

900318233639

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

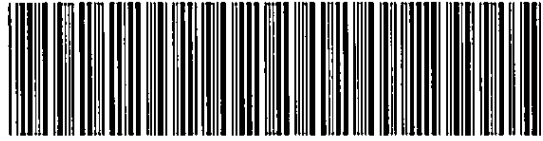
(Business Entity Name)

(Document Number)

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

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FILED  
18 SEP 12 AM 9:18  
TALLAHASSEE, FL 32304

SEP 18 2018  
S. YOUNG

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lumico Life Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** P03968

The enclosed Amendment and fee are submitted for filing.  
Please return all correspondence concerning this matter to the following:

Francesca Savona  
Name of Contact Person

Lumico Life Insurance Company  
Firm/Company

175 King Street  
Address

Armonk, NY 10504  
City/State and Zip Code

francesca\_savona@swissre.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Francesca Savona at (914) 828-8646  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building



# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF GOOD STANDING

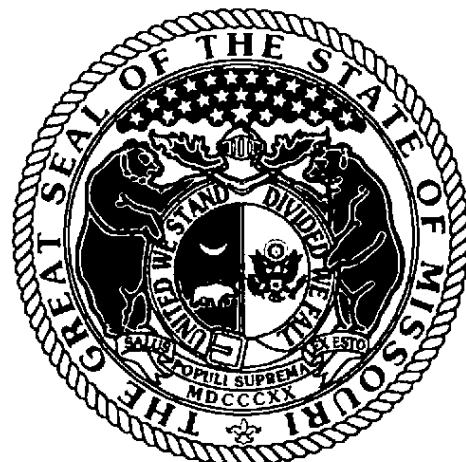
I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

*Lumico Life Insurance Company*  
*1001401441*

was created under the laws of this State on the 19th day of June, 1984, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 11th day of September, 2018.

  
Secretary of State



Certification Number: CERT-09112018-0021

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

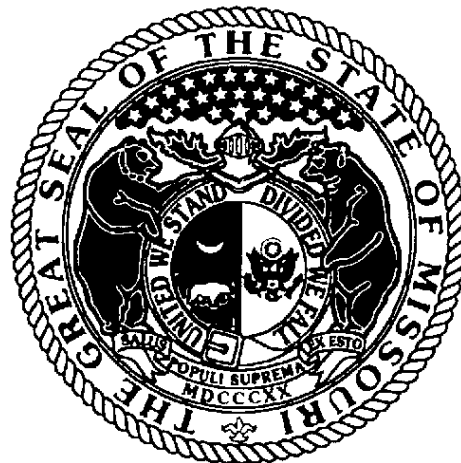
CORPORATION DIVISION  
CERTIFICATE OF CORPORATE RECORDS

*Lumico Life Insurance Company*  
*1001401441*

I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 11th day of September, 2018.

  
Secretary of State



Certification Number: CERT-09112018-0021

**I001401441**  
**Date Filed: 4/26/2017**  
**John R. Ashcroft**  
**Missouri Secretary of State**

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES**

(to be executed in triplicate)

WE, the undersigned president and secretary, on our oaths swear and certify to the truth of the following statements:

(1) NAME OF THE INSURANCE COMPANY:

**LUMICO LIFE INSURANCE COMPANY (formerly, Generation Life Insurance Company)**

(2) THE DATE OF THE AMENDMENT AND RESTATEMENT OF ARTICLES BY THE SHAREHOLDERS,  
MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE RESTATEMENT:

**February 27, 2017**

(3) THE RESTATED ARTICLES ADOPTED ARE ATTACHED TO THIS CERTIFICATE.

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE, OR IF A  
MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO  
VOTE: **25,000 shares**

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND

ORI-04272017-0183 State of Missouri  
No of Pages 10 Pages



Amend/Restate - For Profit

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**LUMICO LIFE INSURANCE COMPANY**  
**(FORMERLY, GENERATION LIFE INSURANCE COMPANY)**

The Amended and Restated Articles of Incorporation of Lumico Life Insurance Company set forth below have been approved, respectively, by the sole shareholder and by the board of directors of Lumico Life Insurance Company (formerly, Generation Life Insurance Company).

**ARTICLE I**

The name of the corporation shall be Lumico Life Insurance Company.

**ARTICLE II**

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on November 2, 1965.

**ARTICLE III**

The duration of the Corporation is perpetual.

**ARTICLE IV**

The principal place of business of the Corporation in Missouri shall be 237 East High Street, Jefferson City, Missouri. The executive and administrative office shall be within or without the State of Missouri as designated by its Board of Directors.

**ARTICLE V**

The Corporation shall have the power and authority necessary and incidental to carry out its corporate purposes and in addition, shall have all the powers and authority granted to like life and health stock insurers as authorized under Chapter 376 et. seq. RSMo as amended and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall have the power and authority to engage in any lawful act or activity for which corporations may be organized under Chapter 351 of the General and

#### ARTICLE IX

The names and addresses of the Corporation's directors are as follows:

<u>Name</u>	<u>Address</u>
Craig Clark	12750 Merit Drive, Suite 500, Dallas, TX 75251
Timothy Daniels	12750 Merit Drive, Suite 500, Dallas, TX 75251
John Moran	175 King Street Armonk, NY 10504
Julia Roper	175 King Street Armonk, NY 10504
Philip Walker	175 King Street Armonk, NY 10504
Thierry Léger	Mythenquai 50/60 CH-8022 Zurich Switzerland
Philip Long	30 St. Mary Axe London EC3A 8EP United Kingdom
Erika Ozer	175 King Street Armonk, NY 10504
Ian Patrick	30 St. Mary Axe London, EC3A 8EP United Kingdom

#### ARTICLE X

The liability of the directors of the Corporation shall be limited to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them as shall be prescribed by the by-laws of the Corporation.


ARTICLE XI


The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, have made and subscribed these Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 27<sup>th</sup> day of February, 2017.

\_\_\_\_\_  
Craig Clark

\_\_\_\_\_  
Timothy Daniels

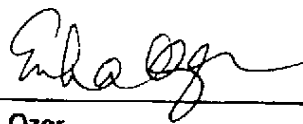
  
\_\_\_\_\_  
John Moran

  
\_\_\_\_\_  
Julia Roper

  
\_\_\_\_\_  
Philip Walker

\_\_\_\_\_  
Thierry Léger

\_\_\_\_\_  
Philip Long

  
\_\_\_\_\_  
Erika Ozer

\_\_\_\_\_  
Ian Patrick

ARTICLE XI

The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, have made and subscribed these Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 27<sup>th</sup> day of February, 2017.

\_\_\_\_\_  
Craig Clark

\_\_\_\_\_  
Timothy Daniels

\_\_\_\_\_  
John Moran

\_\_\_\_\_  
Julia Roper

\_\_\_\_\_  
Philip Walker

\_\_\_\_\_  
Thierry Léger

\_\_\_\_\_  
Phillip Long

\_\_\_\_\_  
Erika Ozer

  
\_\_\_\_\_  
Ian Patrick

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT

I, JOHN R. ASHCROFT, Secretary of the State of Missouri, do hereby certify that

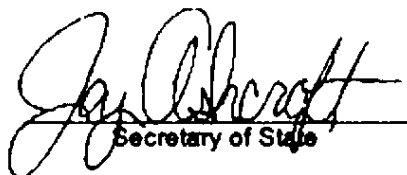
*Lumico Life Insurance Company*  
*1001401441*

FORMERLY

*Generation Life Insurance Company*

a corporation organized under the laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and the said Articles are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this 26th day of April, 2017.

  
Secretary of State



**AFFIDAVIT OF PUBLICATION**

STATE OF MISSOURI ) ss.  
County of Cole )

I, Terri Leifeste, being duly sworn according to law, state that I am one of the publishers of the News Tribune, a daily newspaper of general circulation in the County of Cole, State of Missouri, where located; which newspaper has been admitted to the Post Office as periodical class matter in the City of Jefferson, Missouri, the city of publication; which newspaper has been published regularly and consecutively for a period of three years and has a list of bona fide subscribers, voluntarily engaged as such, who have paid or agreed to pay a stated price for a subscription for a definite period of time, and that such newspaper has complied with the provisions of Section 493.050, Revised Statutes of Missouri 2000, and Section 59.310, Revised Statutes of Missouri 2000. The affixed notice appeared in said newspaper on the following issues:

1st Insertion	October 20, 2016
2nd Insertion	October 27, 2016
3rd Insertion	November 3, 2016
4th Insertion	November 10, 2016
5th Insertion	_____
6th Insertion	_____
7th Insertion	_____
8th Insertion	_____
9th Insertion	_____
10th Insertion	_____
11th Insertion	_____
12th Insertion	_____
13th Insertion	_____
14th Insertion	_____
15th Insertion	_____
16th Insertion	_____
17th Insertion	_____
18th Insertion	_____

\$1,699.00  
Printer's Fee

By: *Terri Leifeste*  
Terri Leifeste

Subscribed & sworn to before me this 10th day of November 2016.

*Mayra Long*  
Notary Public

**MAYRA LONG**  
Notary Public-Notary Seal  
STATE OF MISSOURI  
Boone County  
Commission # 13503731  
My Commission Expires 1/21/2017

**DECLARATION OF INTENTION TO  
REDOMESTICATE  
AND  
AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
OF  
GENERATION LIFE INSURANCE COMPANY**  
We, the undersigned directors of Generation Life Insurance Company (formerly, Congress Life Insurance Company), an Arizona corporation, being natural persons over the age of eighteen (18), a majority of whom are citizens of the United States of America, and constituting the entire board of directors of such corporation, do hereby state our intention to redomesticate Generation Life Insurance Company to the State of Missouri as a stock life and health insurance company in the manner provided in and pursuant to section 375.908, RSMo, and the regulations promulgated pursuant thereto, by amending and restating the articles of incorporation of Generation Life Insurance Company to comply with the requirements of sections 376.010 to 376.120 of the Missouri Insurance Code and RSMo section 351.106. The Amended and Restated Articles of Incorporation of Generation Life Insurance Company set forth below and made a part of this Declaration of Intention to Redomesticate have been approved, respectively, by the sole shareholder and by the board of directors of Generation Life Insurance Company.

**ARTICLE I**  
The name of the corporation shall be Generation Life Insurance Company.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

**ARTICLE VIII**

The Board of Directors shall consist of not less than nine (9) and not more than twenty-one (21) persons, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held at such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

**ARTICLE IX**

The names and addresses of the Corporation's directors are as follows:

Name	Address
Craig Clark 12750	Merit Drive, Suite 500, Dallas, TX 75251
Timothy Daniels	12750 Merit Drive, Suite 500, Dallas, TX 75251
John Moran	175 King Street Armonk, NY 10504
Julia Roper	175 King Street Armonk, NY 10504
Philip Walker	175 King Street Armonk, NY 10504
Thierry Léger	Mythenquai 50/60 CH-8022 Zurich Switzerland
Philip Long	30 St. Mary Axe London EC3A 8EP United Kingdom
Erika Ozer	175 King Street Armonk, NY 10504
Ian Patrick	30 St. Mary Axe London, EC3A 8EP United Kingdom



#### ARTICLE V

The Corporation shall have the power and authority necessary and incidental to carry out its corporate purposes and in addition, shall have all the powers and authority granted to like life and health stock insurers as authorized under Chapter 376 et. seq. RSMo as amended and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall have the power and authority to engage in any lawful act or activity for which corporations may be organized under Chapter 351 of the General and Business Corporation Law of Missouri to the extent the same are not inconsistent with or in conflict with sections 376.010 to 376.120 of the Missouri Insurance Code.

#### ARTICLE VI

The Corporation shall have authority to issue fifty thousand (50,000) shares of capital stock having a par value of one hundred dollars (\$100) per share, any part of which shall be issued in such manner as the board of directors may declare and as permitted by law. Twenty five thousand (25,000) shares of Common Stock have been issued and are outstanding and fully paid up, amounting to \$2,500,000 in aggregate capital. These Articles do not effect an exchange, reclassification, or cancellation of issued shares, nor do they effect a change in the amount of stated capital of the Corporation.

#### ARTICLE VII

The corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board and through such officers, agents, employees, and committees, as the Board may, in its discretion, from time to time designate and empower.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

#### ARTICLE VIII

The Board of Directors shall consist of not less than nine (9) and not more than twenty-one (21) persons, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held at such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

ARTICLE XI

The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, have made and subscribed this Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 17th day of October, 2016.

  
\_\_\_\_\_  
Craig Clark

  
\_\_\_\_\_  
Timothy Daniels

\_\_\_\_\_  
John Moran

\_\_\_\_\_  
Julia Roper

\_\_\_\_\_  
Philip Walker

\_\_\_\_\_  
Thierry Léger

\_\_\_\_\_  
Philip Long

\_\_\_\_\_  
Erika Ozer

\_\_\_\_\_  
Ian Patrick

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

*Generation Life Insurance Company - 000002248*

CONVERTING INTO:

*Generation Life Insurance Company - 1001401441*

Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

NOW, THEREFORE, I, Missouri, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

*Generation Life Insurance Company - 1001401441*

As the newly formed entity, pursuant to Chapter 351.409 RSMO.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of November, 2016.

  
Secretary of State

