

850400

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

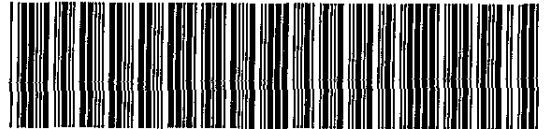
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10/29/02--01078--024 **35.00

02 OCT 28 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

10/30/02
Amend
+ NIC
JF

**Lyndon Life Insurance Company
20 N. Martingale Road, Suite 200
Schaumburg, Illinois 60173**

Suzanne C. Arundale Craig, FLMI, ACS
Paralegal

Voice – 847.517.2351

Fax – 847-517-2399

Email: Sarundale@xlai.com

VIA FEDERAL EXPRESS

September 13, 2002

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399-0250

RE: Name Change – Lyndon Life Insurance Company
to XL Life Insurance and Annuity Company

Dear Sir or Madam:

Lyndon Life Insurance Company has legally changed its name to XL Life Insurance and Annuity Company effective September 25, 2002.

Enclosed are certified copies of the Amended Articles of Incorporation, Amended By-Laws and evidence of approval of our domiciliary state of Illinois.

The Company's Statutory Home Office contact information will remain:

XL Life Insurance and Annuity Company
20 N. Martingale Road
Suite 200
Schaumburg, IL 60173
(800) 394-3909

The Agent for Service of Process also remains the same.
Should you have any questions, please contact me at 800.394.3909, ext 351, or via email at Sarundale@xlai.com.

Thank you for your assistance in this matter.

Very truly yours,


Suzanne Arundale Craig
Paralegal



XL Life and Annuity
20 N. Martingale Road
Suite 200
Schaumburg, IL 60173
Tel: 800.394.3909
Fax: 847.517.2399

VIA FEDERAL EXPRESS

October 18, 2002

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Name Change from Lyndon Life Insurance Company to XL Life Insurance and Annuity Company

Dear Sir or Madam:

In response to your request, enclosed is our check number 0000012874 in the amount of \$35.00 for processing the name change request.

Should you have any questions, please contact me at 800-394-3909, ext. 351, or via email at Sarundale@xlai.com.

Very truly yours,


Suzanne Arundale Craig, FLMI, ACS
Paralegal

Enclosures



LIFE AND ANNUITY

XL Life and Annuity
20 N. Martingale Road
Suite 200
Schaumburg, IL 60173
Tel: 800.394.3909
Fax: 847.517.2399

VIA FEDERAL EXPRESS

October 25, 2002

Susan Payne
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Name Change – Lyndon Life Insurance Company to XL Life Insurance and Annuity Company

Dear Ms. Payne:

As discussed in our telephone conversation earlier this week, enclosed please find the requested application to change the Corporate Name.

I thank you for your assistance in completing this transaction.

Sincerely,


Suzanne Arundale Craig, FLML, ACS
Paralegal

Enclosure

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)

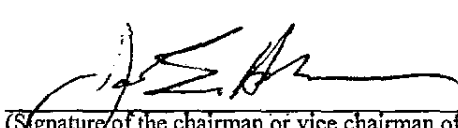
850400

(Document number of corporation (if known))

1. Lyndon Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Missouri 3. 9-17-81
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/25/02
5. XL Life Insurance and Annuity Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Illinois
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

James E. Hohmann

(Typed or printed name)

10/23/02
(Date)

President & CEO

(Title)

FILED
02 OCT 28 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: **SEP 04 2002**

Nat. Shapiro
Director of Insurance

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LYNDON LIFE INSURANCE COMPANY
(the "Company")

The undersigned, pursuant to action by the Board of Directors of the Company, does hereby execute and acknowledge the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Company shall be:

XL Life Insurance and Annuity Company

ARTICLE II

The Company was originally incorporated on February 21, 1978 under the laws of the State of Missouri, pursuant to the provisions of Chapter 376 of the Revised Statutes of Missouri (1975). The Company is reorganized pursuant to Illinois Insurance Code, Article XII, "Domestication of Foreign and Alien Companies".

ARTICLE III

The principal office of the Company shall be in the Village of Schaumburg, County of Cook, State of Illinois. The Company may transact business from time to time in any state or country in which it hereafter becomes fully qualified for the business to be undertaken.

ARTICLE IV

The duration of the Company's existence shall be perpetual.

ARTICLE V

The purpose of the Company shall be to make, write, issue and transact the kinds of insurance business classified under Illinois Insurance Code, Section 4, Clauses (a) and (b) of Class 1.

The foregoing enumeration of the purpose of the Company shall not be held to limit or restrict the power of the Company to carry out any other business activity reasonably complementary or supplementary to the Company's insurance business either

to the extent necessary or properly incidental to the provision of the Company's insurance business or to the extent approved by the Illinois Director of Insurance.

ARTICLE VI

(a) The Board of Directors shall exercise the corporate powers and manage the business and affairs of the Company.

(b) The number of directors of the Company shall be as provided in the By-laws, but shall be no less than three (3) and no more than twenty-one (21). Each director shall be at least eighteen (18) years of age and at least three (3) of the directors shall be residents and citizens of the State of Illinois. At least 20%, but not less than one, of the directors shall be persons who are not officers or employees of the Company.

(c) Directors shall be elected at each annual meeting of shareholders for a term of one year. Any vacancy in the Board of Directors due to death, resignation, removal or otherwise, may be filled by the vote of the shareholders at an annual meeting of shareholders or a special meeting of shareholders called for that purpose. In all elections for directors, every shareholder of common shares has the right to vote, in person or by proxy, for the number of common shares owned by such shareholder, for as many candidates as there are directors to be elected, or to cumulate such shares, and give one candidate as many votes as the number of directors multiplied by the number of such shares equals, or to distribute such votes on the same principle among as many candidates as such shareholder thinks fit.

ARTICLE VII

(a) The capital stock of the Company is of one class entitled "Common Stock".

(b) The amount of authorized capital of the Company shall be Nine Million Dollars (\$9,000,000). The aggregate number of shares which the Company shall be authorized to issue shall be Ninety Thousand (90,000) shares with a par value of One Hundred Dollars (\$100) per share. The aggregate number of shares currently issued and outstanding is 50,000.

(c) The Board of Directors shall have the power to authorize the issuance or sale from time to time of authorized but unissued shares or the increase of the par value of the Company's shares on such conditions and terms as the Board of Directors may determine, subject to the provisions of the Illinois Insurance Code.

(d) The Company shall at all times maintain a paid-up capital of not less than One Million Dollars (\$1,000,000) and a surplus of not less than Five Hundred Thousand Dollars (\$500,000).

ARTICLE VIII

(a) The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director, officer, employee or agent of the Company, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

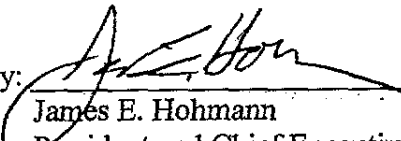
(b) The Company may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in the Company's favor by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

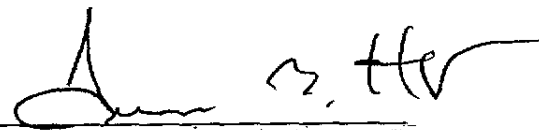
(c) The Company may indemnify any person to the full extent permitted by the Illinois Insurance Code, including by the By-laws of the Company or otherwise.

ARTICLE IX

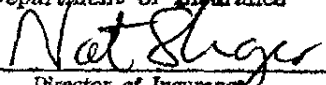
The Company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to similar domestic insurance companies organized or incorporated in Illinois.

IN WITNESS WHEREOF, these Amended and Restated Articles of
Incorporation have been executed, acknowledged and sworn to on this 14th day of
August, 2002.

By: 
James E. Hohmann
President and Chief Executive Officer

Attest: 

(CORPORATE SEAL)

Approved	<u>8/22/02</u>
to be effective September 25, 2002.	
State of Illinois	
Department of Insurance	
by:	<u></u>
Director of Insurance	



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

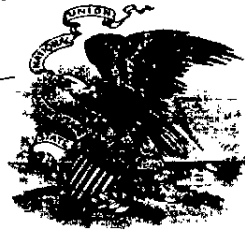
In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: SEP 04 2002

Pat Shapp
Director of Insurance

AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



Whereas, the XL LIFE INSURANCE AND ANNUITY COMPANY

located at SCHAUMBURG, in the State of Illinois
has complied with all the requirements of the "Illinois Insurance Code" applicable to said
Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois,
do hereby authorize the said Company to transact its appropriate business as set forth
under Clause(s) (a) and (b) of Class 1

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws
thereof.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Seal
of my office. Done at the City of
Springfield, this 22nd day of
August, 20 02,
to be effective September 25, 2002.

Nat Shapo
Nathaniel S. Shapo, Director of Insurance