P00407

Requester's Name

Address

CLARICA™

Clarica U.S. Inc.
13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Office Use Only

FILED
00 AUG 28 PM 2:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPO **T NUMBER(S), (if known):**

1. Amendm
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

700003375297--6
-08/28/00--01122--007
*****52.50 *****52.50

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ______ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

AC
9-11
16

Examiner's Initials

CR2E031(7/97)

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)

1. Sun Life of Canada Reinsurance Company (U.S.)
Name of corporation as it appears on the records of the Department of State.

2. Michigan
Incorporated under laws of

3. December 28, 1983 ~~January 28, 1985~~
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? June 19, 2000

5. Clarica Life Reinsurance 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.

FILED
00 AUG 28 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, 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

James R Smith
Signature

5-5-00
Date

James R. Smith
Typed or printed name

Vice-President
Title

Clarica U.S. Inc.
13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Tel 262 797-3900
Fax 262 797-3919
www.clarica-us.com

CLARICA™

August 24, 2000

Amendment Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: Certificate of Status
Clarica Life Reinsurance Company [f/k/a Sun Life of Canada Reinsurance Company (U.S.)]

Dear Sir/Madam:

On June 19, 2000, Sun Life of Canada Reinsurance Company (U.S.) changed its name to Clarica Life Reinsurance Company (Clarica). We have been working with Mr. Alex Perrin at the Florida Department of Insurance to complete the name change process in Florida. As a part of the name change requirements, we must submit an original Certificate of Status from the Florida Department of State, reflecting our new name.

Enclosed you will find check number 3714 for $52.50 ($35.00 filing fee + $8.75 certified copy of filing + $8.75 Certificate of Status). Also enclosed is an application for amendment and a certified copy of Clarica's Articles of Incorporation evidencing the name change.

Based on my past experience, I know that the Florida Department of State requires a certificate of fact stating that the company changed its name from "A to Z" on this "effective date." Please note that insurers in the State of Michigan are only regulated by the Insurance Bureau, and the Insurance Bureau does not issue a certificate of fact as such. I have enclosed a letter from Ms. Sue Houseman explaining this.

After the name change is approved, I would appreciate it if you would issue us a Certificate of Status for Clarica Life Reinsurance Company.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Tami Boncher

Tami Boncher
Paralegal

Enclosures

State of Michigan
John Engler, Governor

Department of Consumer & Industry Services
Kathleen M. Wilbur, Director

AUG 24 2000

Insurance Bureau
Frank M. Fitzgerald, Commissioner

P.O. Box 30220
Lansing, Michigan 48909-7720
Toll Free (877) 999-6442
Lansing Area (517) 373-0220
Web Site: www.cis.state.mi.us/ins

August 21, 2000

Ms. Tami Boncher
Paralegal
Clarica Life Reinsurance
13890 Bishops Drive, Suite 300
Brookfield, WI 53005

RE: Clarica Life Reinsurance Company
NAIC No. 97071

Dear Ms. Boncher:

This is in response to your request dated August 16, 2000 requesting a "Certificate of Fact".

Insurance Companies licensed in the state of Michigan are regulated by the Michigan Division of Insurance and are not required to file any thing with the Secretary of State. The Michigan Division of Insurance does not provide a "Certificate of Fact".

This will confirm that Clarica Life Reinsurance Company changed its name from Sun Life of Canada Reinsurance Company (U.S.) to Clarica Life Reinsurance Company effective June 19, 2000. Amended Articles of Incorporation were issued to reflect this change. Please contact this office if you need a certified copy of these articles.

If you have further questions, I can be reached at 517-335-2062.

Sincerely,

Sue A. Houseman

Sue A. Houseman
Application Coordinator
Financial Evaluation & Admissions Division

INS 61 (12/95) State of Michigan
Department of Consumer and Industry Services
CERTIFICATION OF ARTICLES OF INCORPORATION OR AMENDMENTS TO ARTICLES OF INCORPORATION

Office of Financial Evaluation
Michigan Division of Insurance
P. O. Box 30220
Lansing, MI 48909

I have examined the

Amended and Restated Articles of Incorporation of

Clarica Life Reinsurance Company

(formerly Sun Life of Canada Reinsurance Company (U.S.))

and certify that the same is in accordance with the requirements of the act under which this company is organized.

COMMISSIONER FINANCIAL AND INSURANCE SERVICES TUEBOR CIRCUMSPICE

Frank M Fitzgerald

Frank M. Fitzgerald
Commissioner

Dated: June 19, 2000

TUEBOR CIRCUMSPICE

Department of Consumer & Industry Services
Division of Insurance
I certify that this is a true and complete copy of the original document on file in this office.

Date: 6-20-2000 Carol Ostrowski

STATE OF MICHIGAN

Attorney General's Department

LANSING, MICHIGAN

I Hereby Certify, That I have examined the

Amendment to Articles of Incorporation
of Clarica Life Reinsurance Company
(formerly Sun Life of Canada
Reinsurance Company (U.S.A.))

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 7th day of June, 2000

Carolyn R. Cohen

Carolyn R. Cohen
Assistant Attorney General.

No 761

INS 66 (3/90) State of Michigan Department of Licensing & Regulation Insurance Bureau

AMENDMENT TO or *RESTATEMENT OF* ARTICLES OF INCORPORATION

Company Admissions Division
Michigan Insurance Bureau
P.O. Box 30220
Lansing, Michigan 48909
(517) 373-6854

NAME OF THE CORPORATION:	THIS CORPORATION IS ORGANIZED UNDER THE PROVISIONS OF PUBLIC ACT: 218 OF 1956
Clarica Life Reinsurance Company (formerly Sun Life of Canada Reinsurance Company (U.S.A.))	CHAPTER: 6

DETAILS ABOUT MEETING WHERE AMENDMENT VOTE WAS TAKEN:

Type of meeting *(select one)*: ☐ Annual ☒ Special

Date of meeting: 5/9/00

City meeting was held in: By unanimous consent of sole shareholder

THE VOTE ON AMENDMENTS WAS:

	In person	By proxy	Total
Votes *FOR*	Unanimous Consent of Sole Shareholder		
Votes *AGAINST*			

RECEIVED MAY 12 2000 DIVISION OF INSURANCE LANSING, MICHIGAN

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)
Amending only-List article amended, and state the amendment.
Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

1. Article 1 is hereby deleted and replaced as follows:
   The name of the corporation is: Clarica Life Reinsurance Company

2. Article II, Section 1, which states the Corporation's principal place of business is hereby deleted and replaced as follows:
   Registered Office - The Corporation's principal office for the transaction of business shall be in the State of Michigan at the specific address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

3. Article VII, Section 1 is hereby amended to change the minimum number of directors from five (5) to four (4). Article VII, Section 1 is deleted and replaced as follow:
   The business and property of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than four (4) nor more than twelve (12) Directors. The number of Directors shall be increased or decreased within the limits provided, by amendment of the By-Laws, by the affirmative vote of a majority of the directors, or, by the affirmative vote of a majority in the interest of the shareholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify. Directors need not be shareholders.

Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended.

Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, the details of which are described above.

Signature of the President of the corporation	Date	Signature of the Secretary of the corporation	Date
[signature]	5/9/00	[signature]	5/9/00
President's name typed or printed: Kenneth L. Evason		Secretary's name typed or printed: Guy R. Montag	

Required by P.A. 218 of 1956 as amended. Failure to submit this form when amending the articles of incorporation of a domestic insurer will result in disapproval.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

Clarica Life Reinsurance Company

ARTICLE II

REGISTERED OFFICE

SECTION 1. **REGISTERED OFFICE** - The Corporation's principal office for the transaction of business shall be in the State of Michigan at the specific address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

SECTION 2. **OTHER OFFICES** - The corporation may have other offices, either within or without the State of Michigan, at such place or places as the Board of Directors (the "Board") may from time to time appoint or the business of the corporation may require.

ARTICLE III

CORPORATE PURPOSES

This corporation was originally organized in the State of Delaware under a Certificate of Incorporation dated July 13, 1982, and was redomesticated under the Articles of Redomestication of The Mercantile and General Life Reassurance Company of America, dated November 16, 1993 in the State of Michigan on December 29, 1993, as authorized by Chapter 6, Act No. 218 of the Public Acts of 1956, as amended, namely:

(A) To engage in the business of writing and issuing insurance contracts as an insurer to selected insureds for all types of life and health insurance and including the reinsurance of life and health business.

(B) To have all the powers conferred by law on a life and health insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by the authority of Chapter 52 of the Michigan Insurance Code.

ARTICLE IV

TERM OF CORPORATION

The term of existence for the corporation shall be perpetual.

ARTICLE V

MEETINGS OF SHAREHOLDERS

Annual meetings of shareholders for the election of directors and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Michigan or the United States of America, on May 30th or at such time and date as the Board, by resolution, shall determine and as set forth in the notice of the meeting.

At each annual meetings the shareholders entitled to vote shall elect a Board and they may transact such other corporate business as shall be stated in the notice of the meeting.

ARTICLE VI

STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of such shares is One Thousand Dollars ($1000).

ARTICLE VII

CORPORATE POWERS - DIRECTORS

SECTION 1. NUMBER AND TERM - The business and property of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than four (4) nor more than twelve (12) Directors. The number of Directors shall be increased or decreased within the limits provided, by amendment of the By-Laws, by the affirmative vote of a majority of the directors, or, by the affirmative vote of a majority in the interest of the shareholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify. Directors need not be shareholders.

ARTICLE VIII

CORPORATE POWERS - OFFICERS

The officers of the corporation shall be a President, a Treasurer and a Secretary, all of whom shall be elected by the Board and who shall hold office until their successors are elected and qualified. In addition, the Board may elect a Chairman, one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board after each annual meeting. More than two offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

ARTICLE IX

ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its shareholders for the monetary damages for breach of fiduciary duty as a director, except for liability:

(i) for any breach of the director's duty of loyalty to the corporation or to shareholders or policyholders;

(ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;

(iii) for a violation of section 5276 of the Michigan Insurance Code of 1956 as amended;

(iv) for any transaction from which the director derived an improper personal benefit; and

(v) for an act or omission occurring before January 1, 1989.

If the Michigan Insurance Code of 1956 is hereinafter amended to further eliminate or limit the liability of a director, then the director of the corporation (in addition to the circumstances in which director is not personally liable as set forth in the preceding paragraph) shall not be liable to the corporation or its shareholders to the fullest extent permitted by the Michigan Insurance Code of 1956, as so amended. Any repeal or modification of this Article IX by the shareholders of the corporation shall not adversely affect any night or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(A) Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action suit, or proceeding, if the person acting in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or its policyholders, and the person submits a written claim for indemnification as hereinafter provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contenders or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or its policyholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right to indemnification conferred in this section shall. be a contract right. The corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect of the foregoing indemnification of directors and officers.

(B) Derivative Shareholder Liability. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favour by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believes to be in or not opposed to the best interests of the corporation or its shareholders or policyholders and the person submits a written claim for indemnification as hereinafter provided. However, indemnification shall not be made for a particular claim, issue, or matter in which a person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all relevant circumstances, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper. The right to indemnification conferred in this section shall be a contract right. The corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(C) Determination of Indemnification. An indemnification under paragraphs (A) and (B) of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth above the paragraphs (A) and (B) and upon an evaluation of the reasonableness of the expenses and amounts paid in settlement. This determination and evaluation shall occur within thirty days after a written claim for indemnification has been received by the corporation, and shall be made in any of the following ways:

(i) by a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding;

(ii) if the quorum described in subparagraph (i) is not obtainable, then by a majority vote of the committee of directors who are not parties to the action which shall consist of not less than two disinterested directors;

(iii) by independent legal counsel in a written opinion;

(iv) by the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceedings may not be voted.

ARTICLE XI

OTHER INDEMNIFICATION

The indemnification or advancement or expenses provided under Article X is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the corporation's articles of incorporation, by-laws, or contractual agreements. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided or in the above paragraphs continues as to a person who ceases to be a director, officer, partner or trustee and shall inure to the benefit of the heirs, executors, and administrators of the person.

ARTICLE XII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

WAIVER OF NOTICE OF SPECIAL STOCKHOLDER MEETING

The undersigned, being the sole Stockholder of Sun Life of Canada Reinsurance Company, waives notice of the special meeting of Stockholders to be held on the 10th day of April, 2000.

Dated: April 10, 2000

CLARICA REINSURANCE HOLDINGS, INC.
as Sole Shareholder of Sun Life of Canada
Reinsurance Company (U.S.)

By: Kenneth L. Evason

Kenneth L. Evason
President and Chief Executive Officer

LA\63797.1
(D\ JAG

DIVISION OF INSURANCE
RECEIVE
MAY 1 2 2000
LANSING, MICHIGAN

COPY

UNANIMOUS WRITTEN RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
CLARICA LIFE REINSURANCE COMPANY

Time being of the essence, we, the undersigned, being all the directors of Clarica Life Reinsurance Company (hereinafter called "the Company"), do hereby consent to and confirm the following resolutions with the intent that the said resolutions shall be as valid and effectual as if they had been passed and confirmed at one or more meetings of the Board of Directors of the Company duly convened.

RESOLVED, that the existing By-laws of the Corporation be, and the same hereby are, repealed and replaced with the amended and restated By-laws in the form of Exhibit A attached hereto.

RESOLVED that the appropriate Directors and Officers be and are hereby authorized and directed to sign any instrument or document or to take any action necessary to give effect to the foregoing resolution.

Kenneth L. Evason

James R. Smith

Guy R. Montag

Julia Goatley

BEING ALL THE DIRECTORS OF
CLARICA LIFE REINSURANCE COMPANY

DIVISION OF INSURANCE
RECEIVED
MAY 12 2000
LANSING, MICHIGAN

COPY

ACTION BY UNANIMOUS CONSENT WITHOUT MEETING

I, the undersigned, being the sole shareholder of Sun Life of Canada Reinsurance Company (U.S.) (the "Corporation") who would be entitled to vote upon the resolutions hereinafter set forth at a formal meeting of the Stockholders of said Corporation held for the purpose of acting upon such resolutions, do hereby consent to the adoption of the following resolutions to the same extent and to have the same force and effect as if adopted at a formal meeting of the Stockholders of said Corporation:

1. The Articles of Incorporation for the Corporation shall be amended and restated as follows:

   (A) Article I is hereby amended to change the name of the Corporation to Clarica Life Reinsurance Company.

   (B) Article II, Section 1 is hereby amended to read as follows:

   The Corporation's principal office for the transaction of business shall be in the State of Michigan at the specific address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

   (C) Article VII is hereby amended to reduce the minimum number of board members to four (4).

   The Amended and Restated Articles of Incorporation are effective on the date approved by the Office of Financial and Insurance Services of the State of Michigan.

2. The following persons are elected directors until their successors are elected and shall qualify:

   Kenneth Evason
   Julia Goatley
   Guy Montag
   James Smith

In testimony whereof witness my signature as of the 10th day of April, 2000.

CLARICA REINSURANCE HOLDINGS, INC.
as Sole Shareholder of Sun Life of Canada
Reinsurance Company (U.S.)

By: Kenneth L. Evason
Kenneth L. Evason
President and Chief Executive Officer

DIVISION OF INSURANCE
RECEIVE
MAY 12 2000
LANSING, MICHIGAN

LA\ 14485
ID\ JAG