

F000000007149

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The U.S. Branch of Clarica Life Insurance Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James R. Smith

(Name of Person)

The U.S. Branch of CLarica Life Insurance Company

(Firm/Company)

13890 Bishop's Drive, Suite 300, PO Box 503

(Address)

Brookfield, Wisconsin 53008-0503

(City/State/Zip)

000003471550--8

-11/20/00--01161--001

*****87.50 *****87.50

Should you need to call someone concerning this matter, please call:

Tami Boncher

(Name of Person)

at (262) 797-3916

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

FILED
00 DEC 26 AM 10:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

W-2833/
F-7149

11p

Clarica U.S. Inc.

13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Tel 262 797-3900
Fax 262 797-3919
www.clarica-us.com



CLARICA™

November 6, 2000

Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Certificate of Status

Dear Sir or Madam:

The U.S. Branch of Clarica Life Insurance Company is in the process of assembling the application materials to apply for accredited reinsurer status in the State of Florida. As a part of the application requirements, we must submit an original Certificate of Status from the Florida Department of State.

I have enclosed a *Transmittal Letter* and an *Application by Foreign Corporation for Authorization to Transact Business in Florida*. Also enclosed is check number 3664 for \$87.50 (\$70.00 registration fee + \$8.75 certificate of status + \$8.75 certified copy of application). Please send the Certificate of Status and the certified copy of the application to my attention.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Tami Boncher

Tami Boncher
Paralegal

Enclosures

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00 DEC 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 2000

JAMES R. SMITH
THE U.S. BRANCH OF CLARICA LIFE INSURANCE
13890 BISHOP'S DRIVE, SUITE 300
BROOKFIELD, WI 53008-0503

SUBJECT: THE U.S. BRANCH OF CLARICA LIFE INSURANCE COMPANY
Ref. Number: W00000028331

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00 DEC 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE U.S. BRANCH OF CLARICA LIFE INSURANCE COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 800A00060883

Clarica U.S. Inc.

13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Tel 262 797-3900
Fax 262 797-3919
www.clarica-us.com



CLARICA™

December 8 2000

Mr. Lee Rivers
Document Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: The U.S. Branch of Clarica Life Insurance Company
Ref. Number: W00000028331

Dear Mr. Rivers:

Your November 30, 2000 letter to James R. Smith has been referred to me for response. Enclosed you will find the documents and revisions you have requested. Please note that the Michigan Secretary of State does not regulate insurance companies in Michigan. Furthermore, the Michigan Insurance Bureau does not issue a Certificate of Status or a Certificate of Fact. I have enclosed a letter from the Michigan Insurance Bureau evidencing this. In light of this, I have enclosed a Certificate of Compliance, which I am told is the same document as a Certificate of Status.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Tami Boncher

Tami Boncher
Paralegal

Enclosures

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TALLAHASSEE FLORIDA



State of Michigan
John Engler, Governor

Department of Consumer & Industry Services
Kathleen M. Wilbur, Director

AUG 24 2000

Insurance Bureau
Frank M. Fitzgerald, Commissioner

P.O. Box 30220
Lansing, Michigan 48909-7720
Toll Free (877) 999-6442
Lansing Area (517) 373-0220
Web Site: www.cis.state.mi.us/ins

August 21, 2000

Ms. Tami Boncher
Paralegal
Clarica Life Reinsurance
13890 Bishops Drive, Suite 300
Brookfield, WI 53005

RE: Clarica Life Reinsurance Company
NAIC No. 97071

Dear Ms. Boncher:

This is in response to your request dated August 16, 2000 requesting a "Certificate of Fact".

Insurance Companies licensed in the state of Michigan are regulated by the Michigan Division of Insurance and are not required to file any thing with the Secretary of State. The Michigan Division of Insurance does not provide a "Certificate of Fact".

This will confirm that Clarica Life Reinsurance Company changed its name from Sun Life of Canada Reinsurance Company (U.S.) to Clarica Life Reinsurance Company effective June 19, 2000. Amended Articles of Incorporation were issued to reflect this change. Please contact this office if you need a certified copy of these articles.

If you have further questions, I can be reached at 517-335-2062.

Sincerely,

Sue A. Houseman
Application Coordinator
Financial Evaluation & Admissions Division

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00 DEC 26 AM 10:49
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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 11, 2000

JAMES R. SMITH
THE U.S. BRANCH OF CLARICA LIFE INSURANCE
13890 BISHOP'S DRIVE, SUITE 300
BROOKFIELD, WI 53008-0503

SUBJECT: THE U.S. BRANCH OF CLARICA LIFE INSURANCE COMPANY
Ref. Number: W00000028331

We have received your document for THE U.S. BRANCH OF CLARICA LIFE INSURANCE COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for correcting your application and returning the certificate from Michigan. Line 2 of your application says that the corporation is a Canadian corporation; therefore, the certificate we require must be issued in Canada.

Also, please note that the name in line 1 of your application must be identical to the name as it appears on your certificate; if "The U.S. Branch of" is not part of the actual corporate name, it should not appear on line 1.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 800A00062298

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TALLAHASSEE FLORIDA

Clarica U.S. Inc.

13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Tel 262 797-3900
Fax 262 797-3919
www.clarica-us.com



CLARICA™

December 19, 2000

Mr. Lee Rivers
Document Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: The U.S. Branch of Clarica Life Insurance Company
Ref. Number: W00000028331

Dear Mr. Rivers:

Your December 11, 2000 letter to James R. Smith has been referred to me for response. Below is information responsive to the issues raised in your letter.

Line 2 of your application says that the corporation is a Canadian corporation; therefore, the certificate we require must be issued in Canada.

Please also notice that line 2 states that the company has used Michigan as its port of entry. Therefore, the company is domiciled in Michigan. As a result, the State of Michigan is responsible for issuing a certificate of authority to the company. Furthermore, since the company is a **United States** branch, Canada would not issue such a certificate.

Also, please note that the name in line 1 of your application must be identical to the name as it appears on your certificate; if "The U.S. Branch of" is not part of the actual corporate name, it should not appear on line 1.

Please review the Certificate of Authority from Michigan. You will see that the name on the Certificate of Authority is *United States Branch of Clarica Life Insurance Company*. I have modified line 1 to accommodate your request.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Tami Boncher

Tami Boncher
Paralegal

Enclosures

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TALLAHASSEE FLORIDA

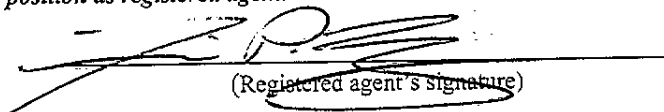
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. United States Branch of Clarica Life Insurance Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Canada (using MI as a port of entry) 3. 98-6000218
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 19, 1868 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 13890 Bishop's Drive, Suite 300, PO Box 503
Brookfield, Wisconsin 53008-0503
(Current mailing address)
8. Approved Reinsurer
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable) SEE ATTACHED

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James R. Smith
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James R. Smith U.S. Manager
(Typed or printed name and capacity of person signing application)

CLARICA LIFE INSURANCE COMPANY

OFFICERS

Name	Title	Address
Astley, Robert Murray	President and Chief Executive Officer	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Brooks, Douglas Warren	Vice President and Chief Actuary	227 King Street S, Waterloo, ON, Canada, N2J 4C5
De Longhi, Cynthia Marion	Vice President, Corporate Finance	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Duncan, Mary Elizabeth	Vice President, General Counsel and Corporate Secretary	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Saint-Onge, Hubert	Senior Vice President, Strategic Capabilities	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Smith, James Robert	U.S. Manager (U.S. Branch)	13890 Bishops Drive, Suite 300, Brookfield, WI 53005
Stramaglia, Michael Peter	Executive Vice-President, Reinsurance and Chief Investment Officer	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Triller, Barry John	Executive Vice President, Canadian Customers	227 King Street S, Waterloo, ON, Canada, N2J 4C5

DIRECTORS

Name	Title	Address
Astley, Robert Murray	Director	227 King Street S, Waterloo, ON, Canada, N2J 4C5
Audet, Louis Victor	Director	1 Place Ville-Marie #3636, Montréal, QC, Canada H3B 3P2
Cooper, William Press	Director	2381 Bristol Circle, Suite C-200, Oakville, ON, Canada L6H 5S9
Eyton, Rhys Tudor	Director	Ste 1550-355 Burrard St., Vancouver, BC, Canada V6C 2G8
Freedman, Martin Herbert	Director	3000-360 Main Street, Winnipeg, MB, Canada R3C 3Z3
Ganong, David Alison	Chairman of the Board	One Chocolate Drive, St. Stephen, NB, Canada E3L 2X5
Gibara, Germaine	Director	1470 Peel Street, Suite 200, Montreal, QC, Canada H3A 1T1
Hoege, Krystyna Theresa	Director	193 Yonge Street, Toronto, ON, Canada M5B 1M8
Hungerford, George William	Director	#2100-505 Burrard Street, Vancouver, BC, Canada V7X 1R4
Kesner, Idalene Fay	Director	1309 East 10th Street, Bloomington, IN 47405-1701
Lacey, John Stewart	Director	4126 Norland Avenue, Burnaby, BC, Canada V5G 3S8
Maxwell, Judith Barbara Jane	Director	Suite 600 - 250 Albert Street, Ottawa, ON, Canada K1P 6M1
Robertson, Norman William	Director	919 - 11 Avenue SW, Calgary, AB, Canada T3E 6J2
Schmidt, Steven Mark	Director	150 North Martingale Road, Schaumburg, IL 60173
Smith, James Hamilton	Director	1520 Bayview Road, Oakville, ON, Canada L6L 5L8
Southwell, David Albert	Director	183 Bay Street, Toronto, ON, Canada M5G 2E1
Wright, William John	Director	160 Bloor Street E, Suite 610, Toronto, ON, Canada M4W 1B9

00 DEC 26 AM 10:14 '99
FILED
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

CERTIFICATE OF COMPLIANCE

Effective Date: November 7, 2000

THIS IS TO CERTIFY, that the

UNITED STATES BRANCH OF
CLARICA LIFE INSURANCE COMPANY
(stock insurer of Canada)
(Port of Entry - Michigan)
NAIC No. 81914

is organized under the laws of this State and is authorized to issue policies and transact business under the following Sections of the Insurance Code of 1956, as amended:

Chapter 06 - Section 602 - Life & Annuities
Chapter 06 - Section 606 - Disability



CERTIFIED COPY

November 07, 2000

Marilyn Rzepka

Office of Financial Evaluation

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00 DEC 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA