal of this Corporation this _	18th	day of
October	, 197 7 .		

SHIRLEY WOOZOR
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 TOOTOR

MARKY II. DOZOR

DAVID S. ZELLYTCH

JOHN M. COONEY

Thirty W. Mozer

111-1 J.J.

ALLISON LIBERTY

LOUIS F. CIMINO

RICHARD J. DOZOR

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.

Secretary

3-1-77:52 , 1549

COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

October 20 19 77

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.

Uilliam J. Sheppul INSURANCE COMMISSIONER /

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 companyies, 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 TH PROVIDERS BENEFIT LIFE I	
Approved:	Maty Shap
Attest: Deputy Secretary of the Common year	i ith
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.	
nrolled in CNC Roll	Films
	Deputy Secretary of the Commonwealth

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:

- 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 Town-ship 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.

(Corporate Seal)

Attest:

Kären L. Gerhardt Assistant Secretary Shirley W. Dezor, Secretary

PROVIDERS BENEFIT

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

MARKYN C. ASRAHOMITZ QUILLE REPORT Public

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 L. Dozor, President

JOHN M. COONEY

LOUIS E-CIMINO

RICHARD DOZOR

SHIRLEY W. GOZOR

ALLISON LIBERTY

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. POZOR

JOHN M. COONEY-

SHIRLEY W. DOZOR

Allisan Liberty

Church Jelets
DAVID S. ZELLICH

LOUIS F. CIMINO

RICHARD T DOZOR

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.

Secretary

COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT

Harrisburg, Pa., November 4, ,19 77

To the Attorney General of the Commpnwealth 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.

INSTITUTE COMMISSIONED

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 Constitutuion of this Commonwealth of the United States, and the same is hereby approved.

TORNEY GENERAL

3-1-77:52 1542

OFFICE OF THE GOVERNOR

Harrisburg, Pa., November 16, 1977

AMENDMENT TO CHARTER OF PROVIDERS BENEFIT LIFE INSURANCE COMPANY

Attest: Barton Society

Secretary of the Commonwealth

DEPARTMENT OF STATE SECRETARY'S OFFICE

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

Enrolled in CBC Roll Films

Pennsylvania, ss:

SECRETARY OF THE COMMONWEALTH

CONSORMEALTH OF PENNSYLVENTA INSURANCE DEPARTMENT 609

Decrease of Stated Capital 292745	BURBAU	P LICENS		
In compliance with the as amended, the indersigned reasurer as follows:	requirements of corporation h	f the Act of ereby certif	Hey 17, 1921. les by its Pre	P.L. 683, sident or
. Name of Corporation: Pi	roviders Benefi	t Life Inst	rance Company	14 sec 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
. Registered Office: 1 Ba	ala Cynwyd Plan	a Sufte 215	Shis Cynwyd,	Pa 19004
. Date of Incorporation:	March 26, 1969			
The following distriction:	DECREASE has be	een made in	the stated cap	ital of the
Ne. and Class of additi shares warmed retire		lue per che		Date of POSINICAL Decrease
6,725,450 Centition Stock	\$1.			12/15/77
After giving effect to corporation at the time	the above this	return is	the stated cost follows:	epital of
Total Musber and Cla of Shares	355		A Value Seresa Assurance pas	
2,000,000 Common Stock		\$2,00	,660	
			to m	
	Provid		Life Incurance	
		4.04%	B of Corporatio	JN J
RPORKTE)		Marie M		
SAG (1)	Ву		Exeasuror)	
ed in the office of the S	ecretary of the	Commonwell	th on the 4th	day of
January 19 78		1 4-1	4.01	

x . Epp/he FILING FEE - \$40.00 (Made payable to the Commonwealth of Pennsylvania) This report must be made by the Dynsident or Treasurer of the forporation.

Beretary of the Commonwealth

Return of Increase car Milanese of Stated Capital 792745	COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT 3-1-7203 BUREAU OF LICENSES	610
in compliance with the re as amended, the undersigned of Treasurer as follows:	equirements of the Act of May 17, 1921, P. corporation hereby certifies by its Presid	L. 682, ent or
1. Name of Corporation: Prov	viders Benefit Life Instrument Company	
2. Registered Office: 1 Bala	Cymryd Plana Suite 215 Bala Cymryd Pa 19	0004
3. Date of Incorporation: Ma	arch 26 1969	, it is say
4. The following Increase/12 corporation:	has been made in the stated capital	of the
No. and Class of addition shares issued/waxinsis	transport to the control of the cont	e of
7,625,459 Common Stock	\$1.00	10/77
		100
		1. 6. E.
5. After giving effect to the	e above increase/deciment the stated capi	tal of the
corporation at the time of	f filing this veturn is as follows:	
Total Number and Class of Shares	S Total Par Value memorial	
8,725,450 Common Stock	58.775.660	
		از بها آوانده از در در در در زاد در در در در زاد در
	6	
	Providers Benefit Life Insurance Con	er glid de Grand de Grand de Constant
	(Name of Chrystation)	2 182 es 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
{CORPORATE:		
C SEAL ST	by (Mineral View)	
Bills in the office of the Sec		ay of
Jamary 19 78		
	Party of the Commonwea	
		4 68 3
the contraction of the contracti	ble to the Commonwealth of Tennsylvania) a President or Treasurer of the Corporatio	

PROVIDERS BENEFIT LIFE INSURANCE COMPANY Amendment to Charter

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;

lst. 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

nanati. Do na, Plesider

ALLISON LIT, Secretary

ALLISON LIT. Secretary

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

1, FT 1 MORS THOMAS, Nothiny Public of the Mission True, Montgomery Co. My Commission Empires March 31, 1988

a trance Vlames

SEAL

Componwealth of Pennsylvania

SS.

County of Montgomery

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. Bezor, President

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

Notary

My commission expires:

A. THANCES THOMAS, Notice Public onterior Type, Montgomery Co. by Commission Expires March 31, 1986

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 Lity Secretary

Dated: February 25, 1983

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. Byzor, Secretary

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, Shiriey 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.

mirley W. Dozor, Secretary

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.

. Moore Lifter

Deputy Insurance Commissioner

DEPARTMENT OF STATE

Secretary's Office

Pennsylvania SS:

	Witness	шĀ	Hand	and	Seal	of	Office	at	
this	9th day of	E	Mar	ch_	, 1983	3.			

Secretary of the Commonwealth vod

PROVIDERS FIDELITY 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 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.
- 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 <u>10</u> day of <u>leptomber</u>, 1984.

Corporate Seal

Allison Lit, Secretary

PROVIDERS FIDELITY LIFE INSURANCE COMPANY

HARRY T. DOZOR, President

By: allieth Lit
ALLISON LIT. Secretary

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

Frances Homes

My commission expires:

A. FRANCES THOMAS, Notary Public Lower Nation 1 year Management Co. My Commission Expired Match 31, 1988

SEAL

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. Pozor

Shirley D. D. Zor

Richard J. Dozor

Stanley Kessker

Robert B. Dozor

Aldo Tenaglia

į.,

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 ______ day of September, 1984.

a. tances tomes

My commission expires: A FRANCES THOMAS, Notary Public Lower Merion Twp., Montgomery Co. My Commission Expires Merch 31, 1888

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

DEPARTMENT OF STATE
Secretary's Office

Pennsylvania SS:

witness my Hand and Seal of Office ________, 1984.

Ifiliam P. Davis

Secretary of the Commonwealth

#292795

In compliance with the requirements of Section 322 of the Insurence Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, Providers Fidelity Life Insurance Company hereby certifien under the signature of its President and Secretary, whose names appear hereunder and under its common small, 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 fatent which issued on Karch 26, 1969, pursuant to the provisions of the Insurance Company Law of 1921, as smended.
- 2. The principal office and place of business of the Company has been the Township of Lower Merion, County of Montgomery, Town of Bala Cynnyd, Commonwealth of Pennsylvania.
- 3. On Hovember 3, 1986, at a meeting of the shareholders convened by consent of all shareholders, the shareholders unanimously adopted a resolution to smend the Charter of the Corporation in the form set forth below.
- In the sotion taken by the shareholders at the said meeting all shareholders signify their soceptance of the assendment to the Charter.
- 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.

TH TESTISONY VERREW, The Corporation has caused this statement to be cartified by its President and its Secretary, and its common small to be affired hereto, duly attented by its Assistant Secretary, this 3rd day of Bowenber, 1986.

PROVIDERS FIDELITY LAYE IRSURANCE COMPANY

Cifferente Seal)

ANA

Pro Templia Amerikant Secretary . alles Lite

Allison Lit. Secretary

Sworn to and subspring fatore as the day; and year aforeside.

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

Notary Public

CERTIFICATION

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

IN MITTERS WHEREOF, I have subscribed by name as Secretary and affixed the seal of the maid outporation.

(SEAL)

allison Lif, Socretary

Duted: November 3, 1986

Sec. 35.

County of Muntagenery

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

Barry T. Dozor President

Secret to, or affirmed, and subscribed

before as this 3rd day of Royenber, 1986.

My temperation Expires:

PRESIDENT PUBLICATION PUBLICATION PUBLICATION PUBLICATION PUBLICATION PROPERTY CO. 1987 Softman (Ct. 20. 1987)

PROVIDERS PIDELITY LIPE INSURANCE COMPANY

8670 451

Consent of Sole Shareholders

November 3, 1985

The indersigned, being the Sole Shareholders of Providers Pidelity Life
Insufficial Company, a Pennsylvania Corporation, ("the Company"); hereby consent
to the adoption of the following resolution:

FEMALES. That Article 4th of the Charter of the Corporation be assended to read:

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

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

ISAAC CORPORATIONA

Hammi & Bridge Broadding

Merry L. Boson, as Jedaridual.

Harris I Inches

Pohont P. Dogon

Aldo Tenaglia

- June

OLGGER CO.

PROVIDERS FIDELITY LIPE INSURANCE COMPANY Special Meeting of the Board of Directors Rovember 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 Cymyd, Pannsylvania on Monday, November 3, 1986, pursuant to Call and Waiver of Rotice executed by all the Directors of the Company as follows:

Call and Waiver of Hotice

We, the indersigned, being all the Directors of Providers Fidelity Life
Insurance Company, do hereby call a secting 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 W. Dopor

Stanley Fandar

o Tenaglia

MINNER

Manualt

Mark 200 ft Daniel

All Directors were present.

Upon sotion only sade and seconded, it was unanimonaly:

MESOLVED, That Article 4th of the Charter of the Corporation to mende

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

Tabre being no further business to come before the meeting, the meeting was on until mijourned.

Alliaon Lit, Secretary

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 Communestth 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 Copmany 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

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

V	of the Commonwealth on the		the state of the s	
	Witness my hand and seal	of office	, at Harrisburg,	this
سر د در دور	day of, 198	6.	Redollows	4
		. S e	ecretary of the	Commonwealt
	T all RECORD	ER OF DEE	DS .	
	Recorded in the			
· · · · · · · · · · · · · · · · · · ·	and for the County of Dau			
	this day of	, 10	986.	
				· · · · · · · · · · · · · · · · · · ·
		R	ecorder of Deeds	•

50			••		•	•
• .	9171- 616				and on AND	V 0 1 1991
arolijm Number	· 		Filed with the D	epartment of Si	319 UI	
		a	. > Kol	J M Y	1	•
29	12745	٠, ٥	. 1	- 011. V	iony -	
tity Number : O		-	Lames -			th CM
1			Mebrili. Sec	aretary of the C	CHI HALLINGS	יי <i>דער</i> יי
		OF CHANGE	OF REGISTERE	OFFICE	; 	
					1	
• .	,	SC8:15-1507/4144/560	into tackoom (tank an)			
dicate type of entity (check one):	. :	:			
•			Engine Non	profit Corporati	on (15 Pa.C	.s. § 61,44)
_ Domestic Business	Corporation (15 Pa.C	.s. § 1507)			*	
	Corporation (15 Pa.C.S		, Domestic Lit	mited Partnersh	ip (15 Pa.C.	S, 9 8506)
					- :	
_ Domestic Nonprofi	t Corporation (15 Pa.C).S. § 5507)			•	, U
	~ .	•	1			
. In monotherne with	the requirements of the	ne applicable provi	sions of 15 Pa.C.S. (re	elating to corpo	rations and I	unincorporate : hereby state
in conjustation in	the requirements of the raigned corporation or	limited partnership	p, desiring to effect a	change or regi	Margo Cinob	4 ,,0,,0,0,,0,0,0
nat:	-		ξ.	4	• ;	•
	orporation or limited p	artnership is:	Providers Fideli	ty Life Insui	ance com	20 11 y
. The name of the c	orbosanoji or ilingo.)		ļ	•		<u> </u>
· <u> </u>	· · · · · · · · · · · · · · · · · · ·		5			- <u>-</u>
(b) name of its cor	this corporation's or nmercial registered of information to confi	orm to the records	s of the Department):		Montgom	
(a) One Vall	ey Square, 512 To	wnship Line Rd	i., Blue Bell, PA	State	Zip °	
Number and Stre		· Ct	Y	₩		County
*				,		County
· /L\ alax	N/A	<i>;</i>	·	ę.		<u>.</u>
(b) C/O:	1 Debletand Office	Provider			<u> </u>	County
Name of Co	mmercial Registered Office	Provider		provider, the cou	nty In (b) site	County
Name of Co	mmercial Registered Office	Provider		provider, the cou	nty In (b) site	County
Name of Cor For a corporation or county in which the	mmercial Registered Office a fimited partnership rep corporation or limited pa	Provider		provider, the cou	nty In (b) site	County
Name of Course of Course of Market the	a limited partnership rep corporation or limited pa	Provider presented by a community atmership is located	nercial registered office for venue and official p	provider, the cou ublication purpos	nty in (b) stra	County to be deemed to
Name of Course for a county in which the	a limited partnership rep corporation or limited pa	Provider presented by a community atmership is located	nercial registered office for venue and official p	provider, the cou ublication purpos	nty in (b) stra	County to be deemed to
For a corporation or county in which the 3. (Complete part (a) The address the control of the co	mmercial Registered Office a fimited partnership rep corporation or limited pa	Provider presented by a community atmership is located	nercial registered office for venue and official p	provider, the cou ublication purpos	nty in (b) sha es. () • Commonw	County If he deemed if
For a corporation or county in which the 3. (Complete part (a) The address to changed is:	a limited partnership rep corporation or limited pa i) or (b)): to which the registere	Provider presented by a communication is located at the communication of	nercial registered office for venue and official p poration or limited pa	provider, the countriblication purpose artnership in this	nty in (b) states. ⟨) S Commonw	County If he deemed if wealth is to be mery
Name of Conformation or county in which the co	a finited partnership rep corporation or limited partnership or d) or (b)): to which the registere	Provider presented by a community is located d office of the compack Pike Bi	nercial registered office for venue and official p poration or limited pa	provider, the countriblication purpose artnership in this	nty in (b) sha es. () • Commonw	County If he deemed if
Name of Corr For a corporation or county in which the 3. (Complete part (a changed is: Blue Be	a timited partnership rep corporation or limited partnership or a) or (b)): to which the registered all West, 653 Skilled	Provider presented by a community is located d office of the compack Pike Bl	nercial registered office for venue and official pr poration or limited pa ue Bell PA 194	provider, the countriblication purpose artnership in this	nty in (b) states. ⟨) S Commonw	County If he deemed if wealth is to be mery
Name of Correction or county in which the 3. (Complete part (a) (a) The address to changed is: Blue Book Number and Street (b) The registered	a finited partnership rep corporation or limited partnership or a) or (b)): to which the registered ell West, 653 Skip and defice of the corporation	Provider presented by a community is located d office of the compack Pike Bl	nercial registered office for venue and official pr poration or limited pa ue Bell PA 194	provider, the countriblication purpose artnership in this	nty in (b) states. ⟨) S Commonw	County If he deemed if wealth is to be mery
Name of Correction or county in which the 3. (Complete part (a (a) The address to changed is: Blue Be Number and Street (b) The registered	a timited partnership rep corporation or limited partnership or a) or (b)): to which the registered e11 West, 653 Skip and office of the corporation.	Provider presented by a commitmenship is located d office of the commitmed Pike Bill	nercial registered office for venue and official pr poration or limited pa ue Bell PA 194	provider, the countriblication purpose extremenship in this countrible countr	nty in (b) states. ⟨) S Commonw	County If he deemed if wealth is to be nery
Name of Corr For a corporation or county in which the 3. (Complete part (a changed is: Blue Book Number and Street (b) The registered c/or.	a fimited partnership rep corporation or limited partnership rep corporation or limited partnership or (b)): to which the registered at 11 West, 653 Skill partnership of the corporation of the corporatio	Provider presented by a communication is located d office of the communication or limited par	nercial registered office for venue and official perporation or limited parties are Rell. PA 194. City threeship shall be pro-	provider, the countrible attnership in the co	thy in (b) she sa. () () () () () () () () () (County If he deemed if wealth is to be nery County
Name of Corporation or county in which the 3. (Complete part (a changed is: Blue Book Number and Street (b) The registered c/o:	a firmited partnership rep corporation or limited partnership or (b)): to which the registered all Nest, 653 Skill bet dioffice of the corporation.	Provider presented by a communication of limited par	nercial registered office for venue and official perporation or limited particles are Rell. PA. 194. City.	provider, the countries in this countries in this countries in this countries in this countries in the countries in the countries in the countries in the countries in a countries in the countries in	nty in (b) states () Nontgor Zip unity in (b) st	County If he deemed if wealth is to be nery County
Name of Corporation or county in which the 3. (Complete part (a) The address to changed is: Blue Book Number and Street (b) The registered c/o:	a firmited partnership rep corporation or limited partnership or (b)): to which the registered all Nest, 653 Skill bet dioffice of the corporation.	Provider presented by a communication of limited par	nercial registered office for venue and official perporation or limited particles are Rell. PA. 194. City.	provider, the countries in this countries in this countries in this countries in this countries in the countries in the countries in the countries in the countries in a countries in the countries in	nty in (b) states () Nontgor Zip unity in (b) st	County If he deemed if wealth is to be nery County
Name of Correction or county in which the 3. (Complete part (a) The address to changed is: Blue Be rumber and Sure (b) The registered c/o:	a fimited partnership rep corporation or limited partnership rep corporation or limited partnership or (b)): to which the registered at 11 West, 653 Skill partnership of the corporation of the corporatio	Provider presented by a communication of limited par	nercial registered office for venue and official perporation or limited particles are Rell. PA. 194. City.	provider, the countries in this countries in this countries in this countries in this countries in the countries in the countries in the countries in the countries in a countries in the countries in	nty in (b) states () Nontgor Zip unity in (b) st	County If he deemed to wealth is to be nery County

. .

١.

9|7|= 6|7 \$C8:15-1507/4144/5507/6144/8506 (Rev 90)-2

(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 fimited partnership has caused this statement to be signed by a duty authorized officer thereof this 25th day of 0ctober 19 91 Providers Fidelity Life Insurance Company (Name of Patporation/Limited Partnership)

President TITLE:

292745

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Articles of Merger Business Corporation Submittes 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 comestic 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. Nay ?, 1995, Company office
 - b. 22 days
 - c. 10% 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 un Merger to he signed by a duly authorized officer, such officer, to be affixed hereunts this 3 1 mg	dersigned corporation has caused this plan of and its corporate seal, duly attested by another day of how, 1995.
	American Health Marketing Corporation BY: Harry T. Dozor, Chairman
Attest:	
Diann J. Shaw, President	
	BY: Harry T. Dozor President
Attest:	
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 purent 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, exmitted 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 ! partment of State of the Commonwealth of Pennsylvania, if later, but in no event later than June 30, 1995.

IN TESTIMONY WHEREOF, each und Merger to be signed by a duly auth rized officer, a such officer, to be affixed hereunto this 314	ersigned corporation has caused this plan of nd its corporate seal, duly attested by another day of May, 1995.
	American Health Marketing Corporation By: Harry T. Dozor, Chairman
Attest:	
Diann J. Shaw, President	
	Providers Fidelity Life Insurance Company Harry T. Dozor, President
Attest:	
Diann I. 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 there hands and seals this 31st day of May, 1995.

Harry T. Dozor

Shirley W. Dozor

Diano I Shaw



COMMONWEALTH OF PENNSYLVANIA

Office of Regulation of Companies
Bureau of Licensing and Financial Analysis
Bureau of Emminations
1345 Strawberry Square
Harrisburg, PA 17120

September 8, 1995

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

VIA FAX: (215) 851-016

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.

Pleans 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 Sureau.

I crust 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

,	ficrofilm Number	f	iled with the Den	Mineral of State	SEP 1 2 1995
E	ntity Number292745		Spett	techan	
			Sec	stary of the Con	monwealth 🕠
	ARTICLES OF AME	NDMENT-DOMESTIC 0908:15-1915 (Pay 9		ORPORATIO	N .
C	In compliance with the requirements orporation, desiring to amend its Articles, h	of 15 Pa.C.S. § 1915 (relation of 15 Pa.C.S.)	ng to articles of an	nendment), the u	ndersigned business
1.	The name of the corporation is: Prov	iders Fidelity Life	Insurance Con	IPAN	
2.	The (a) address of this corporation's curre office provider and the county of venue is conform to the records of the Department	(The Department is hereby	commonwealth or authorized to cor	(b) name of its c rect the following	ommercial registered g information to
	(a) 653 Shippack Pike, Suite 16	Blue Bell	PA	19422	Montgomery
	Number and Street	Chy	State	Ζiφ	County
	(b) c/o: Name of Commercial Registered Office Prov		· · · · · · · · · · · · · · · · · · ·		
3.	For a corporation represented by a commercial corporation is located for venue and official put. The statute by or under which it was inco	registered office provider, the blication purposes.			
	The date of its incorporation is:Herc	•			
	•				
.	(Check, and if appropriate complete, one				
	The amendment shall be effective up		vmendment in the	Department of 8	Rate.
	The amendment shall be effective or	n:Date			 -
6 .	(Check one of the following):	Date			Hour
	XX. The amendment was adopted by the	shareholders (or member	i) pursuant to 15	Pa.C.S. § 1914(a) and (b).
	The amendment was adopted by the				•
7.	(Check, and if appropriate complete, one	of the following):		. •	
	The amendment adopted by the con	poration, set forth in full, is	as follows;		

SEP = 7 - SEP = 2 SEP = 7 SEP = 2 SEP

39C8:15-1915 (Rev 90)-2

 (Check if the amendment restates the Articles):
XX The restated Articles of Incorporation st	upersade the original Adicies and all amendments thereto.
IN TESTIMONY WHEREOF, the undersign authorized officer thereof this 6.55	ned corporation has caused these Articles of Amendment to be signed by a duly September 19 95.
	Providers Fidelity Life Insurance Company
	Ry: Ceter (Name of Corporation)
	Peter J. Tucci/ (Signature)
	MME: Secretary

pjt#350/londomrein/londonlife/art.inc.1 Hed Sep & 1C 10:53 1995

EXHIBIT A

Trans. In the

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. <u>Corporate Name</u>. 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. <u>Business Corporation Law of 1988</u>. 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) <u>Elimination of Liability</u>. 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.

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

Right to Indemnification. Except as pronibited 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. 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 $v_{oldsymbol{\ell}}$ 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) <u>Insurance and Funding</u>. 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.

- Non-Exclusivity: Nature and Extent of Rights. 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) <u>Partial Indemnity</u>. 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 Indemnitee 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.

	20	_	· 1×	ed with the Departm	ent of State of)———
tily Numbe	292745	<u> </u>		Xr	to X	
			_			~/ <u>~</u>
	A France -	FG 0F 1	_		of the Commo	
	AKIICU	es of Mergei	R-DOMESTIC BU DECE:19-1909 (Por 90)	ISINESS CORP	DRATION	M
in compli Mess com	ance with the requirements	drements of 15 Pa.(to effect a merger,	28. § 1926 (relating to hereby state that:	articles of marger o	or consolidation	n), the undersig
		-	per le: London I			
Commi	authorized to cor	t is a domestic busi ime of its commerci rect the following in	ness corporation and al registered office pr Yernstion to conform 11te 420 Blue	to the records of the	a current regis ty of venue is ne Department	Rered office in t (the Department):
Norther .	and Breat	real ment, pr	11E6 420 Blue	Bell PA	19422	Yortgone
			Chy	Plants	Σp	Coursy
						•
Fer a co corporal —The er	e of Commercial Repl eparation represent for in tocated for vi unitying comporation to fall address of it	on is a qualified for	sign business corpora	ition incorporated u	nder the lews	d
Fer a co corporati —.The as and th provide	e of Commonist Repl episetion represent for in toomed for vi univing corporation to (a) address of a for and the count	ed by a commercial retrieve and collected publications in a qualified form	sign business corpora	ition incorporated u	nder the lews	o county in which
For a co- corporal —The ex- and shiprovid confor	to of Commontal Replacements for its tocased for vi- unitality components (a) address of a large and the county in to the records	of by a commercial retrieval of the commercial publishment of the commercial	sign business corpora	ition incorporated u	nder the lews	o county in which
For a co- corporal —The ex- and shiprovid confor	to of Communicat Replication in to the records	of by a commercial retrieval of the commercial publishment of the commercial	sign business corpora	ition incorporated u	nder the laws of its commerc t the following	of
For a co- corporal —The ex- and shiprovid confor	to of Commontal Replacements for its tocated for version to the course of its and the course to the records and the course of its and the course to the records	of by a commercial retrieved and collected public on its a qualified for the country registered or of wereas in the co	sign business corpora office in this Commor epartment is hereby	ition incorporated un twenth or (b) name of authorized to correct	nder the lews	o county in which
For a co corporal and the provide confor [4]	in of Commercial Registration in the technique of the courts of the cour	of by a commercial retrieved and collected public on its a qualified for the country registered or of wereas in the co	sign business corpora office in this Commor epartment is hereby	ition incorporated un twenth or (b) name of authorized to correct	nder the laws of its commerc t the following	occurry in which of
For a co	in of Commercial Regions in the technical for vi- turniving corporation (a) address of it is mad the county the to the records A	of by a commercial representation of the Department)	sign business corport office in this Commor epartment is hereby	ition incorporated un invalid or (b) name of authorized to correct	nder the laws of its commerce it the following	of registered of information to
For a co- corporati The ex- and shiprovide confor (a)	in of Commercial Regions in the technique of the county of	of by a commercial representation in a qualified form is a qualified form in accurate registered of versue is (the O of the Department): Hered Office Provides the by a commercial representation in the commercial representation in the commercial representation in the communication of the communication in the communication	cition in this common common common in this common common is hereby. City City glatereu cifica provider, cition purposes.	ition incorporated university or (b) name of authorized to correct facts State the county iq. (b) show	nder the laws of its commerce it the following Zip be deemed the	county in which of lai registered of information to County County county in which
For a co- corporati The ex- and shiprovide confor (a)	in of Commercial Regions in the technique of the county of	of by a commercial representation in a qualified form is a qualified form in accurate registered of versue is (the O of the Department): Hered Office Provides the by a commercial representation in the commercial representation in the commercial representation in the communication of the communication in the communication	sign business corport office in this Commor epartment is hereby	ition incorporated university or (b) name of authorized to correct facts State the county iq. (b) show	nder the laws of its commerce it the following Zip be deemed the	county in which of lai registered of information to County County county in which
For a co- corporati The ex- and ship provide confor (a)	inportation represents for to tocated for vi- unitaring corporation (a) address of it for and the county for to the records A	of by a commercial representation in a qualified form is a qualified form in accurate registered of versue is (the O of the Department): Hered Office Provides the by a commercial representation in the commercial representation in the commercial representation in the communication of the communication in the communication	cition in this common common common in this common common is hereby. City City glatereu cifica provider, cition purposes.	ition incorporated university or (b) name of authorized to correct facts State the county iq. (b) show	nder the laws of its commerce it the following	County in which County County
For a co- corporati The ex- and shiprovide confor (a)	in of Commontal Regions in to the records for the sound for visit and the county of the following corporate and the records for the following corporation is tocated for the address of its profit and the address of it	ind by a commercial re- prise and official publication is a qualified form is current registered of versue is (the 0 of the Department): Intered Office Provider and by a commercial re- prise and official public in is a nonqualified (inincipal office under	city City gletereu office provider, ostion purposes. oreign business corporate in the laws of such do city	tion incorporated university or (b) name of authorized to correct the county in (b) shear coration incorporated miciliary jurisdiction.	the following Zip be deemed the lavies:	County in which County County County County County County
For a co- corporati The ex- and shiprovide confor (a)	in of Commontal Regions to to to too to too to too too too too	ind by a commercial representation in a qualified form is a qualified form is current registered of the Department): In the Department registered of the a commercial public in its a nonqualified if nincipal office under of the registered office of merger are as form in the public of merger are as form in the registered of the registe	cly cly cly cly cly cly cly cly	tion incorporated university or (b) name of the county is (b) sheat oration incorporated miciliary jurisdiction. State earth or name of its orporation and qualification and	the following Zip be deemed the law is: Zip commercial relied foreign bu	County in which County
For a co- corporati The ex- and shiprovide confor (a)	in of Commontal Regions to to to too to too to too too too too	in by a commercial representation is a qualified form a current registered of the Department): If the Department registered of the Department represent of the public rincipal office under the registered office under of merger are as for the public of merger are as for the registered office under the registered of th	city City gletereu office provider, ostion purposes. oreign business corporate in the laws of such do city	titon incorporated university or (b) name of the sound incorporated michigary jurisdiction. Substitute of the proporation and qualification and qualification and qualification described flagistered Office.	the following Zip be deemed the lavies: Zip commercial relied foreign but	County in which County County County County County County

4546

OSCB:15-1826 (Rev 90)-2

I. (Check, and if appropriate comp	Anna Anna Anna Anna Anna Anna Anna Anna			
II. The plan of merger shall be	effective upon tiling these Article	e of Merner in the	_	
The plan of merger shall be	effective on:	a minimum at the	Department of Sta	đ e ,
	Deta .	st		
The manner in which the plan of			Hour	
The manner in which the plan of Name of Corporation	merger was adopted by each d	iomestic corporation	in is as inlinue.	
	Manney of August			
London Life Reinsurance	e Company Unaminous			
Isaac Corporation	Vocations.	Written Cons	ent	
	Unaninous	Written Cons	ent	
	· **			
plen of merger that amend or o	in full in Exhibit A attached here (retating to omission of certain processives the operative Articles of the of the pten are set forth in Aut per is on the at the province attached	rovisions from filed	plans) the needs	ine, if any, of a ation as in ette
plen of merger that amend or o	(retaing to omission of certain processure the operative Articles of the plan are set forth in Auger is on file at the principal place	rovisions from filed I incorporation of a In Exhibit A stace of business of the	plans) the needs	one, if any, of a ration as in etc de a part here llon, the addre
plan of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	constitute the operative Articles of the plan are set forth in full par is on file at the principal place	rovisions from filed I incorporation of s in Exhibit A stract of business of the Suse	plans) the provision the surviving corporate thereto and main surviving corporate Zip	de a pert here tion, the addre
plen of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	constitute the operative Articles of the plan are set forth in full par is on file at the principal place	rovisions from filed I incorporation of s in Exhibit A stract of business of the Suse	plans) the provision the surviving corporate thereto and main surviving corporate Zip	de a pert here tion, the addre
plet of merger that amend or o subsequent to the effective date The full test of the plet of merg of which is:	constitute the operative Articles of the of the plan are set forth in full per is on file at the principal place. City The order of the principal corporation or each used officer thereof this	rovisions from field i incorporation of s in Exhibit A state of the Exhibit A state of the Susa of the Susa or December 1 if e Reinaur	plans) the provision he surviving corporate the surviving corporate to the	de a pert here tion, the addre
plen of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	constitute the operative Articles of the of the plan are set forth in August is on the at the principal place. City Aderaigned corporation or each used officer thereof this	Susa Chiefe Reinaur (Name (plans) the provision he surviving corporate hereto and main surviving corporate Zip ziton has caused to 1925	de a pert here tion, the addre
plan of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	constitute the operative Articles of the of the plan are set forth in August is on the at the principal place. City Aderaigned corporation or each used officer thereof this	Suse Life Reinsur (Name of E. Horrison	plans) the provision he surviving corporate hereto and main surviving corporate Zip ziton has caused to 1925	de a pert here tion, the addre
plan of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	City City	Susualine Corporation Life Reinaur (Name E. Horrison Added Corporation	zip station has caused to 1925 stace Company of Corporation)	de a pert here tion, the addre
plan of merger that amend or o subsequent to the effective date The full test of the plan of merg of which is:	City City	Susualine Corporation Life Reinaur (Name E. Horrison Added Corporation	zip station has caused to 19 25 stace Company of Corporation)	de a pert here tion, the addre

Per Por 32 34-53-34 1995 .

N. J. J. M. THEE ZUT OUGO

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:

- 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").
- 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 Marger 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. <u>By-Laws</u>. 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. <u>Directors and Officers</u>. 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 furviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with LLRC.
- 8. <u>Termination and Amendment</u>. This Merger may be terminated by the Board of Directors of either LLRC or Isaac at any time prior to the Effective Date
- 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 herely 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 PBD or otherwise to take any and all such action.

REFORE THE INSURANCE COMMISSIONER OF THE COMMON FEALTH 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 // 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 PRI, 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.

DE'ERMINATIONS

- 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 atipulation:

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

SENT BY: R. S. S. M. (215)851-1420:12-26-95 :10:554M :

R. S. S. M. +

717 234 9055 ;# 6/11

4545

Afficies of Merger-Domestic Business corporation in compliance with the requirements of 15 Pa.C.S. § 1926 (relating to efficie of merger or consolidation), the undersign pusiness corporations, dealing to effect a merger, hereby state that: i. The name of the corporation surviving the merger is: London Life Raingurance Company 2. (Check and complete one of the following): If the name of the corporation surviving the merger is: London Life Raingurance Company 2. (Check and complete one of the following): If the name of the corporation is a domestic business corporation and the (a) address of its current registered office in hereby submitted to correct the following information to conform to the records of the Department; (a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19622 Montagene Name of Steen (b) of 15 In/a Name of Commencial Registered Office Provider For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in white corporation is located for versus and official publication purposes. The surviving corporation is a qualified foreign business corporation incorporated under the laters of provider and the outry of versus end official publication purposes. The surviving corporation is a qualified foreign business corporation incorporated under the laters of conform to the records of the Department): (b) of India Parkway of the Commencial Registered Office in this Commonwealth or (b) name of its commencial registered office in this Commonwealth or (b) name of its commercial registered office in this commonwealth or (b) name of its commercial registered office in this commonwealth or (b) name of its commercial registered office in this commonwealth or (b) corporation is caused for versus 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: **Hereber and Steen	Microfilm Number		Filed with the Departme	ent of State on	DEC 26 1995
ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION DECRET-State flow exp In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to enticles of merger or consolidation), the undersig pusiness corporations, dealing to effect a merger is: London Life Reimmanness Company 2. (Check and complete one of the following): EX The sunding corporation is a domestic business corporation and the (a) address of its current registered office in Commonwealth or (b) name of its commercial registered office provider and the county of voruse is (the Department healthy authorized to correct the following information to conform to the records of the Department): [5] 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19672 Membrages Healthy authorized to correct the following information to conform to the records of the Department): [6] 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19672 Membrages Healthy authorized to correct the following information to conform to the records of the Department): [7] The surviving corporation is a quantified 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 commonwealth or (c) name of commonwealth or (c) name of c)	Epility Number 292745		Yre 11	t Kunda	-
In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of mergar or consolidation), this undersignumness corporations, dealing to effect a merger, hereby state that: 1. The name of the corporation surviving the morger is: London Life Reinstance Company 2. (Check and complete use of the totioning): 22. The surviving corporation is a domestic business corporation and the (a) address of its current registered office in Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Departmentered substitution to conform to the records of the Departmentered in the records of the Departmentered in the surviving common to the records of the Departmentered in the surviving corporation is because of the county fire that is a commercial registered office provider, the county in (b) shall be deemed the county in white 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) shall be deemed the county in white corporation is located for venue is (the Department is hereby authorized to correct the following information in conform to the records of the Department): (a)	ARTICLES		IC BUSINESS CORP		.
1. The name of the corporation surviving the morger is: London 1,15c Religionaries Company 2. (Check and complete one of the following): 2. The surviving corporation is a domestic business corporation and the (a) address of its current registered office in Commonwealth or (b) name of its commercial registered office provider and the county of variue is (the Department): (a) 1787 Bentry Parkway West, Suite 420 Blue Bell, PA 19622 Membranes (b) office 29 County Number and Sever (c) office 29 County For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in white corporation is located for versus 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 in conform to the records of the Department): (a)/a_ Nember and Sever Cay State 26 County (c) county in white corporation is located for versus is (the Department is hereby authorized to correct the following information in conform to the records of the Department): (b) c/cx/a_ Nember and Sever Cay State 26 County in white corporation is provider. The county is commoncial registered office provider, the county is (b) shall be deemed the county in white corporation represented by a commercial registered office provider, the county is (b) shall be deemed the county in white corporation is located for versus and official publication purposes. — The surviving corporation is a nonequalified foreign business corporation incorporated under the laws of and the address of its principal office under the laws of such domicillary jurisdiction is: Nember and Sever Cay State 26 County in the county of versus of each other domestic business corporation and qualified foreign business corporation and qualified foreign business corporation and qualified foreign business corporation and qualifi	an compliance with the require	ments of 15 Pa.C.S. § 1926 (re)	lating to articles of merger (or consolidation),	, the undersigned
EX. The currently corporation is a domestic business corporation and the (a) address of its current registered office provider and the country of varue is (the Department) commonwealth or (b) name of its commercial registered office provider and the country of varue is (the Department): [a) 1787 Sentry Parkway West, Suite 420 Blue Bell PA 19622 Montgoes Humber and Sees Cby Quies Zip County [b) crice In/a Name of Commercial Registered Office Provider County in (b) shall be deemed the county in white corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in white corporation is located for versue and official publication purposes. — The surviving corporation is a qualified foreign business corporation incorporated under the taxes of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office in this Commonwealth or (b) name of its commercial registered office in this Commonwealth or (b) name of its commercial registered office in this Commonwealth or (b) name of its commonwealth or (c) name of its commonwealth or components in sociated for versue 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 demicillary jurisdiction is: Name of Commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its commercial registered office in this Commonwealth or name of its				ce Company	·
Number and Stees City Otate Zip County	EX. The surviving corporation is Commonwealth or (b) name hereby authorized to come	s a domestic business corporat a of its commercial registered o ct the following information to (otice provider and the cou conform to the records of	nity of vonue is () the Department):	the Department Is :
(b) of c: n/a Name of Commercial Replaced Office Provider For a corporation represented by a commercial registered office provider, the county in (t) shall be deemed the county in which corporation is located for versue and official publication purposes. —The surviving corporation is a qualified foreign business corporation incorporated under the taxes of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered of provider and the county of venue is (the Department is hereby authorized to correct the following information is conform to the records of the Department): (a)	••				
For a corporation represented by a commencial registered office provider, the county in (t) shall be deemed the county in which corporation is located for versue and official publication purposes. —The surviving corporation is a qualified foreign business corporation incorporated under the laws of		CRy	Glate	<i>22</i> ₽	County
For a corporation represented by a commercial registered critics provider, the county in (ti) shall be deemed the county in white corporation is located for venue and chickle publication purposes. —The surviving corporation is a qualified foreign business corporation incorporated under the laws of and the (a) address of its current registored office in this Commonwealth or (b) name of its commercial registered of provider and the county of venue is (the Department is hereby authorized to correct the following information is conform to the records of the Department): (a)				<u>-</u>	
corporation is located for versus 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 registored office in this Commonwealth or (b) name of its commonical registored office in this Commonwealth or (b) name of its commonical registored office in this Commonwealth or (c) name of its commonical registored office in this Commonwealth or (b) name of its commonical registored office and such or conform to the records of the Department): (a)	Nume of Communicial Proglets	and Office Provider		•	· County
(a)	and the (a) address of its provider and the county	current registered office in this of venue is (the Department is	Commonwealth or (b) nam	e of its commerci	al registered office
Name of Commercial Registered Office Provider For a corporation represented by a commercial registered ontoe provider, the county is, (b) shall be deemed the county in which corporation represented by a commercial registered ontoe provider, the county is, (b) shall be deemed the county in which corporation is content for vorue 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 domicillary jurisdiction is: Number and Street Chy State Zip County The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venus of each other domestic business corporation and qualified foreign business corporation is a party to the plan of merger are as follows:					
Name of Commercial Registered Odios Provider County				71-1	
For a corporation represented by a commercial registered onice provider, the county is (b) shall be deemed the county in which corporation represented by a commercial registered onice provider, the county is (b) shall be deemed the county in which is 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 domicillary jurisdiction is: Number and Street Chy State Zip County		<u>~</u>		εφ.	C
For a corporation represented by a commercial registered onice provider, the county is, (b) shall be deemed the county in which 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 domicillary jurisdiction is: Number and Street Chy State Zip County The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venus of each other domestic business corporation and qualified foreign business corporation is a party to the plan of merger are as follows:	(b) c/x	to a Office Consider			<u> </u>
Number and Street Cay 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 venus of each other domestic business corporation and qualified foreign business corporation is a party to the plan of merger are as follows:	For a corporation represented corporation is located for you —The surviving corporation	by a commercial registered once we and official publication purpose is a nonqualitied foreign busin	ess corporation incorpora	ted under the la	county in which the
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 is a party to the plan of merger are as follows:					Camba
Name of Corporation Address of Registrated Office of blume of Commercial Registered Office Provider County	The name and the address of provider and the county of very c	of the registered office in this C anum of each other domestic bu	Commonwealth or name of	its commercial a	registered office
	Name of Corporation	Address of Registreed Office at 66	ume of Commercial Registered O	Gios Provider	County
· · · · · · · · · · · · · · · · · · ·	PBL Corporation		· · · · · · · · · · · · · · · · · · ·		Montgomery

95 DEC 26 PH 12: 57

FAIDER & OF STATE

4546

DSCB:15-1926	(Rev 90	J 1-2
--------------	---------	--------------

IX.The plan of merger shall be effective upon fit	ing these Articles of Merger	in the Department	of State	
The plan of merger shall be effective on:		3 1		
•	Date	-	Hour	
he manner in which the plan of marger was ad	lopted by each domestic co	poration is as folk	OM/S:	
lame of Corporation Manner	of Adoption			
London Life Reinsurance Company	Unaminous Written	Consent		
PBL Corporation	Unaminous Written	Consent	·	,
Strike out this paragraph it no foreign community opposed, as the case may be, by the foreign to the plan in accordance with the laws of the paragraphs and the paragraphs.	usinees corporation (or ESC edeciction in which it is inco	of the foreign bu	rsinesa corpo	rations) pa
Check, and if appropriate complete, one of the				
The plan of merger is set forth in full in Edu	folt A attached hereto and n	rade a part hereot	L	
Pursuant to 15 Pa.C.S. § 1901 (relating to or	nission of certain provisions	from Ged plans) ti	he provisions	, il any, of
—Pursuant to 15 Pa.C.S. § 1901 (relating to or plan of merger that amend or constitute the subsequent to the effective date of the plan. The fell text of the plan of merger is on the a of which is:	operative Articles of Incorporate set forth in full in Exhib	from Ged plans) the state of th	he provisions ing corporati to and made	on es in ei a can he
plan of merger that amend or constitute the subsequent to the effective date of the plan. The fed text of the plan of merger is on the of which is:	operative Articles of Incorporate set forth in full in Exhib	from Gled plans) the stands of the stands the stands increased the stands of the stands of the stands increased the stands increased the stands increased in	he provisions ing corporati to and made	on es in el si part her
plan of merger that amend or constitute the subsequent to the effective date of the plan. The full text of the plan of merger is on the a of which is: Number and Street IN TESTIMONY WHEREOF, the understaned of	operative Articles of incorpo are set forth in full in Eshibit the principal place of busing the principal place of the place o	trom Red plans) it ration of the survival A stacked hereinces of the survival need corporation to the cereber (Name of Corporation (Name of Corporation (Signate)	he provisions ing corporation and made ing corporation Zip as caused the 1925	on as in of a part her n, the add County
plan of merger that amend or constitute the subsequent to the effective date of the plan. The full text of the plan of merger is on the a of which is: **Number and Street** IN TESTIMONY WHEREOF, the understaned of the plan of the pl	operative Articles of incorporate set forth in full in Eshibit the principal place of busing the place of	from Red plans) the attorn of the survivis A stacked horse sees of the survivis med corporation had becoming the Reinsurance (Name of Corporation pages of the survivis and the	he provisions ing corporation and made ing corporation Zip as caused the 1925	on as in of a part her n, the add County
plan of merger that amend or constitute the subsequent to the effective date of the plan. The full text of the plan of merger is on the a of which is: Number and Street IN TESTIMONY WHEREOF, the understaned of	operative Articles of incorpo are set forth in full in Eshibit the principal place of busing the principal place of the place o	from Red plans) if auton of the survivi A stacked horse less of the survivi med corporation had corporation for the corporation of the corporatio	the provisions ing corporation and made ng corporation Zep as caused the 1925	on as in e a part he n, the add County
plan of merger that amend or constitute the subsequent to the effective date of the plan. The full text of the plan of merger is on the a of which is: Number and Street IN TESTIMONY WHEREOF, the understaned of	operative Articles of incorporate set forth in full in Eshibit the principal place of busing the place of	from Red plans) the attorn of the survivis A stacked horse sees of the survivis med corporation had becoming the Reinsurance (Name of Corporation pages of the survivis and the	the provisions ing corporation and made ng corporation Zep as caused the 1925	on as in of a part her n, the add County
plan of merger that amend or constitute the subsequent to the effective date of the plan. The full text of the plan of merger is on the of which is: Number and Street	operative Articles of incorporare set forth in full in Eshibit the principal place of busing the place of	from Red plans) if auton of the survivi A stacked horse less of the survivi med corporation had corporation for the corporation of the corporatio	the provisions fing corporation corporation Zep as caused the 19.25 Company coration) (ure)	on as in of a part her n, the add County

BXHIBIT 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, IAC 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 "PBI Stock");

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

WHERBAS, 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. <u>Terms of Merger</u>. 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. <u>Surviving Corporation</u>. 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.

外操。理。

- 4. <u>Bffective Date</u>. 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. <u>Directors and Officers</u>. 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. <u>Termination and Amendment</u>. 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 LAC and the proper officers and directors of LAC and 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 PAL 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 // 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 Isasc 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.
- 5. 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.
- 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 9 Kniser

Insurance Commissioner

Commonwealth of Pennsylvania

•	•			
Microfilm Number	Filed wit	h the Departme	nt of State on	JAN 1 8 1996
Entity Number 292745		Vert		
		Secretary o	the Common	wealth 3H
STATEMENT OF CH	IANGE OF REGIS	TERED OFF	ICE	
	ж:15-1507 (Rev 89)			
Indicate type of entity (check one):				
XX Domestic Business Corporation	Limite	d Partnership		
Foreign Business Corporation	Foreig	n Nonprofit Cor	poration	
The name of the corporation or limited partnership	is London Life	Reinsurance (Company	
1. The marke of the component of mineral penaltics and	<u></u>			
 The (a) address of this corporation's or limited par commercial registered office provider and the coun following address to conform to the records of the 	nty of venue is: (the Di	stered office in te epartment is her	this Commonveby authorize	wealth or (b) d to correct the
(a) 653 Skippack Fike, Suite 16	Blue Bell	PA	19422	Montgomery
Number and Street	. City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
For a corporation or a ilmited partnership represented by county in which the corporation or limited partnership is	a commercial registered located for venue and offi	office provider, the cial publication p	a county in (b) . urposes.	shall be deemed the
 The address to which the registered office of the co is (complete part (a) or (b)): 	orporation or limited pa	rtnership in this	Commonweal	th is to be changed
(a) 1787 Sentry Parkway West, Suite 42	20 Blue Bell	PA	19422	Montgomery
Number and Street	City	State	Zip	County
(b)				County
Name of Commercial Registered Office Provider				•
For a corporation or a limited partnership represented by county in which the corporation or limited partnership is	a commercial registered located for venue and off	office provider, the Icial publication p	rubosear e contutà iu (p)	SUM DO GEOMEC ME
4. Such change was authorized by the Board of Dire	actors of the corporation	n. (not applica	ble to limited	partnerships)
•	•			
in TESTIMONY WHEREOF, the undersigned comby a duty authorized officer this 16th day of James	poration or united pan pary 1996	nersnip nas cai 	ised this state	William to na zignaci
		Reinsurance of Corporation		erchio
	<u>_</u>	di Corporation	Little Faiti	u or inp
<u>.</u>	BY: Peter J. 1	cucció S	<i>Mucci</i> ignature	
•	TTTLE: Secreta	ıry	٠	
INN 10 OC				

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)

> > County

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

Name of Commercial Registered Office Provider

- 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:

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 <u>21st</u> day of December . 2010.

London Life Reinsurance Company
Name of Association
- Sayer for
U Signature

Sr. Vice President & CFO

PA DEPT. OF STATE

JAN 0 3 2011

Entity# : 292745 Date Filed : 06/18/2020 Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

CSC ORDER #: 298716-005 DCB	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)
Address	
City State Zip Code	TCO200618MC0718
Ony	
Return document by email to: CSCpa@cscglobal.com	1_
Read all instructions prior to completing. This form may	be s ¹
Fee: \$70	•
Check one:	☐ Nonprofit Corporation (§ 5915)
In compliance with the requirements of the applicable undersigned, desiring to amend its articles, hereby states that:	provisions (relating to articles of amendment), the
1. The name of the corporation is:	
London Life Reinsurance Company	
CONDUIT CHO TOURS OF THE TOURS	
2. The (a) address of this corporation's current register commercial registered office provider and the count (Complete only (a) or (b), not both)	ed office in this Commonwealth or (b) name of its y of venue is:
(a) Number and Street City	State Zip County
1787 Sentry Parkway West Suite 420, Blue Bell, PA 19	422, Montgomery County
(b) Name of Commercial Registered Office Provider	County
c/o:	
<u>Co.</u>	
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/YY)	YY)
5. Check, and if appropriate complete, one of the following	
The amendment shall be effective upon filing the	ese Articles of Amendment in the Department of State.
The amendment shall be effective on: 06/01/202	20 at How (if any)
"For accour	nting purposes only"

PA DEPT. OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:	
The amendment was adopted by the sharehold or § 5914(a).	ers or members pursuant to 15 Pa.C.S. § 1914(a) and (b)
✓ The amendment was adopted by the board of d	firectors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).
7. Check and if appropriate complete, one of the fa	iollowina
The amendment adopted by the corporation, so	
The directional daspite by the step than a	·
✓ The amendment adopted by the corporation is part hereof.	set forth in full in Exhibit A attached hereto and made a
8. Check if the amendment restates the Articles:	the state of all amondments thereto
→ The restated Articles of Incorporation superse — The restated Articles of Incorporation superse	de 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 20 day of May 2020
	London Life Reinsurance Company Name of Corporation Ray 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 day of March, 2020.

Michael L. Browne

A. Louis Denton

Raymond J. Haze

Michael D. Mulcahy

Jean-Francois Poulin

Alisen J. Pailer

Peter J. Tuccl



June 15, 2020

Dave Bulakowski CSC Global

Via E-Mail: cscpa@cscglobal.com

RE: Name Approva.

Canada Life Reinsurance Company

kar 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 or 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.

Steven L. Yefger, PIR

Oth. TI

Insurance Company Licensing Specialist

Company Licensing Division

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

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

PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Пистиги послащени по шти то:	
CSC ORDER #: 441665-005 DCB	Statement of Correction
Name	DSCB:15-138 (rev. 7/1/2015)
Address	
City State Zip Code	
☐ Return document by email to: CSCPA@CSCQlobal.com	LCO501001WC0300
Read all instructions prior to completing. This form m	
reas an aistanctions prior to completing. This form if	ia) or suc
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 inaccura	ne, defective or erroneous record, hereby states that:
The name of the association or other person is: Canad	da 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	······································
Number and street City	. State Zip County
(b) c/o: Name of Commercial Registered Office Provider	County
·	County
The statute by or under which the association was form does not constitute a part of the public organic record o	ned (or the preceding filing was made, in the case of a filing that
does not constitute a part of the paorie organic record of	it all association) is: 17 Dustriess Corporation Caw
4. The inaccuracy or defect to be corrected is (include De	partment of State form name and date filed):
The Articles of Amendment filed 6/18/2020 should have	e 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 relate	≈ shall be deemed re-executed.
☐ The original document to which this statement relate	es shall be deemed stricken from the records of the Department.
N TESTIMONY WHEREOF, the undersigned association	n 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 .	
	Canada Life Reinsurance Company
	Name of Association
PA DEPT OF STATE	and other
STOTATE	Signature)
OCT 0 1 2020	,

Exhibit A

London Life Reinsurance Company

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

June19, 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 potice 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

Michael L. Browne

Jean-Francois Poulin

A. Louis Denton

Alison J. Saifer

Raymond J. Pinkel

Peter J. Tucci

Michael D. Mulcahy