

F19 000005120

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

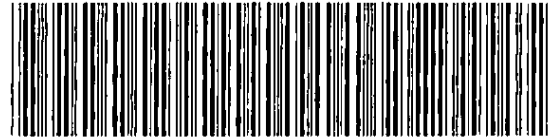
Special Instructions to Filing Officer:

Certificate need for
jurisdiction

Proof a conversion or
merger was done

Office Use Only

Correction through email
10/19/2023 Anissa
Butler



700410559667

FILED

2023 OCT 19 PM 2:32

SECRETARY OF STATE
TALLAHASSEE, FL

06/16/23--01020--021, **35.00

SEP 23 2023

SEP 23 2023

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Oceanview Life and Annuity Company

Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kent Nelson

Name of Contact Person

Oceanview Life and Annuity Company

Firm/Company

410 N. 44th St. Suite 210

Address

Phoenix, AZ 85008

City/State and Zip Code

info@oceanviewinsurance.com

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

For further information concerning this matter, please call:

Kent Nelson

at (833) 656-7455

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.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
2023 OCT 19 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

1. Oceanview Life and Annuity Company

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

2. Colorado

3. 07/07/1980, Replacement Issuance: 12/09/2019

(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? _____

5. _____
(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.

Alabama

(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

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
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

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)	
Ben Faught	Corporate Secretary
(Typed or printed name of person signing)	(Title of person signing)

FILING FEE \$35.00



Oceanview

Oceanview Life and Annuity Company

January 25, 2023

RE: Oceanview Life and Annuity Company Filing Authorization for Milliman
NAIC NO: 68446

To Whom It May Concern:

I hereby authorize Milliman and any authorized representative of Milliman to submit state filings of insurance applications, forms, rates, etc. on behalf of Oceanview Life and Annuity Company.

This authorization includes the power to provide necessary assurances and certifications related to such applications, forms, rates, etc. except as prohibited by law.

This authorization is to be effective until revoked in writing by an authorized representative of Oceanview Life and Annuity Company.

Sincerely,

Pete Rock, CLU, FLMI
Chief Compliance Officer
Cell: 609.651.0264



3000 Bayport Drive
Suite 600
Tampa, FL 33607
USA

Tel +1 813 282 9262
Fax +1 813 282 8278
milliman.com

June 13, 2023

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

RE: Filing Fee Payment to Florida on behalf of Oceanview Life and Annuity Company

Dear Sir/Madam:

We respectfully enclose filing fee check # 14675 in the amount of \$35.00 for the fees due in connection with Oceanview Life and Annuity Company's filing in Florida.

Thank you and your colleagues for your time and effort in reviewing Oceanview Life and Annuity Company's application. Please do not hesitate to contact me via email at laura.helvey@milliman.com or by phone at (813)282-9262 with any questions or requests for additional information.

Respectfully yours,

A handwritten signature in cursive script that reads 'Laura Helvey'.

Laura Helvey
Compliance Consultant
Milliman



3000 Bayport Drive
Suite 600
Tampa, FL 33607
USA

Tel +1 813 282 9262
Fax +1 813 282 8278
milliman.com

September 19, 2023

Florida Department of State
Division of Corporations
ATTN: Anissa Butler
P.O. Box 6327
Tallahassee, FL 32314

RE: Response to Rejection Letter on behalf of Oceanview Life and Annuity Company

Dear Sir/Madam:

We respectfully enclose the Certificate of Existence in response to the request in the attached rejection letter in connection with Oceanview Life and Annuity Company's filing with the Florida Department of State.

Thank you and your colleagues for your time and effort in reviewing Oceanview Life and Annuity Company's application. Please do not hesitate to contact me via email at laura.helvey@milliman.com or by phone at (813)282-9262 with any questions or requests for additional information.

Respectfully yours,

A handwritten signature in cursive script that reads 'Laura Helvey'.

Laura Helvey
Compliance Consultant
Milliman

Wes Allen
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Oceanview Life and Annuity
Company was formed in Alabama on August 18, 2015. The Alabama Entity
Identification number for this entity is 000-588-876. I further certify that the
records do not disclose that said entity has been dissolved, cancelled or terminated.



**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

07/26/2023

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', written over a horizontal line.

20230726000010820

Wes Allen

Secretary of State

Wes Allen
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Conversion filed on behalf of Oceanview
Life and Annuity Company, as received and filed in the Office of the Secretary of
State on 12/29/2022.



20230619000011074

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

06/19/2023

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', is written over a horizontal line.

Wes Allen

Secretary of State

STATE OF ALABAMA

STATEMENT OF CONVERSION FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO REGISTERED DOMESTIC ENTITY (FORMATION OF DOMESTIC ENTITY BY CONVERSION)

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Sections 10A-1-8.01---8.04, Code of Alabama 1975.

INSTRUCTIONS: Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:

*Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.

*Include a check, money order, or credit card payment for the \$100.00 processing fee.

*Must include completed form of Certificate of Formation/Incorporation for the new entity type.

*You may email the filing to miscellaneous.filings@sos.alabama.gov

*Your filing will not be indexed if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).

This form must be typed or the request will be rejected without review.

Information on the converting entity (entity will become the converted entity named in item 2):

1. The name of the converting entity as registered in Alabama (if this is a qualified foreign entity):

OR

The legal name of the entity in jurisdiction of formation (if never registered, the name from the formation documents or business license):

Oceanview Life and Annuity Company

2. Legal name of foreign entity authorized in Alabama under a fictitious name, if applicable:

3. If converting entity is a qualified foreign entity. Alabama Entity ID Number : 000 - 588 - 876
(Format 000-000-000)

INSTRUCTIONS TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov; Click on Business Services (below picture); Click on Business Entity and Name Search, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

This form was prepared by: (type name and full address)

Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
Suite 1700
Birmingham, AL 35203

RECEIVED DATE
DEC 29 2022
SECRETARY OF STATE
OF ALABAMA

(For SOS Use Only)

Alabama
Sec. Of State

Entity Change
000-588-876 F/C
Date 12/29/2022
Time 16:37
221229 11 Pg

File \$100.00
County \$.00
Total \$100.00
02/022

FORMATION OF DOMESTIC ENTITY BY CONVERSION

OR Converting Entity is an Alabama non-filing entity type ☐ and

Type of entity: _____

OR Converting Entity is foreign entity not qualified to do business in Alabama: ☐ and

Type of entity: _____

4. Jurisdiction of formation (state/country if outside of United States): Colorado

5. The title and address of the public office where the certification of formation for the converting entity is filed, if any:

Colorado Secretary of State, 1700 Broadway, Suite 550, Denver CO 80290

Information on the converted entity – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities and Alabama non-filing domestic entities will be issued an Alabama Entity ID Number):

6. The name of the new converted domestic entity resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

Oceanview Life and Annuity Company

The converted name must agree with the converted entity type in accordance with and for purposes of Sections 10A-1-5.01 et seq. The converted name for a Limited Partnership or Limited Liability Limited Partnership must conform to 10A-1-5.05.

7. Street (No PO Boxes) address of converted entity: _____

410 North 44th Street, Phoenix, AZ 85008

Mailing address (if different) _____

8. Name of registered agent for service of process (MUST be physically located in Alabama):

Individual: _____

OR

Organization/Entity name: Corporation Service Company Inc.

9. Street (No PO Boxes) address of registered office: _____

641 South Lawrence Street, Montgomery, AL 36104

COUNTY of above address: _____

Mailing address in Alabama (if different) _____

FORMATION OF DOMESTIC ENTITY BY CONVERSION

NEW CERTIFICATE OF FORMATION/INCORPORATION FORM MUST BE COMPLETED AND ATTACHED

<https://www.sos.alabama.gov/business-entities/business-downloads>

10. The Type of Entity formed by conversion (must check one) and the following attachments must be included with the filing based on type of converted entity:

☒ **Business Corporation:** attachment stating the amount of stock the corporation is authorized to issue and purpose or purposes for which the corporation is formed (10A-2A-2.02)

☐ **Nonprofit Corporation:** attachment stating if the nonprofit corporation is to have members or a statement that there are to be no members; number of initial directors constituting the initial board of directors; and names and addresses of the initial directors (10A-3-3.02)

☐ **Professional Corporation (PC):** attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors; and purpose or purposes for which the corporation is formed (10A-4-1.02); and a statement that the converted entity is formed under 10A-4-2.02.

☐ **Limited Liability Company (LLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01).

☐ **Series Limited Liability Company (SLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)

☐ **Professional Limited Liability Company (PLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)

☐ **Limited Partnership (LP):** the name and the street and mailing address of each general partner must be attached (10A-9A-2.01); and each general partner must sign this formation by conversion document (10A-1-3.04)

☐ **Limited Liability Partnership (LLP):** a brief statement of the business in which the partnership engages (10A-8A-10.01)

☐ **Limited Liability Limited Partnership (LLLP):** by definition the LLLP follows the filing format of the Limited Partnership above (10A-9A-1.02(9) and (11))

☐ **Employee Cooperative Corporation:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

☐ **Real Estate Investment Trust:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

☐ **General Partnership:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

☐ **Not for Profit General Partnership:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

***Must include the terms and conditions of the conversion, including the manner and basis for converting interest in the converting entity into any combination of money, interests in the converted entity, and other consideration allowed in subsection (c). Required by 10A-1-8.01(b)(1)(c)**

NEW CERTIFICATE OF FORMATION/INCORPORATION FORM MUST BE COMPLETED AND ATTACHED

<https://www.sos.alabama.gov/business-entities/business-downloads>

FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 11 through 17:

11. The surviving domestic entity is formed by conversion.
12. The duration of the entity shall be perpetual unless otherwise stated by attachment. ~~The entity will continue to exist until it is dissolved, terminated, cancelled, or revoked in accordance with Title 10A.~~
13. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).
14. The undersigned certify that if the converted entity is one in which one or more owners lack limited liability protection, each owner who is to become an owner without limited liability protection with respect to the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
15. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.

16. Notification for ANNUAL REPORT requirements:

Business Corporations and Professional Corporations: The annual report is filed as an addendum to the Business Privilege Tax Return with the Alabama Department of Revenue. The fee is \$10.00 Section 10A-2A-16.11.

Contact the Alabama Department of Revenue for filing instructions, dates, and forms.

Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLP): No annual report is required.

17. Other terms and conditions not inconsistent with the *Code of Alabama*, Title 10A and additional authorized signatures may be added by attachment.

☒ This filing will have a delayed effective date of 12 / 29 / 2022 and time 11 : 59 ☐ am ☒ pm. The delayed effective date may not be prior to the date received and accepted for filing by the Alabama Secretary of State. The date may be any date after the date the filing is received and filed not to exceed ninety (90) days after the signing of this document. The time of filing to be 11 : 59 ☐ AM or ☒ PM. (Cannot be noon or midnight-12:00)

NEW CERTIFICATE OF FORMATION/INCORPORATION FORM MUST BE COMPLETED AND ATTACHED

(*DO NOT FILE A NEW FORMATION*)

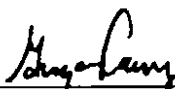
FORMATION OF DOMESTIC ENTITY BY CONVERSION

Signature Page

More than one authorized person may sign (for a LP or LLLP all General Partners must sign).

12 / 29 / 2022
Date (MM/DD/YYYY)

Greg Lang, Chief Financial Officer
Typed name and title of signature below


(Signature of person authorized to sign per 10A-1-4.01)

/ /
Date (MM/DD/YYYY)

Typed name and title of signature below

(Signature of person authorized to sign per 10A-1-4.01)

/ /
Date (MM/DD/YYYY)

Typed name and title of signature below

(Signature of person authorized to sign per 10A-1-4.01)

CERTIFICATE OF INCORPORATION
OF

OCEANVIEW LIFE AND ANNUITY COMPANY

For the purpose of forming a domestic business corporation pursuant to the Alabama Business Corporation Law, ALA. CODE §§ 10A-2A-1.01 *et seq.*, including those portions of the Alabama Business and Nonprofit Entity Code that are applicable to domestic business corporations, and any act amendatory thereof, supplementary thereto or substituted therefor (collectively, the "ABCL"), the undersigned does hereby sign and adopt this Certificate of Incorporation, and, upon the filing for record of this Certificate of Incorporation with the Office of the Secretary of State of Alabama, the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

ARTICLE 1

NAME

- 1.1 The name of the Corporation shall be "Oceanview Life and Annuity Company".

ARTICLE 2

CONVERTED ENTITY

2.1 The Corporation was converted from a Colorado corporation. The former name of the Corporation was Oceanview Life and Annuity Company, which filed its Articles of Incorporation with the Secretary of State of the State of Colorado on September 13, 2019 and had a principal address of 1819 Wazee Street, Second Floor, Denver, CO 80202.

ARTICLE 3

SHARES

3.1 The aggregate number of shares the Corporation is authorized to issue shall be 1,015,384 shares of Common Stock of the par value of \$1.00 per share.

3.2 The Bylaws of the Corporation, an agreement among stockholders of the Corporation or an agreement between stockholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

Alabama					
Sec. Of State					
Entity Change					
000-588-876	F/C				
Date 12/29/2022					
Time 16:37					
221229	11	Pg			
File	\$100.00				
County	\$.00				
Total	\$100.00				
02/022					

ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

4.1 The street address and mailing address of the Corporation's initial registered office shall be 641 South Lawrence Street, Montgomery, AL 36104.

4.2 The Corporation's initial registered agent at such office shall be Corporation Service Company Inc.

ARTICLE 5
PRINCIPAL OFFICE

5.1 The street address and mailing address of the principal office of the Corporation is 410 North 44th Street, Phoenix, AZ 85008.

ARTICLE 6
INCORPORATOR

6.1 The name and address of the sole incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Waller III	1901 Sixth Avenue North Suite 1700 Birmingham, AL 35203

ARTICLE 7
PURPOSES, OBJECTS, POWERS AND DURATION

7.1 The purposes, objects and powers of the Corporation are to engage in any lawful business, act or activity for which a corporation may be organized under the ABCL, it being the purpose and intent of this Article 7 to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the ABCL. The period of duration of the Corporation shall be perpetual.

ARTICLE 8
INITIAL DIRECTORS

8.1 The number of directors constituting the initial Board of Directors shall be eight (8). After the first annual meeting of stockholders, or a meeting specifically in lieu thereof, the number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein.

8.2 The name and address of the persons who are to serve as the initial directors until the first annual meeting of stockholders or until such persons' successors are elected and qualifies, are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
William Egan	Three Gateway Center, Suite 210, 410 North 44 th Street, Phoenix, AZ 85008
Robert Beuerlein	4425 Ponce De Leon Blvd., Coral Gables, FL 33146
Brian Bomstein	4425 Ponce De Leon Blvd., Coral Gables, FL 33146
Leslie Smith	4425 Ponce De Leon Blvd., Coral Gables, FL 33146
John Fischer	4425 Ponce De Leon Blvd., Coral Gables, FL 33146
David O'Maley	4425 Ponce De Leon Blvd., Coral Gables, FL 33146
Lori Oswald	303 Le June Way Birmingham, AL 35209
Larry Adams	1126 Bristol Way Birmingham, AL 35242
Michael King	310 Whisperwood Drive Dadeville, AL 36853

ARTICLE 9 INTERNAL AFFAIRS

9.1 The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the stockholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw that was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for regulating the business and affairs of the Corporation that is not inconsistent with law or this Certificate of Incorporation.

9.2 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitations set forth in this Certificate of Incorporation or in an agreement authorized under the ABCL.

9.3 No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except liability for (a) the amount of a financial benefit received by the director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the stockholders; (c) voting for or assenting to any unlawful distribution, as defined in the ABCL; (d) an intentional violation of criminal law; or (e) a breach of the director's duty of loyalty to the Corporation or its stockholders. If the ABCL is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended ABCL.

9.4 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the ABCL, and all rights conferred upon stockholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by the ABCL shall be effective only if each voting group approves in addition to approval of all stockholders entitled to vote.

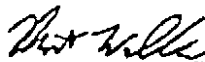
ARTICLE 10 **EXCLUSIVE FORUM**

10.1 Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court of Jefferson County in the State of Alabama (the "Court") shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the ABCL or the Certificate of Incorporation or Bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court determines that there is an indispensable party not subject to the jurisdiction of the Court (and the indispensable party does not consent to the personal jurisdiction of the Court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court, or for which the Court does not have subject matter jurisdiction. If any provision or provisions of this Article 10 shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article 10 (including, without limitation, each portion of any sentence of this Article 10 containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the

application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

(Signature page follows)

IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned
incorporator as of the 29th day of December, 2022.



Robert E. Waller III, Incorporator

Alabama
Sec. Of State

Entity Change
000-588-876 F/C
Date 12/29/2022
Time 16:37
221229 11 Pg

000796382

File \$100.00
County \$1.00

Total \$100.00
02/022

Wes Allen
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Articles of Formation filed on behalf of
Oceanview Life and Annuity Company, as received and filed in the Office of the
Secretary of State on 10/02/2019.



20230619000011074

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

06/19/2023

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', is written over a horizontal line.

Wes Allen

Secretary of State

**STATE OF ALABAMA
FOREIGN CORPORATION (BUSINESS OR NON-PROFIT)
APPLICATION FOR REGISTRATION**

PURPOSE: In order to register a foreign entity (any entity formed outside of Alabama) to transact business in Alabama, the entity must deliver to the Secretary of State for filing an Application for Registration pursuant to Section 10A-1-7.04, Code of Alabama 1975.

INSTRUCTIONS: Mail two (2) signed copies of this completed Application for Registration along with the appropriate fee to the **Office of the Secretary of State, Business Services, P.O. Box 5616, Montgomery, AL 36103-5616**. Include a check, money order, or credit card payment for \$150.00 for standard processing or \$250.00 for expedited processing (completed within 24 hours after receipt by SOS). ~~Do not send by mail or courier and will not be accepted.~~

Using a credit card and our website, you may file the Foreign Corporation online in the time it takes to type this application. No fees are charged or deposited until the Application is approved. If you are mailing/couriering the application and would like an acknowledgement include a copy and postage paid self-addressed envelope. The entity will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee). All processing instructions are complete in this form and Payment Option Sheet; cover letters are not necessary and will not be reviewed.

The information completing this form must be typed or laser printed.

☒ Business/For-Profit Corporation ☐ Non-Profit Corporation

1. The legal name of the foreign corporation as recorded in the jurisdiction in which it was formed/incorporated:

Oceanview Life and Annuity Company

2. The name of the foreign entity for use in Alabama – you may use a fictitious name only if the legal name of the corporation above is not available in Alabama or the name does not comply with Article 5 of Title 10A. The name must contain the word "corporation" or "incorporated" or an abbreviation of one of the words (such as Inc. or Corp.) and satisfy the requirements of 10A-1-7.07.

Oceanview Life and Annuity Company

3. If a fictitious name is used the undersigned certifies the resolution of the Corporation's governing authority to adopt the fictitious name for use in Alabama and affirms the authority to make such a certification under Title 10A-1-7.07.

4. A copy of the name reservation certificate received from the Office of the Alabama Secretary of State must be attached.

5. Street (No PO Boxes) Address of principal office: 1819 Wazee Street, Second Floor, Denver, Colorado 80202

Mailing Address (if different from street address) _____

RECEIVED DATE

Alabama
Sec. Of State
New Entity F/C
S88-876
Date 10/02/2019
Time 16:34
191002 4 Pg
File \$150.00
Ackn \$1.00
Exp \$100.00
Total \$250.00
02/006
(For SOS Office Use Only)

**FOREIGN CORPORATION (BUSINESS OR NON-PROFIT)
APPLICATION FOR REGISTRATION**

6. The undersigned certifies that the foreign entity currently exists as a valid entity of the type stated above under the laws of the entity's jurisdiction of formation.
7. Corporation's jurisdiction of formation: Colorado
8. Date of the corporation's formation in state/country of jurisdiction: 08 / 18 / 2015 (MM/DD/YYYY)
9. Name of registered agent for service of process in Alabama (MUST be physically located in Alabama):
Corporation Service Company, Inc.
10. Street (No PO Boxes) Address of registered office of registered agent (MUST be physically located in Alabama):
641 South Lawrence Street Montgomery, AL 36104
- Mailing Address in Alabama (if different from street address):

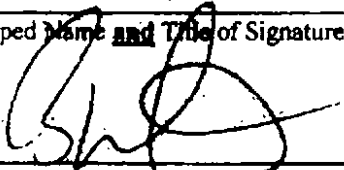
11. The date the foreign corporation began or will begin transacting business in Alabama: 09 / 25 / 2019
(MM/DD/YYYY)

09 / 25 / 2019

Date

Brian E. Bomstein, Director

Typed Name and Title of Signature Below



Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

In order to review the sections of the *Code of Alabama 1975* referred to in the filing form you may access www.sos.alabama.gov and go to Records. Choose the Code of Alabama link to review.



KAY IVEY
GOVERNOR

JIM L. RIDLING
COMMISSIONER

STATE OF ALABAMA
DEPARTMENT OF INSURANCE
201 MONROE STREET, SUITE 502
POST OFFICE BOX 303351
MONTGOMERY, ALABAMA 36130-3351
TELEPHONE: (334) 269-3550
FACSIMILE: (334) 241-4192
INTERNET: www.aldol.gov

DEPUTY COMMISSIONER
JERRY WORKMAN
MARK POWLER
CHIEF COUNSEL
RICHARD L. FORD
STATE FIRE MARSHAL
SCOTT P. PILGREEN
GENERAL COUNSEL
REYN MORRIS

August 15, 2019

Heather Wheeler
Crum, Ellis & Associates, P.C.
641 S. Lawrence Street
Montgomery, AL 36104

RE: Name Approval

Dear Ms. Wheeler:

The name "Oceanview Life and Annuity Company" is available for use in Alabama.

If you have any questions, please e-mail me at Jessica.Williamson@insurance.alabama.gov or call me at (334)241-4157.

Sincerely,

Jessica Williamson
Account Clerk

JOHN H. MERRILL
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama* 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Oceanview Life and Annuity Company

This name reservation is for the exclusive use of CORPORATION SERVICE COMPANY, 251 LITTLE FALLS DRIVE, WILMINGTON, DE 19808 for a period of one year beginning August 16, 2019 and expiring August 16, 2020.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

Date August 16, 2019

John H. Merrill Secretary of State

RES155960



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2023

KENT NELSON
410 N. 44TH ST.
SUITE 210
PHOENIX, AZ 85008

SUBJECT: OCEANVIEW LIFE AND ANNUITY COMPANY
Ref. Number: F19000005120

We have received your document for OCEANVIEW LIFE AND ANNUITY COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please submit proof from Alabama that a Conversion or Merger was done.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 323A00022581



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2023

KENT NELSON
410 44TH ST
SUITE 210
PHOENIX, AZ 85008

SUBJECT: OCEANVIEW LIFE AND ANNUITY COMPANY
Ref. Number: F19000005120

We have received your document for OCEANVIEW LIFE AND ANNUITY COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 523A00018670