

F18000005567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

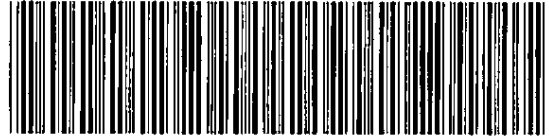
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KUTAKROCK

Kutak Rock LLP
8601 North Scottsdale Road, Suite 300, Scottsdale, AZ 85253-2738
office 480.429.5000

Erin Dunne
480.429.7193
Erin.Dunne@KutakRock.com

August 4, 2023

VIA FEDERAL EXPRESS

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

Re: Foreign Corporation
Amendment to Application for Authorization to Transact Business in Florida
Langhorne Reinsurance (Arizona) Ltd Inc.

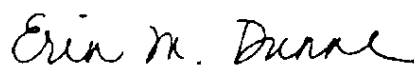
Ladies and Gentlemen:

Please file the enclosed Articles of Amendment for Langhorne Reinsurance (Arizona) Ltd Inc. to effectuate the Name Change to Entrada Life Insurance Company. I have enclosed certified copies of the Restated Articles of Incorporation from Arizona approving the name change.

Enclosed is our check in the amount of \$52.50 representing the filing fee, Certificate of Status & Certified Copy. I have also enclosed a FedEx label to return the documents at your earliest convenience.

If you have any questions, please call me at the number above. Thank you for your assistance.

Sincerely,



Erin M. Dunne,
Paralegal

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Langhorne Reinsurance (Arizona) Ltd Inc.

Name of Corporation

DOCUMENT NUMBER: F18000005567

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erin Dunne

Name of Contact Person

Kutak Rock LLP

Firm/Company

8601 N. Scottsdale Road, Suite 300

Address

Scottsdale, AZ 85253

City/State and Zip Code

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

For further information concerning this matter, please call:

Erin Dunne

at (480) 429-7193

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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.)

SECTION I
(1-3 MUST BE COMPLETED)

F18000005567

(Document number of corporation (if known))

1. Langhorne Reinsurance (Arizona) Ltd Inc.

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

2. Arizona

(Incorporated under laws of)

3. 11/14/2018

(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? 2/10/2023

5. Entrada 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.

(New duration)

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

(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

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

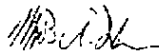
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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

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12/11/11

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark A. Schuman

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE \$35.00

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

RESTATED ARTICLES OF INCORPORATION, 02/10/2023

consisting of 8 pages, is a true and complete copy of the original of said document on file with this office for:

ENTRADA LIFE INSURANCE COMPANY
ACC file number: 00647737

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this 25 Day of July, 2023 A.D.



Douglas R. Clark

Douglas R. Clark, Executive Director

By: *Dina A. Juarez-Serrano*

DINA A. JUAREZ-SERRANO

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION**
FOR-PROFIT CORPORATION
Read the Instructions C012i

1. **ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:
Langhome Reinsurance (Arizona) Ltd

2. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 02/01/2023

3. **APPROVAL OF RESTATED ARTICLES** - check 3.1 or 3.2 (not both) and follow instructions:

3.1 ☐ The restated Articles were approved by the **board of directors without shareholder action**, and shareholder approval was not required or no shares have been issued - go to number 5.

3.2 ☒ The restated Articles contain one or more **amendments that required shareholder approval** - continue with number 4.

4. **APPROVAL OF AMENDMENTS BY SHAREHOLDERS** - If 3.2 is checked, check the appropriate box below concerning shareholder approval of the restated Articles with amendments and follow instructions (review the Instructions C012i for information about voting groups):

- ☒ Approved by shareholders but not voting groups - complete numbers 4.1 and 4.2.
☐ Approved by shareholders *and* voting groups - complete numbers 4.1, 4.2, and 4.3.
☐ Approved by voting group(s) only - complete numbers 4.1 and 4.3.

4.1 **Shares** - list below each class and/or series of shares and the total number of outstanding shares for each class or series (example: common stock, 100 shares). If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Stock	Series: N/A	Total: 250,000
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

4.2 Shareholder Approval - all blanks must be filled in:

Total votes entitled to be cast	Votes in favor that were sufficient for approval of amendments	Votes against amendments
250,000	250,000	0

4.3 Voting groups - all blanks must be filled in *for each voting group*. Review the Instructions C012 for information on voting groups. If more space is needed, check this box ☐ and complete and attach the Voting Attachment form C089.

Voting Group (class / series)	Total votes in voting group	Indisputable votes at meeting	Votes in favor that were sufficient for approval of amendments	Votes against amendments

5. The Restated Articles or Amended and Restated Articles must be attached to or submitted with this Certificate.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.


☒ I ACCEPT

Mark Schuman

2/9/23

Signature

Printed Name

Date

REQUIRED - check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.	I am a incorporator, directors have not been selected or the corporation has not been formed.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: \$25.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3020 or (within Arizona only) 800-345-5819.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LANGHORNE REINSURANCE (ARIZONA) LTD**

ARTICLE I.

NAME

The name of the Corporation shall be changed to "Entrada Life Insurance Company."

ARTICLE II.

PURPOSE

The Corporation is formed as an Arizona general corporation, organized for the purpose of transacting any and all kinds of insurance authorized by law. The Corporation shall also be authorized to transact any and all lawful business for which an insurance corporation may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, subject to the provisions of Arizona Revised Statutes Title 20.

ARTICLE III.

PLACE OF BUSINESS

The street address of the principal/known place of business of the Corporation in the State of Arizona is:

c/o Kutak Rock LLP
8601 N. Scottsdale Road, Suite 300,
Scottsdale, AZ 85253-2738

The Corporation may transact business anywhere designated by the Board of Directors.

ARTICLE IV.

DURATION AND FISCAL YEAR END

The duration of the Corporation shall be perpetual. The fiscal year end of the Corporation shall be December 31 of each year.

ARTICLE V.

AUTHORIZED STOCK

The aggregate number of shares that the Corporation shall be authorized to issue shall be 400,000 shares of common stock, with par value of ten dollars (\$10.00) per share. The shares of the Corporation, when issued, shall be non-assessable, except to the extent required under applicable law.

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO ARIZONA INSURANCE
STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO
TRANSACTION INSURANCE IN ARIZONA ON THIS DATE February 1, 2023.
DOCUMENT CONSISTS OF 5 PAGES, BY Cheryl A. Bond
AUTHORIZED REPRESENTATIVE
FOR THE DIRECTOR OF INSURANCE AND FINANCIAL INSTITUTIONS, STATE OF ARIZONA.

No holder of stock of the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and all such additional shares of stock or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in its absolute discretion, may deem advisable.

ARTICLE VI.
STATUTORY AGENT

The name and address of the statutory agent of the Corporation is:

Corporation Service Company
8825 N. 23rd Avenue, Suite 100
Phoenix, AZ 85021

ARTICLE VII.
BOARD OF DIRECTORS. OFFICERS

The affairs of the Corporation shall be conducted by the Board of Directors, which shall consist of not less than five (5) nor more than fifteen (15) directors; the number shall be determined from time to time by resolution of the shareholders or by a majority of the entire Board of Directors.

The Board of Directors as of the effective date of these Amended and Restated Articles of Incorporation shall consist of five (5) directors, the names and addresses of which are listed below. Each director shall serve until his or her successor is elected and qualified or until his or her earlier resignation or removal as provided in the Corporation's Bylaws.

The names and business addresses of the current directors and officers as of the date these Amended and Restated Articles are initially effective are:

Board of Directors:

Director:	Anant Bhalla 6000 Westown Parkway West Des Moines, IA 50266
Director:	Jeff Lorenzen 6000 Westown Parkway West Des Moines, IA 50266
Director:	James L. Hamalainen 6000 Westown Parkway West Des Moines, IA 50266

Director: Axel André
6000 Westown Parkway
West Des Moines, IA 50266

Director Dewayne Lummus
6000 Westown Parkway
West Des Moines, IA 50266

Officers:

**Chief Executive Officer
and President:** Anant Bhalla
6000 Westown Parkway
West Des Moines, IA 50266

**Chief Risk Officer and
Executive Vice
President:** Jeff Lorenzen
6000 Westown Parkway
West Des Moines, IA 50266

**Chief Investment
Officer and Executive
Vice President:** James L. Hamalainen
6000 Westown Parkway
West Des Moines, IA 50266

**Chief Financial Officer
and Executive Vice
President:** Axel André
6000 Westown Parkway
West Des Moines, IA 50266

**Chief Accounting
Officer and Senior Vice
President:** Dewayne Lummus
6000 Westown Parkway
West Des Moines, IA 50266

**Chief of Staff and
Secretary:** Shari Wood
6000 Westown Parkway
West Des Moines, IA 50266

**Vice President,
Assistant General
Counsel, and Head of
Tax:** Sanjeev Doss
6000 Westown Parkway
West Des Moines, IA 50266

**Vice President and
Chief Compliance
Officer:** Anthony J. Lengeling
6000 Westown Parkway
West Des Moines, IA 50266

Vice President and
Associate General
Counsel, Securities and
Corporate Governance,
and Assistant Secretary:

Mark S. Schuman
6000 Westown Parkway
West Des Moines, IA 50266

Treasurer:

Scott Peterson
6000 Westown Parkway
West Des Moines, IA 50266

Appointed Actuary:

Danny D. Purcell
6000 Westown Parkway
West Des Moines, IA 50266

ARTICLE VIII

ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held on the third Tuesday of May of each year or on such other place, time and date as the Board of Directors shall fix.

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnity. The Corporation shall, to the maximum extent permitted by the laws of Arizona, indemnify any person who is or was a director, officer, employee or agent of the Corporation from and against any and all expenses, judgments, fines, settlements, attorneys fees and other costs and amounts actually and reasonably incurred in connection with any proceeding, as defined in Arizona Corporation law, as it may be amended, arising out of or relating to such person acting in the capacity aforesaid for the Corporation.

Section 2. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person referred to in Section 1 hereof against any liability asserted against such person and incurred by such person in such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, Arizona Corporation law or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangement), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation effective as of February 1, 2023, or on such later date as American Equity Investment Life Holding Company acquired 100% of the outstanding equity interest of the Corporation from Langhorne Holdings LLC.

LANGHORNE REINSURANCE (ARIZONA)
LTD.

By: 

Name: Mark Schuman

Title: Vice President and Associate General Counsel,
Securities and Corporate Governance, and Assistant
Secretary

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions MQQ2I*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):
Entrada Life Insurance Company

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:
Corporation Service Company

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Melissa Clarke

Signature

Melissa Clarke, Asst. V.P.

Printed Name

02/10/2023

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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