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(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

\_\_\_\_\_  
(Business Entity Name)

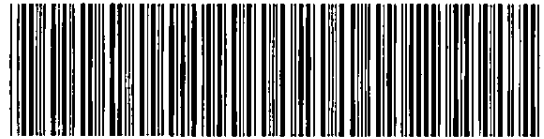
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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W25-60660

Office Use Only



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RECEIVED

APR 28 2025

FILED  
APR 28 2025  
25 APR - 7 PM 2:54



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2025

LAURA HELVEY  
3000 BAYPORT DR STE 600  
TAMPA, FL 33607 US

SUBJECT: CERES LIFE INSURANCE COMPANY  
Ref. Number: W25000060660

We have received your document for CERES 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):

The form you completed was to reserve the name which would not allow you to do business in Florida. If you wish to register to do business I will attach the foreign corporation form. Also, there is no need to send any more money because the money you sent will cover the cost for the registration.

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 .

Emani D Manning  
Regulatory Specialist II

Letter Number: 525A00009463

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Ceres 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," 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:

Laura Helvey

Name of Person

Milliman

Firm/Company

3000 Bayport Drive, Suite 600

Address

Tampa, FL 33607

City/State and Zip code

mbirmingham@ceresinsurance.com

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

For further information concerning this matter, please call:

Dianelys Reyna

Name of Person

at ( 813 )

Area Code

282-9262

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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

**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. Ceres Life Insurance Company  
(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. Texas 3. 84-3162777  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/5/2019 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 500 West 5th Street, Suite 1150, Austin, Texas 78701  
(Principal office street address)  
200 Park Avenue, 58th Floor, New York, NY 10166  
(Current mailing address, if different)

25  
11-7  
PM 2:54  
FILED  
NOV 11 2019  
CLERK OF COURT  
JACKSONVILLE

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: FLORIDA CHIEF FINANCIAL OFFICER

Office Address: Department of Financial Services

200 E. Gaines St., Tallahassee, Florida 32399  
(City) (Zip code)

**9. 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)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

**A. DIRECTORS**

☐ Chairman Name: Deanna Mulligan  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☐ Director New York, NY 10166  
☒ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other CEO ☐ Other \_\_\_\_\_

☐ Chairman Name: Carrie Marlatt  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☐ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☒ Treasurer  
☒ Other CEO ☐ Other \_\_\_\_\_

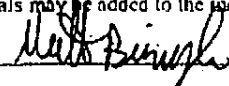
☐ Chairman Name: Matthew Birmingham  
☐ Vice Chairman Address: 500 West 5th St., Suite 1150,  
☐ Director Austin, TX 78701  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☒ Secretary ☐ Treasurer  
☒ Other Controller ☐ Other \_\_\_\_\_

☐ Chairman Name: Erik Askelsen  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☐ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other Chief Legal Officer ☐ Other \_\_\_\_\_

☐ Chairman Name: Qunying Guan  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☐ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other Chief Actuary ☐ Other \_\_\_\_\_

☐ Chairman Name: Chinh Chu  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☒ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

**Important Notice:** Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.  Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Matthew Birmingham  
(Typed or printed name and capacity of person signing application)

Continuation of List of Officers/Directors

A. DIRECTORS

☐ Chairman Name: Douglas Newton  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☒ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Matthew Skurbe  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☒ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Richard DiBlasi  
☐ Vice Chairman Address: 200 Park Ave, 58th Floor,  
☒ Director New York, NY 10166  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

Applicant Company Name: Ceres Life Insurance Company

NAIC No. 16755

FEIN 84-3162777

Uniform Certificate of Authority Application (UCAA)  
CERTIFICATE OF COMPLIANCE

State of Texas  
(Domiciliary State of Applicant Company)

Office of Department of Insurance  
(Commissioner, Superintendent, Officer)

I, Andrew Guerrero, hereby certify that I am the Director of Company Licensing & Registration \*  
(Name) (Position)

of the State of Texas and have supervision of insurance business in said State and as such,  
I hereby certify that

Ceres Life Insurance Company  
(Name of Applicant Company)

of Houston, Texas is duly organized under the laws of said state and  
(City/State)

is authorized to transact the business of

Accident, Health, and Life  
(Lines of Insurance) \*\*

insurance in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Austin, Texas  
(Location)

on April 8, 2025

(Signature)

Andrew Guerrero  
(Printed Name)

\* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

\*\* Lines of Insurance as shown on Form 3 of UCAA



Applicant Company Name: Ceres Life Insurance Company

NAIC No. 16755

FEIN: 84-3162777

**Uniform Certificate of Authority Application (UCAA)  
Uniform Consent to Service of Process**

       Original Designation

  X   Amended Designation

(must be submitted directly to states)

Applicant Company Name: Ceres Life Insurance Company

Previous Name (if applicable): ManhattanLife of America Insurance Company

Statutory Home Office Address: 500 West 5th Street, Suite 1150

City, State, Zip: Austin, Texas 78701

NAIC CoCode: 16755

The Applicant Company named above, organized under the laws of Texas, and regulated under the laws of Texas for purposes of complying with the laws of the State(s) designate hereunder relating to the holding of a certificate of authority or the conduct of an insurance business within said State(s), pursuant to a resolution adopted by its board of directors or other governing body, hereby irrevocably appoints the officers of the State(s) and their successors identified in Exhibit A, or where applicable appoints the required agent so designated in Exhibit A hereunder as its attorney in such State(s) upon whom may be served any notice, process or pleading as required by law as reflected on Exhibit A in any action or proceeding against it in the State(s) so designated; and does hereby consent that any lawful action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the State(s) so designated; and agrees that any lawful process against it which is served under this appointment shall be of the same legal force and validity as if served on the entity directly. This appointment shall be binding upon any successor to the above named entity that acquires the entity's assets or assumes its liabilities by merger, consolidation or otherwise; and shall be binding as long as there is a contract in force or liability of the entity outstanding in the State. The entity hereby waives all claims of error by reason of such service. The entity named above agrees to submit an amended designation form upon a change in any of the information provided on this power of attorney.

**Applicant Company Officers' Certification and Attestation**

One of the two Officers (listed below) of the Applicant Company must read the following very carefully and sign:

1. I acknowledge that I am authorized to execute and am executing this document on behalf of the Applicant Company.
2. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the forgoing is true and correct, executed at New York, NY.

April 24, 2025

Date

Deanna M. Mulligan

Signature of President

Deanna M. Mulligan

Full Legal Name of President

April 24, 2025

Date

Matthew Birmingham

Signature of Secretary

Matthew Birmingham

Full Legal Name of Secretary



**Uniform Certificate of Authority (UCAA)  
Uniform Consent to Service of Process  
Exhibit A**

Place an "X" before the names of all the States for which the person executing this form is appointing the designated agent in that State for receipt of service of process:

<input type="checkbox"/> AL	Commissioner of Insurance # and Resident Agent*	<input type="checkbox"/> MO	Director of Insurance #
<input type="checkbox"/> AK	Director of Insurance #	<input type="checkbox"/> MT	Resident Agent*
<input type="checkbox"/> AZ	Director of Insurance # ^	<input type="checkbox"/> NE	Officer of Company* or Resident Agent* (circle one)
<input type="checkbox"/> AR	Resident Agent *	<input type="checkbox"/> NH	Commissioner of Insurance #
<input type="checkbox"/> AS	Commissioner of Insurance #	<input type="checkbox"/> NV	Commissioner of Insurance Commission # ^
<input type="checkbox"/> CO	Commissioner of Insurance # or Resident Agent*	<input type="checkbox"/> NJ	Commissioner of Banking and Insurance # ^
<input type="checkbox"/> CT	Commissioner of Insurance #	<input type="checkbox"/> NM	Superintendent of Insurance #
<input type="checkbox"/> DE	Commissioner of Insurance #	<input type="checkbox"/> NY	Superintendent of Financial Services #
<input type="checkbox"/> DC	Commissioner of Insurance and Securities Regulation # or Local Agent* (circle one)	<input type="checkbox"/> NC	Commissioner of Insurance
<input checked="" type="checkbox"/> FL	Chief Financial Officer # ^	<input type="checkbox"/> ND	Commissioner of Insurance # ^
<input type="checkbox"/> GA	Commissioner of Insurance and Safety Fire # and Resident Agent*	<input type="checkbox"/> OH	Resident Agent*
<input type="checkbox"/> GU	Commissioner of Insurance #	<input type="checkbox"/> OR	Resident Agent*
<input type="checkbox"/> HI	Insurance Commissioner # and Resident Agent*	<input type="checkbox"/> OK	Commissioner of Insurance #
<input type="checkbox"/> ID	Director of Insurance # ^	<input type="checkbox"/> PR	Commissioner of Insurance #
<input type="checkbox"/> IL	Director of Insurance #	<input type="checkbox"/> RI	Superintendent of Insurance #
<input type="checkbox"/> IN	Resident Agent* ^	<input type="checkbox"/> SC	Director of Insurance #
<input type="checkbox"/> IA	Commissioner of Insurance #	<input type="checkbox"/> SD	Director of Insurance # ^
<input type="checkbox"/> KS	Commissioner of Insurance #	<input type="checkbox"/> TN	Commissioner of Insurance #
<input type="checkbox"/> KY	Secretary of State #	<input type="checkbox"/> TX	Resident Agent*
<input type="checkbox"/> LA	Secretary of State #	<input type="checkbox"/> UT	Resident Agent* ^
<input type="checkbox"/> MD	Insurance Commissioner #	<input type="checkbox"/> VT	Resident Agent*
<input type="checkbox"/> ME	Resident Agent* ^	<input type="checkbox"/> VI	Lieutenant Governor/Commissioner#
<input type="checkbox"/> MI	Resident Agent *	<input type="checkbox"/> WA	Insurance Commissioner #
<input type="checkbox"/> MN	Commissioner of Commerce ~	<input type="checkbox"/> WV	Secretary of State # @
<input type="checkbox"/> MS	Commissioner of Insurance and Resident Agent* BOTH are required.	<input type="checkbox"/> WY	Commissioner of Insurance #

# For the forwarding of Service of Process received by a State Officer complete Exhibit B listing by state the entities (one per state) with **full name and address where service of process is to be forwarded**. Use additional pages as necessary. Colorado will forward Service of Process to the Secretary of the Applicant Company and requires a resident agent for foreign entities. Exhibit not required for New Jersey, and North Carolina. Florida accepts only an individual as the entity and requires an email address. New Jersey allows but does not require a foreign insurer to designate a specific forwarding address on Exhibit B. SC will not forward to an individual by name; however, it will forward to a position, e.g., Attention: President (or Compliance Officer, etc.). Washington requires an email address on Exhibit B.

\* Attach a completed Exhibit B listing the Resident Agent for the Applicant Company (one per state). Include state name, Resident Agent's **full name and street address**. Use additional pages as necessary. (DC\* requires an agent within a ten-mile radius of the District), (MT requires an agent to reside or maintain a business in MT).

^ Initial pleadings only.

@ Form accepted only as part of a Uniform Certificate of Authority application.

MA will send the required form to the Applicant Company when the approval process reaches that point.

~ Minnesota does not forward Service of Process. To effectively serve the Commissioner of Commerce, use the process under Minn. Stat. § 45.028. Applicant Company may complete Exhibit B to provide a Service of Process address that Commerce may keep on file.

**Exhibit A**

**Uniform Certificate of Authority (UCAA)  
Uniform Consent to Service of Process  
Exhibit B**

Complete for each state indicated in Exhibit A:

State: Florida Name of Entity: Carrie Marlatt, CFO  
Phone Number: 1-212-355-5515 Fax Number: \_\_\_\_\_  
Email Address: legal@ceresinsurance.com  
Mailing Address: 200 Park Ave., 58th Floor, New York, NY 10166  
Street Address: 200 Park Ave., 58th Floor, New York, NY 10166

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State: \_\_\_\_\_ Name of Entity: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_  
Email Address: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
Street Address: \_\_\_\_\_

---

State: \_\_\_\_\_ Name of Entity: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_  
Email Address: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
Street Address: \_\_\_\_\_

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State: \_\_\_\_\_ Name of Entity: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_  
Email Address: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
Street Address: \_\_\_\_\_

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State: \_\_\_\_\_ Name of Entity: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_  
Email Address: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
Street Address: \_\_\_\_\_

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**Exhibit B**

**Resolution Authorizing Appointment of Attorney**

BE IT RESOLVED by the Board of Directors or other governing body of

Ceres Life Insurance Company

(Applicant Company Name)

this 24th day of April, 20 25, that the President or Secretary of said entity be and are hereby authorized by the Board of Directors and directed to sign and execute the Uniform Consent to Service of Process to give irrevocable consent that actions may be commenced against said entity in the proper court of any jurisdiction in the state(s) of

Florida

in which the action shall arise, or in which plaintiff may reside, by service of process in the state(s) indicated above and irrevocably appoints the officer(s) of the state(s) and their successors in such offices or appoints the agent(s) so designated in the Uniform Consent to Service of Process and stipulate and agree that such service of process shall be taken and held in all courts to be as valid and binding as if due service had been made upon said entity according to the laws of said state.

**CERTIFICATION:**

I, Matthew Edward Birmingham, Secretary of

Ceres Life Insurance Company

(Applicant Company Name)

state that this is a true and accurate copy of the resolution adopted effective the 24th day of April, 20 25 by the Board of Directors or governing board at a meeting held on the 24th day of April, 20 25 or by written consent dated 24th day of April, 20 25.

Date April 24, 2025



Secretary