F21000003334

(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:

Office Use Only

100459613481

FILED

2025 OCT 15 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2025 OCT 15 PM 3:54

CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext: x62969
Date: 10/15/25
Order #: 4427010-3
Re: Manhattanlife of America Insurance Company
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:
Supporting Documents
Amount to be deducted from our State Account: $35.00 - FL State Account Number: I20000000195

Please take the following action:
File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Manhattanlife of America Insurance Company
Name of Corporation

DOCUMENT NUMBER: F21000003334

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Halina A. Zawodni
Name of Contact Person

Faegre Drinker Biddle & Reath LLP
Firm/Company

320 South Canal Street, Suite 3300
Address

Chicago, Illinois 60606
City/State and Zip Code

halina.zawodni@faegredrinker.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Halina A. Zawodni at (312)356-5032
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)

F21000003334
(Document number of corporation (if known))

1. Manhattanlife of America Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Arkansas (Incorporated under laws of)

3. 06/16/2021 (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? 03/10/2025

5. Ceres 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.
Texas
(New jurisdiction)

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2025 OCT 15 AM 10:56

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:

Title/ Capacity	Name	Address	Type of Action
	See Attached List		☐Add
			☐Remove
			☐Add
			☐Remove
			☐Add
			☐Remove
			☐Add
			☐Remove
			☐Add
			☐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.

Erik H. Askelsen

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

Erik Askelsen

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE $35.00

AMEND-527584

FILED
2025 OCT 15 AM 10:56

MANHATTANLIFE OF AMERICA INSURANCE COMPANY
DOCUMENT NUMBER: F21000003334

Attachment to the Profit Corporation
Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida

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

Title/Capacity	Name	Address	Type of Action
CEO, Chairman, Director	David W. Harris	10777 Northwest Freeway Houston, TX 77092	Remove
EXVP, GC, Secretary, Director	John E. Mcgettigan	10777 Northwest Freeway Houston, TX 77092	Remove
SVP, CFO, Director	Kent W. Lamb	10777 Northwest Freeway Houston, TX 77092	Remove
SVP, Director	Teresa S. Moro	10777 Northwest Freeway Houston, TX 77092	Remove
President, Director	John Tyler Harris	10777 Northwest Freeway Houston, TX 77092	Remove
Director	Geneva Harris	10777 Northwest Freeway Houston, TX 77092	Remove
President and Chief Executive Officer	Deanna Mulligan	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Chief Financial Officer	Carrie Marlatt	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Chief Actuary	Qunying Guan	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Controller	Matthew Birmingham	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Chief Legal Officer, Secretary	Erik Askelsen	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Director	Chinh Chu	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Director	Deanna Mulligan	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add

Title/Capacity	Name	Address	Type of Action
Director	Matthew Skurbe	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Director	Richard DiBlasi	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add
Director	Douglas Newton	2 Corporate Dr, Suite 1060 Shelton, CT 06484	Add

Texas Department of Insurance
Amended Certificate of Authority

License no. 13766219 Licensed since: November 20, 2020

Department Certification

Ceres Life Insurance Company
(domestic stock life, accident, or health company)
organized under the laws of the state of Texas

This entity has complied with the laws of the state of Texas, as applicable, and is authorized to transact the following lines of insurance:

Accident, Health, Life

This amended certificate of authority is in full force and effect until it is revoked, canceled, or suspended according to law.

Given under my hand and official seal of office
in the city of Austin,

March 10, 2025

CASSIE BROWN
COMMISSIONER OF INSURANCE

BY _____
Andrew Guerrero, Director
Company Licensing and Registration
Financial Regulation Division
Commissioner's order no. 2023-8355

DEPARTMENT OF INSURANCE
TEXAS

Texas Department of Insurance

PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

March 10, 2025

Your application has been approved.

TDI has approved the name change for Manhattanlife Of America Insurance Company to Ceres Life Insurance Company, TDI License 13766219. Please save a copy for your records.

If you have any questions, reference transaction number: 1179070

Cassie Brown
Commissioner of Insurance

BY Andrew Guerrero, Director
Company Licensing and Registration
Financial Regulation Division
Commissioner's order no. 2023-8355

Recommended by:

Eric Miller, Compliance Analyst
Company Licensing and Registration
Financial Regulation Division

SECOND AMENDED AND RESTATED

CERTIFICATE OF FORMATION

OF

CERES LIFE INSURANCE COMPANY

Pursuant to Section 841.156 of the Texas Insurance Code, the undersigned individuals do hereby submit this Second Amended and Restated Certificate of Formation, and certify the following:

1. The name of the corporation is MANHATTANLIFE OF AMERICA INSURANCE COMPANY (the "Corporation").

2. The Corporation was incorporated under the laws of the State of Arkansas as a stock life insurance company on August 5, 2019. Effective December 21, 2021, an amended and restated certificate of formation of the Corporation (the "2021 Certificate of Formation") was approved by the Commissioner of Insurance of the State of Texas, pursuant to which the Corporation redomesticated from Arkansas to Texas, changed the Corporation's principal office to Houston, Texas and further conformed the original certificate of formation to the requirements of the Texas Insurance Code.

3. The Second Amended and Restated Certificate of Formation set forth herein amends and restates the 2021 Certificate of Formation by changing the name of the Corporation to "Ceres Life Insurance Company", changing the Corporation's home office and making certain other amendments to the 2021 Certificate of Formation consistent with the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of this Second Amended and Restated Certificate of Formation by the Department of Insurance of the State of Texas, the Corporation hereby adopts the Second Amended and Restated Certificate of Formation set forth herein.

5. This Second Amended and Restated Certificate of Formation was duly adopted and approved by unanimous written consent of the Board of Directors of the Corporation and by the sole shareholder of the Corporation.

6. The 2021 Certificate of Formation is amended and restated to read in full as follows:

ARTICLE I
NAME

The name of the entity is **Ceres Life Insurance Company.**

ARTICLE 2
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3
PURPOSES

The purposes for which the Corporation is organized are to engage in the business of life, accident and health insurance, and any other business in which it may lawfully engage under the laws of the State of Texas or other states, territories, possessions, and protectorates of the United States or of any other country.

The Corporation may do all and everything necessary and proper for the accomplishment of the stated purposes or the attaining of any of the objects or the furtherance of any of the purposes in this Certificate of Formation or any amendment necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other firms, individuals, corporations, or associations, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of this Corporation.

ARTICLE 4
CAPITAL SURPLUS AND SHARES

The amount of the Corporation's initial stated capital shall be Seven Hundred Thousand Dollars ($700,000), and it shall have surplus of not less than Seven Hundred Thousand Dollars ($700,000). The aggregate number of shares that the Corporation shall have authority to issue is Five Million (5,000,000) shares of common stock with the par value of One Dollar ($1.00) each, all of the same class and equal in all respects. Of such authorized shares, at least fifty percent (50%) will be fully subscribed and paid.

ARTICLE 5
HOME OFFICE

The location of the home office of the Corporation shall be in Texas.

ARTICLE 6
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Texas is Ceres Life Insurance Company, c/o Corporation Service Company, 211 East 7th Street, Suite 620, Austin, Texas 78701.

ARTICLE 7
NUMBER OF DIRECTORS

The number of directors constituting the board of directors shall not be less than five (5), none of whom shall be required to be shareholders of the Corporation as provided by law. Each

director shall serve for one (1) year. At all times, the president of the Corporation shall be a director.

ARTICLE 8
BYLAWS

The Bylaws of the Corporation shall be adopted by the shareholder(s). The power to alter, amend, or repeal the bylaws of the Corporation shall be vested in the board of directors, provided, however, such action by the board of directors shall not preclude action by the shareholder(s) of the Corporation.

ARTICLE 9
LIMITED LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholder(s) or members for monetary damages for an act or omission by the person in the person's capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE 10
ACTIONS WITHOUT A MEETING

The shareholder(s) of the Corporation may take action without holding a meeting, providing notice, or taking a vote if the shareholders of the Corporation have at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

ARTICLE 11
INDEMNIFICATION OF DIRECTORS

The Corporation may indemnify its officers, directors, agents and employees as provided in the Bylaws and any amendment thereto and in accordance with applicable law.

OATH AND ACKNOWLEDGMENT

STATE OF newyork)
) SS:
COUNTY OF newyork)

I, Julian Hill, Notary Public, do hereby certify that on the 4th day of March 2025, Deanna Mulligan personally appeared before me and being first duly sworn by me acknowledged that she signed the foregoing document in the capacity herein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above

Julian M. Hill
Notary Public

Approved this 4th day of March 2025

JULIAN HILL II
NOTARY PUBLIC-STATE OF NEW YORK
No. 01H10000662
Qualified in New York County
My Commission Expires 02-03-2027

Texas Department
of Insurance
PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

STATE OF TEXAS §
§
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has authorized the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration division of the Texas Department of Insurance.

Amendment to the articles of incorporation for Ceres Life Insurance Company, Houston, Texas, dated March 10, 2025, consisting of five (5) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 1st day of October, 2025.

DEPARTMENT OF INSURANCE
TEXAS

COMMISSIONER OF INSURANCE

BY:_____
Andrew Guerrero
Director
Company Licensing and Registration Office

Texas Department
of Insurance

PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

March 10, 2025

Your application has been approved.

TDI has approved the name change for Manhattanlife Of America Insurance Company to Ceres Life Insurance Company, TDI License 13766219. Please save a copy for your records.

If you have any questions, reference transaction number: 1179070

Cassie Brown
Commissioner of Insurance

BY Andrew Guerrero, Director
Company Licensing and Registration
Financial Regulation Division
Commissioner's order no. 2023-8355

Recommended by:

Eric Miller, Compliance Analyst
Company Licensing and Registration
Financial Regulation Division

SECOND AMENDED AND RESTATED

CERTIFICATE OF FORMATION

OF

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Pursuant to Section 841.156 of the Texas Insurance Code, the undersigned individuals do hereby submit this Second Amended and Restated Certificate of Formation, and certify the following:

1. The name of the corporation is MANHATTANLIFE OF AMERICA INSURANCE COMPANY (the "Corporation").

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3. The Second Amended and Restated Certificate of Formation set forth herein amends and restates the 2021 Certificate of Formation by changing the name of the Corporation to "Ceres Life Insurance Company', changing the Corporation's home office and making certain other amendments to the 2021 Certificate of Formation consistent with the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of this Second Amended and Restated Certificate of Formation by the Department of Insurance of the State of Texas, the Corporation hereby adopts the Second Amended and Restated Certificate of Formation set forth herein.

5. This Second Amended and Restated Certificate of Formation was duly adopted and approved by unanimous written consent of the Board of Directors of the Corporation and by the sole shareholder of the Corporation.

6. The 2021 Certificate of Formation is amended and restated to read in full as follows:

ARTICLE I
NAME

The name of the entity is **Ceres Life Insurance Company**.

ARTICLE 2
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3
PURPOSES

The purposes for which the Corporation is organized are to engage in the business of life, accident and health insurance, and any other business in which it may lawfully engage under the laws of the State of Texas or other states, territories, possessions, and protectorates of the United States or of any other country.

The Corporation may do all and everything necessary and proper for the accomplishment of the stated purposes or the attaining of any of the objects or the furtherance of any of the purposes in this Certificate of Formation or any amendment necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other firms, individuals, corporations, or associations, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of this Corporation.

ARTICLE 4
CAPITAL SURPLUS AND SHARES

The amount of the Corporation's initial stated capital shall be Seven Hundred Thousand Dollars ($700,000), and it shall have surplus of not less than Seven Hundred Thousand Dollars ($700,000). The aggregate number of shares that the Corporation shall have authority to issue is Five Million (5,000,000) shares of common stock with the par value of One Dollar ($1.00) each, all of the same class and equal in all respects. Of such authorized shares, at least fifty percent (50%) will be fully subscribed and paid.

ARTICLE 5
HOME OFFICE

The location of the home office of the Corporation shall be in Texas.

ARTICLE 6
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Texas is Ceres Life Insurance Company, c/o Corporation Service Company, 211 East 7th Street, Suite 620, Austin, Texas 78701.

ARTICLE 7
NUMBER OF DIRECTORS

The number of directors constituting the board of directors shall not be less than five (5), none of whom shall be required to be shareholders of the Corporation as provided by law. Each

director shall serve for one (1) year. At all times, the president of the Corporation shall be a director.

ARTICLE 8
BYLAWS

The Bylaws of the Corporation shall be adopted by the shareholder(s). The power to alter, amend, or repeal the bylaws of the Corporation shall be vested in the board of directors, provided, however, such action by the board of directors shall not preclude action by the shareholder(s) of the Corporation.

ARTICLE 9
LIMITED LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholder(s) or members for monetary damages for an act or omission by the person in the person's capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE 10
ACTIONS WITHOUT A MEETING

The shareholder(s) of the Corporation may take action without holding a meeting, providing notice, or taking a vote if the shareholders of the Corporation have at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

ARTICLE 11
INDEMNIFICATION OF DIRECTORS

The Corporation may indemnify its officers, directors, agents and employees as provided in the Bylaws and any amendment thereto and in accordance with applicable law.

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Formation to be executed in duplicate in its name by its President & Chief Executive Officer and its Secretary on the 4th day of March 2025.

CERES LIFE INSURANCE COMPANY

By: _____
Deanna Mulligan
President & Chief Executive Officer

Attest:
_____
Secretary