

854120

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

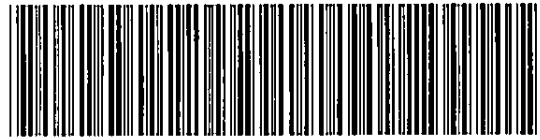
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Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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N/C Amend

2003 JUN -6 PM 12 44
CLERK OF STATE
TOLSON

FILED

*00789, 00524, 00671



February 22, 2023

To whom it may concern,

Re: Great American Life Insurance Company
Corporate Amendment Application to Change Company Name after Domicil Approval

Dear regulator:

Great American Life Insurance Company ("Great American Life") is an Ohio domiciled life insurance company with a certificate of authority with life, accident and health, annuities and variable authority. On May 28, 2021, Great American Life Insurance Company was acquired by Massachusetts Mutual Life Insurance Company from American Financial Group.

The Corporate Amendment Application has been submitted and approved by the Florida DOI through the UCAA. Please find the enclosed requested information for Great American Life's application to change the company name from Great American Life Insurance Company to MassMutual Ascend Life Insurance Company for the Secretary of State in Florida. Please note the name change has been approved in the domicile state of Ohio and we are requesting an effective date of October 3, 2022.

Thank you for your consideration of this Corporate Amendment Application.

Very truly yours,

A handwritten signature in black ink, appearing to read "Debra Ashley". The signature is fluid and cursive, with a long horizontal stroke at the end.

Debra Ashley
Legal Consultant
Massachusetts Mutual Life Insurance Company

Enclosures

MassMutual Ascend

Life Insurance Company

Administrative Mailing Address: P.O. Box 5420, Cincinnati, Ohio 45201-5420

May 26, 2023

To Ms. Annette Ramsey,

Re: Great American Life Insurance Company
Corporate Amendment Application to Change Company Name after Domicile Approval

Dear Ms. Ramsey:

Please find the enclosed requested information for Great American Life's application to change the company name from Great American Life Insurance Company to MassMutual Ascend Life Insurance Company for the Secretary of State in Florida. In an abundance of caution, I have supplied numerous documents showing the name change in its domicile state of Ohio to ensure a speedy application process.

Thank you for your consideration of this Corporate Amendment Application.

Very truly yours,



Debra Ashley
Legal Consultant
Massachusetts Mutual Life Insurance Company

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 11, 2023

ROB EARLE
MASSMUTUAL ASCEND LIFE INSURANCE COMPANY
P.O. BOX 5420
CINCINNATI, OH 45201

SUBJECT: GREAT AMERICAN LIFE INSURANCE COMPANY
Ref. Number: 854120

We have received your document for GREAT AMERICAN LIFE INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a certified copy from Ohio showing the name change.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 423A00010681

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Name Change for Great American Life Insurance Company

Name of Corporation

DOCUMENT NUMBER: Great American Life Insurance Company

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rob Earle

Name of Contact Person

MassMutual Ascend Life Insurance Company

Firm/Company

P.O. Box 5420

Address

Cincinnati, Ohio 45201

City/State and Zip Code

rearle@mmascend.com

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

For further information concerning this matter, please call:

Debra Ashley

at (413) 310-6059

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

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

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
JUN - 6 PM 12 44
DEPT. OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Great American Life Insurance Company

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

2. Ohio

(Incorporated under laws of)

3. 5/5/1961

(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? October 3, 2022

5. MassMutual Ascend Life Insurance Company

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

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

not applicable

(New duration)

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

not applicable

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent not applicable

(Florida street address)

New Registered Office Address: not applicable

(City)

_____, Florida

(Zip Code)

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

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

Signature of New Registered Agent, if changing

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

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
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Articles of Incorporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY

FIRST. The name of the company shall be MassMutual Ascend Life Insurance Company (the "Company").

SECOND: The place in the State of Ohio where the Company's principal office is located is the city of Cincinnati in Hamilton County, Ohio.

THIRD. The purposes for which the Company is organized shall be:

(a) To make insurance upon the lives of individuals, and to transact every type of insurance allowed by Section 3911.01 of the Ohio Revised Code;

(b) To invest and reinvest its capital, surplus and accumulations in such investments as may now or in the future be permitted by law as investments of legal reserve life insurance companies; and

(c) To do all things necessary and proper to carry out the above purposes and to possess and have the right to exercise all powers and rights now or hereafter conferred by law upon domestic legal reserve life insurance companies under the laws of the State of Ohio.

FOURTH. All corporate powers of the Company shall be exercised by the Board of Directors and the Officers selected by the Board of Directors.

FIFTH. The number of Directors shall not be less than five nor more than twenty-one with the number of directors to be elected at any meeting of shareholders to be fixed by the shareholders at said meeting.

SIXTH. This corporation shall have Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors.

SEVENTH. Vacancies among Directors shall be filled either by a majority vote of the remaining Directors or by a majority of shareholders entitled to vote, and the succeeding Director shall fill the unexpired term of the Director he is replacing. Vacancies among Officers shall be filled by the President. The succeeding Officer shall serve until the next annual meeting.

EIGHTH. The total number of shares which the Company shall be authorized to have outstanding shall be 1,200,000. All of these shares shall be Common Stock with a par value of \$7.50 per share. Stated capital shall be \$1,507,500.00

Articles of Incorporation

NINTH. No holder of any shares of the Company shall have any preemptive rights to subscribe for or to purchase any shares of the Company of any class, whether such shares or such class be now or hereafter authorized, or to purchase or subscribe for any security convertible into, or exchangeable for, shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

TENTH. The Company, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as maybe agreed upon between the Company and any selling shareholder.

ELEVENTH. The affirmative vote of shareholder entitled to exercise a majority of the voting power shall be required to amend these Articles of Incorporation, approve mergers and to take any other action which by law must be approved by a specified percentage of all outstanding shares entitled to vote.

TWELFTH. The provisions of Section 1701.831 of the Ohio Revised Code or any successor provisions relating to control share acquisitions shall not be applicable to the Company.

THIRTEENTH. These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation of the Company as heretofore amended and/or restated.

Office of Risk Assessment
50 West Town Street
Third Floor - Suite 300
Columbus, Ohio 43215
(614)644-2658
Fax(614)644-3256
www.insurance.ohio.gov

Ohio Department of Insurance

Mike DeWine - Governor

Judith French - Director



Certificate of Compliance

Issued 02/14/2023

Effective 04/02/2022

Expires 04/01/2023

I, Judith French, hereby certify that I am the Director of Insurance in the State of Ohio and have supervision of insurance business in said State and as such I hereby certify that

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY

of Ohio is duly organized under the laws of this State and is authorized to transact the business of insurance under the following section(s) of the Ohio Revised Code:

Section 3911.01

Accident & Health

Annuities

Life

Variable Authority

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY certified in its annual statement to this Department as of December 31, 2021 that it has admitted assets in the amount of \$38,381,318,191, liabilities in the amount of \$35,503,197,569, and surplus of at least \$2,878,120,622.

IN WITNESS WHEREOF, I have hereunto subscribed my name and caused my seal to be affixed at Columbus, Ohio, this day and date.

By-laws

CERTIFICATE

The undersigned, Corporate Secretary of Great American Life Insurance Company (the "Company"), hereby certifies, as of the date hereof, as follows:

1. I am the duly elected, qualified and acting Corporate Secretary of the Company; and

3. On January 12, 2022, the Board of Directors of Great American Life Insurance Company adopted and approved the Amended and Restated Articles of Incorporation and Amended and Restated Code of Regulations; and

8. The attached copy of the Amended and Restated Articles of Incorporation and Amended and Restated Code of Regulations dated January 12, 2022 are true and correct copies and remain in full force and effect.

IN WITNESS WHEREOF, I hereunto set my hand of the Company this 19th day of April 2022.



DocuSigned by:
John P. Gruber
009F98D58AB244A ..

John P. Gruber

Corporate Secretary

Articles of Incorporation



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/08/2022	202206700650	AMENDED/RESTATED ARTICLES (AMA)	50.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

VERA RAY
P.O. BOX 5420
CINCINNATI, OH 45201

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
306513

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 03/08/2022

Document No(s):

202206700650



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
8th day of March, A.D. 2022.

Ohio Secretary of State

Certificate of Authority

Effective Date: March 28, 1983

Expiration Date: April 1, 2023

State of Ohio
Department of Insurance
Certificate of Authority

This is to Certify, that

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY

NAIC No. 63312

is organized under the laws of this State as of December 29, 1961 and is authorized to issue policies and transact business under the following section(s) of the Ohio Revised Code:

Section 3911.01

Accident & Health

Annuities

Life

Variable Authority

This Certificate of Authority is subject to the laws of the State of Ohio



Mike DeWine, Governor

Certificate of Authority

Judith L. French

Judith French, Director

Certificate of Authority

MASSMUTUAL ASCEND LIFE INSURANCE COMPANY
Box 5420
Cincinnati, OH 45202