

FO 9000005259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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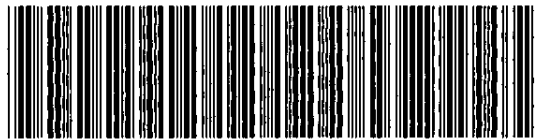
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

Ep 12/30/09



Megan L. Carlson
Sr. Paralegal
Law Department

Sun Life Assurance Company
of Canada (U.S.)
2335
One Sun Life Executive Park
Wellesley Hills, MA 02481-5699
Tel: (781) 446-1173
(800) 786-5433 ext. 1173
Fax: (781) 237-0707
megan.carlson@sunlife.com

VIA OVERNIGHT MAIL

December 28, 2009

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Sun Life Financial (U.S.) Services Company, Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida**

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of Sun Life Financial (U.S.) Services Company, Inc., along with the required filing fee in the amount of \$70.00.

If you have any questions, please do not hesitate to contact me at the above referenced numbers.

Sincerely,

A handwritten signature in black ink, appearing to read "Megan L. Carlson", with a long, sweeping horizontal line extending to the right.

Megan L. Carlson
Sr. Paralegal

Sun Life Assurance Company of Canada (U.S.)
is a member of the Sun Life Financial group of companies.

www.sunlife-usa.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sun Life Financial (U.S.) Services Company, Inc.
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," or "Certificate of Good Standing" 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:

Megan Carlson
Name of Person
Sun Life Financial
Firm/Company
One Sun Life Executive Park, SC 2335
Address
Wellesley Hills, MA 02481
City/State and Zip code
megan.carlson@sunlife.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Megan Carlson at (781) 446-1173
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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 Cop ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Sun Life Financial (U.S.) Services Company, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 26-3730703
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 5, 2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. One Sun Life Executive Park, Wellesley Hills, MA 02481
(Principal office address)
- One Sun Life Executive Park, Wellesley Hills, MA 02481
(Current mailing address)
8. Human resources services company
(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 NOT acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, , Florida 33324
(City) (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.

By: C T Corporation System TRACI HOUCK
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ronald H. Friesen

Address: One Sun Life Executive Park

Wellesley Hills, MA 02481

Vice Chairman: _____

Address: _____

Director: Scott M. Davis

Address: One Sun Life Executive Park

Wellesley Hills, MA 02481

Director: Sean N. Woodroffe

Address: One Sun Life Executive Park

Wellesley Hills, MA 02481

B. OFFICERS

President: Westley V. Thompson, President, SLF U.S.

Address: One Sun Life Executive Park

Wellesley Hills, MA 02481

Vice President: Sean N. Woodroffe, Vice President, Human Resources

Address: One Sun Life Executive Park

Wellesley Hills, MA 02481

Secretary: Michael S. Bloom

Address: One Sun Life Executive Park, Wellesley Hills, MA 02481

Treasurer: Ronald H. Friesen, Sr. Vice President & Chief Financial Officer & Treasurer

Address: One Sun Life Executive Park, Wellesley Hills, MA 02481

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

12/28/09

14. Michael S. Bloom, Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Schedule A
Sun Life Financial (U.S.) Services Company, Inc.

Directors

Scott M. Davis

Director

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Ronald Hiebert Friesen

Director

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Sean N. Woodroffe

Director

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Officers

Ronald Hiebert Friesen

Senior Vice President and Chief Financial Officer and Treasurer

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

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Schedule A
Sun Life Financial (U.S.) Services Company, Inc.

Westley Vander Thompson

President, SLF U.S.

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Michael S. Bloom

Secretary

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Alyssa M. Gair

Assistant Secretary

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481

Matthew Stephen MacMillen

Vice President, U.S. Tax

Primary Address

One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

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TALLAHASSEE, FLORIDA

Schedule A
Sun Life Financial (U.S.) Services Company, Inc.

Douglas Charles Miller

Vice President and Controller

Primary Address

One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United
States)

Maura Elizabeth Slattery Machold

Vice President, Management Effectiveness

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United
States)

Sean N. Woodroffe

Vice President, Human Resources

Primary Address

Sun Life Financial
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United
States)

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN LIFE FINANCIAL (U.S.) SERVICES COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7665866

DATE: 11-30-09