ALLSTATE INSURANCE COMPANY LAW AND REGULATION 2775 Sanders Road Suite A5 Northbrook, Illinois 60062-6127 (847) 402-3508 (800)366-2958 Ext. 23508 FAX (847) 402-9757 email: jdespart@allstate.com



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June Des Parte, CPCU Assistant State Filings Director

September 12, 2000

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

Redomestication of Northbrook Life Insurance Company RE:

We would like to apply for a certificate acknowledging our filing of amended Articles of Reorganization. Northbrook Life Insurance Company redomesticated from the State of Illinois to the State of Arizona effective December 28, 1998. In accordance with your instructions, the following items are enclosed:

- 1. Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- 2. Certified Amended Articles of Reorganization (please note the certification is on the back page of the Articles)
- 3. Check #1000489557 in the amount of \$43.75 to cover the filing fee and one Certificate of Status

Please return a Certificate of Status to my attention at the above address. If you have any questions, please feel free to contact me.

Sincerely, e Deste Amend

Encl.: As stated

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

#### SECTION I (1-3 MUST BE COMPLETED)

13	(Pursuant	to s. 607.1504,	F.S.)	PILSE
		SECTION I ST BE COMPLET	ED)	
1	Northbrook Life Insurance Company Name of corporation as it appea	ars on the records o	of the Department of State.	
2.	Illinois	3	6-1-80	-
	Incorporated under laws of		Date authorized to do busi	ness in Florida
	S (4-7 COMPLETE ONI	ECTION II LY THE APPLIC	ABLE CHANGES)	

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?\_

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. 5.

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

New Duration

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

Arizona New Jurisdict	tion	T- 1.4
Moman Jan	<u>/2 - 50</u> Date	
Thomas J. Wilson II Typed or printed name	President Title	

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# AMENDED AND RESTATED ARTICLES OF INCORPORATION

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# AND ARTICLES OF REDOMESTICATION

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## NORTHBROOK LIFE INSURANCE COMPANY

We, the undersigned, acting as incorporators for the purpose of redomesticating Northbrook Life Insurance Company, an Illinois corporation, which intends to continue its existence, without interruption, as a corporation organized under the laws of the State of Arizona pursuant to Arizona Revised Statutes § 20-231.A, do hereby adopt the following Amended and Restated Articles of Incorporation and Articles of Redomestication for said corporation.

#### ARTICLEI

The name of the corporation shall be Northbrook Life Insurance Company

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#### ARTICLE II

The corporation was incorporated in the State of Illinois on February 1, 1960, and was the

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surviving corporation of merger with an effective date of December 16, 1959.

#### ARTICLE III

The existence of the corporation shall be perpetual.

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#### ARTICLE IV

Upon the approval of these Amended and Restated Articles of Incorporation and Articles of Redomestication by the necessary regulatory authorities, Northbrook Life Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Arizona; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all Certificates of Authority, agent appointments, and all chooses in action, shall be and the same are hereby ratified, approved, confirmed and assured to Nonthbrook Life Insurance Company with like effect and to all intents and purposes as if it had been originally incorporated under the State of Arizona. Said corporation shall be given recognition as a domestic corporation of the State of Arizona from and after December 16, 1959, and as a domestic insurer of the State of Arizona from and after February 1, 1960, the dates of its initial incorporation and authorization to transact insurance business under the laws of the State of Illinois, effective the date of filing with the Arizona Corporation Commission.

#### ARTICLE Y

The nature of the business to be transacted and the objects and purposes for which this corporation is organized include the transaction of any and all lawful business for which insurance corporations may be incorporated under the laws of the State of Arizona without limitation, and as said laws may be amended from time to time, and specifically said corporation shall be authorized to transact disability insurance. Fife insurance, annuities, variable fife-insurance and variable annuities as defined pursuant to A.R.S. §§ 20-253, 20-254, 20-254.01, 20-2601 and 20-2632 respectively, together with such other kinds of insurance as the corporation may from time to time be anthorized to transact, and to act as a reinsurer of business for which it is duly authorized consistent with the applicable federal and state requirements.

#### ARTICLE VI

The authorized capital of the corporation shall be \$2,500,000, and shall consist of 25,000 shares of voting common stock with a par value of \$100.00 per share. No holders of stock of the corporation shall have any preferential right to subscription to any shares securities convertible into shares of stock of the corporation, nor any right of subscription to any thereof other than such. If any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors may determine to offer for subscription to the holders of stock at the time existing.

Nothing herein contained shall be construed as prohibiting the corporation from issuing any shares of authorized but unissued common stock for such consideration as the Board of Directors may determine, provided such issuance is approved by the shareholders of the corporation by a majority of the votes entitled to be cast at any annual or special meeting of shareholders called for that purpose. No such authorized but unissued stock may, however, be issued to the shareholders of the corporation by way of a stock dividend, split-up or in any other manner of distribution unless the same ratable stock dividend, stock split-up or other distribution be declared or made in voting common stock to the holder of such voting common stock at the time outstanding. Each holder of common stock shall be entitled to participate share for share in any cash dividends which may be declared from time to time on the common stock of the corporation by the Board of Directors and to receive pro rata the net assets of the corporation on liquidation.

#### ARTICLE VII :

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The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by the bylaws, and such officers as said directors may at any time elect or appoint. No officer or director need be a shareholder of this corporation. Eight (8) directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified, and of the persons who are to serve as officers until the next annual meeting of the directors or until their successors are elected and qualify, are:

#### **Board of Directors**

-Louis Gordon Lower, II., Chainman Allstate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154

- Peter Hall Heckman Alistate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154
- Michael Joseph Velotta Allstate Plaza West 3100 Sanders Road Northbreok, Illinois 60062-7154

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John Roger Hunter Alistate Plaza West 3100 Sanders Road Northbrook Illinois 60062-715

Keyin Rourke Slawin Allstate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154

Carey Joseph Sylla Allistate Plazz North 2775 Sanders Road Northbrook Illinois 60062-7154

Timothy Nicholas Vander Pas Allstate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154 Thomas Joseph Wilson, IL Allstate Plaza North 2775 Sanders Road Northbrook, Illinois 60062-7154

Officers

Louis Gordon Lower, II, Chief Executive Officer Allstate Plaza West 3100 Sanders Road Northbrook: Illinois 60062-7154

Pete Hall Heckman - President and Chief Operating Officer Allstate Plaza West 3100 Sanders Rowd

Northbrook, Illinois 60062-7154

Michael Joseph Velotta - Vice President, Secretary and General Counsel

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Alistate Plaza West

3100 Sanders Road

Nonthbrook, Illinois 60062-715

James Philip Zils - Treasurer Allstate Plaza West 3100 Sanders Road Nonthbrook, Illinois 60062-7154

Marla Gay Friedman - Vice President Allstate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154

Karen Cassidy Gardner - Vice President Allstate Plaza West 3100 Sanders Road Northbrook, Illinois 6006? 54

ng tan Nakatan. Ng tan Nakatan Kevin Rourke Slawin - Vice President Alistate Plaza West 3100 Sanders Road Northbrook, Illinois 60062-7154

Casey Joseph Sylla - Chief Investment Officer Allstate Plaza North 2775 Sanders Road Northbrook, Illinois 60062-7154

The directors shall have the power to adept, amend, alter and repeal the Bylaws, to manage the corporate affairs and make all rules and regulations expedient for the management of the at fairs of the corporation, to remove any officer and to fill all vacancies occurring in the Board of Directors and offices for any cause, and to appoint from their own number an executive committee and other committees and vest said committees with all the powers permitted by the Hylaws.

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#### ARTICLE VIII

The Corporation may indemnify any person as permitted by the laws of the State of Arizona, and as further specified in its Bylaws, including the power-to-purchase and maintain-insurance-to indemnify the corporation for any obligation which it may incur as a result of such indemnification.

#### ARTICLE IX

All directors of the corporation shall be elected at the annual meeting of the shareholders, which shall be held on the third Tuesday of February of each year or such other date and time as may be determined by the Board of Directors, unless such day falls on a holiday, in which event the

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regular annual meeting shall be held on the next succeeding business day.

#### ARTICLEX

The registered office of business of the corporation shall be located in the City of Phoenix, Maricopa County, Arizona, but it may have other places of business and transact business, and its Board of Directors or shareholders may meet for the transaction of business, at such other place or places within or without the State of Arizona which its Board of Directors may designate.

#### ARTICLENI

The fiscal year of the corporation shall be the calendar year.

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### ARTICLEXI

In no event shall the corporation incur indebtedness in excess of the amount authorized by

## ARTICLE XIII

The shares of the corporation, when issued, shall be non-assessable, except to the extent required by the Constitution, specifically, but not in limitation thereof, as provided by Anticle XIV. Section 11 of the Constitution of the State of Arizona and the laws of the State of Arizona.

### ARTICLEXIV

The private property of the chareholders, directors and officers of the corporation shall be forever exempt from debis and obligations of the corporation.

#### ARTICLEXY

The Bylaws of the corporation may be repealed, altered amended, or substitute Bylaws may be adopted, by the directors or the shareholders, in accordance with the provisions contained in said Bylaws.

#### ARTICLE XVI

J. Michael Low of 2999 North 44th Street, Suite 250, Phoenix, Arizona, 85018, having been a bona fide resident of Arizona for at least three (3) years, is hereby appointed the statutory agent of this corporation in the State of Arizona, upon whom notices and processes, including service of summons, may be served, and which, when so served shall have lawful personal service on the

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corporation. The Board of Directors may revoke this appointment at any time, and shall fill the vacancy in such position whenever one exists.

#### ARTICLE XVII

The names and addresses of the incorporators of the corporation are:

J. Michael Low Low & Childers, P.C. 2999 North 44th Street, Suite 250 Phoenix, Arizona 85018

S. David Childers Low & Childers, P.C. 2999 Nonth 44th Street, Suite 250 Phoenix, Arizona 85018

Steven R. Henry Low & Childers, P.C. 2999 North 44th Street, Suite 250 Phoenix, Arizona 85018

Kathleen T. Newcomb Low & Childers, P.C. 2999 Nonth 44th Street, Suite 250 Phoenix, Arizona 85018

Charles R. Bassett Low & Childers, P.C. 2999 North 44th Street, Suite 250 Phoenix, Arizona 85018

the second s

All individual incorporators are eighteen (18) years of age or older.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Amended and Restated Articles of Incorporation and Articles of Redomestication to the Arizona Corporation Commission for filing.

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Sent Dy: LOW & CHILDERS- 6028088835; 1273: /98 10:2000; Loter #115; Page 2/3 12/31/38 SISSAN; 10 1/32/137. 20 3/3

> IN WITNESS WHEREOF, I bercurio affix my signature as of the 25 day of December , 1998 for these Articles

> > Northbrook Life Insurance Company

Michon Alech

Michael J. Velot Secretary

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entre al contrata de la contrata de IN WITNESS WHEREOF, we hereunto affix our signatures as of the day of , 199\_\_\_ J. Michael Low S. David Childers Lattler Steven R. Henry Kathleen T. Newcomb Charles R. Bassett Subscribed, swom to and acknowledged before me this AF\_dinor Prover 199 ú Notary Public perspires: C-285726 1.24 ff , e, . . . . ·. •. • 8 031.98 Funktille ( Sala Bala Lana 

### APPOINTMENT OF STATUTORY AGENT

Ş.,

I, J. Michael Low, being a resident of the State of Arizona for at least three (3) years preceding this appointment, do hereby accept appointment as Statutory Agent for Northbrook Life Insurance Company in accordance with the Arizona Revised Statutes until appointment of a successor Statutory Agent and removal.

DATED, this 21st day of DeemLes 199 F.

THE REAL PROPERTY OF THE PROPE

J. Michael Low, Esq. Low & Childers, P.C.

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STATE OF ARIZONA CORPORATION COMMISSION



I hereby certify this to be a true and complete copy of the document filed in this office and admitted to record in File No.

Dated: 7-14-2000 By: Ole Reg allono