

PO6132

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

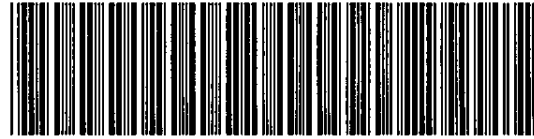
(Business Entity Name)

(Document Number)

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

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*Name Change  
& Amend*

02/19/14--01018--022 \*\*52.50

FILED  
2014 FEB 19 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
2/20/14*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SCOR Global Life Re Insurance Company of Texas  
Name of Corporation

**DOCUMENT NUMBER:** P06132

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brent Kessler

Name of Contact Person

SCOR Reinsurance Company

Firm/Company

199 Water Street, Suite 2100

Address

New York, NY 10038

City/State and Zip Code

bkessler@scor.com

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

For further information concerning this matter, please call:

Brent Kessler

Name of Contact Person

at ( 212 )

884-9679

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  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

(Pursuant to s. 607.1504, F.S.)

## P06132

FILED  
2004 FEB 19 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Texas  
(State)  
5/21/1985

(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5419814 8100D

131495921

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025098

DATE: 12-31-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:25 PM 12/31/2013  
FILED 03:25 PM 12/31/2013  
SRV 131495921 - 5419814 FILE

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SCOR GLOBAL LIFE RE INSURANCE**  
**COMPANY OF TEXAS**

**ARTICLE I**

The name of the corporation is SCOR Global Life Re Insurance Company of Texas (the "Corporation").

**ARTICLE II**

The purpose for which this Corporation is formed is to engage in the following kinds of insurance business, to-wit:

The kinds of insurance business this Company proposes to transact shall be life, health and accident insurance business, now or as hereinafter permitted under the laws of the State of Texas.

**ARTICLE III**

The registered office in the State of Delaware shall be 2711 Centerville Road, Suite 400, Wilmington, DE, County of New Castle, 19808. The name of the registered agent therein and in charge thereof upon whom process against this corporation may be served is Corporation Service Company.

**ARTICLE IV**

The period of its duration is Five Hundred (500) Years.

**ARTICLE V**

The number of Directors constituting the Board of Directors shall not be less than five (5) or more than thirteen (13) and cumulative voting for Directors is prohibited. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

## ARTICLE VI

### CAPITAL:

The amount of the total authorized capital stock of SCOR Global Life Re Insurance Company of Texas is Seventy-Five Thousand (75,000) shares of common stock, per value Seventy-Two Dollars and Fifty Cents (\$72.50), of which shares there shall always be issued, outstanding, and fully paid at least fifty percent (50%) of the aggregate par value of the shares authorized to be issued. The Corporation shall also have at all times at least Seven Hundred Thousand Dollars (\$700,000) in capital and Seven Hundred Thousand Dollars (\$700,000) in surplus. The capital represented by the Sixty-Nine Thousand (69,000) shares of common stock issued and outstanding is Five Million Two Thousand, Five Hundred Dollars (\$5,002,500).

The Corporation has received for the issuance of its shares of its common stock consideration of the value of Five Million Two Thousand, Five Hundred Dollars (\$5,002,500), consisting of money actually received.

## ARTICLE VII

The shareholders of the Corporation shall adopt the initial bylaws of the Corporation and thereafter, the Board of Directors is authorized to amend or repeal the bylaws or to adopt new bylaws, subject to any limitations that may be contained in such bylaws.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31<sup>st</sup> day of December 2013.

  
\_\_\_\_\_  
Incorporator  
Maxine H. Verne

Name and Address of Incorporator:  
Maxine H. Verne  
199 Water Street  
Suite 2100  
New York, NY 10038

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:25 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5419814 8100

131495926

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025121

DATE: 12-31-13

12/31/2013 11:03 AM 001-00111  
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:25 PM 12/31/2013  
FILED 03:25 PM 12/31/2013  
SRV 131495926 - 5419814 FILE

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE**

SCOR Global Life Re Insurance Company of Texas, a corporation organized and existing under the laws of the State of Delaware as of the date of filing of this certificate, hereby certifies as follows:

1. The name of the corporation is SCOR Global Life Re Insurance Company of Texas. The corporation was originally incorporated in the State of Delaware on December 31, 2013.

2. SCOR Global Life Re Insurance Company of Texas has been domesticated from the State of Texas to the State of Delaware pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C §4946) and all other applicable provisions of Delaware and Texas law and a Certificate of Incorporation incorporating all of the provisions of the prior Texas Articles of Incorporation as amended has today been filed as the Certificate of Incorporation of the Corporation (the "Delaware Certificate of Incorporation") to implement its domestication to Delaware. The corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to change the name of the Company to SCOR Global Life Reinsurance Company of Delaware.

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Texas Articles of Incorporation as previously amended and becomes the Certificate of Incorporation of this Corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Texas is hereby restated and further amended and reads in its entirety as follows:



RESTATED CERTIFICATE OF INCORPORATION

OF

SCOR GLOBAL LIFE REINSURANCE  
COMPANY OF DELAWARE

ARTICLE I

The name of the corporation is SCOR Global Life Reinsurance Company of Delaware (the "Corporation").

ARTICLE II

The purpose for which this Corporation is formed is to engage in the following kinds of insurance business, to-wit:

The kinds of insurance business this Company proposes to transact shall be life, health and accident insurance business, now or as hereinafter permitted under the laws of the State of Delaware.

ARTICLE III

The registered office in the State of Delaware shall be 2711 Centerville Road, Suite 400, Wilmington, DE, County of New Castle, 19808. The name of the registered agent therein and in charge thereof upon whom process against this corporation may be served is Corporation Service Company.

ARTICLE IV

The period of its duration is Five Hundred (500) Years.

ARTICLE V

The number of Directors constituting the Board of Directors shall not be less than five (5) or more than thirteen (13) and cumulative voting for Directors is prohibited. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

## ARTICLE VI

### **CAPITAL:**

The amount of the total authorized capital stock of SCOR Global Life Reinsurance Company of Delaware is Seventy-Five Thousand (75,000) shares of common stock, par value Seventy-Two Dollars and Fifty Cents (\$72.50), of which shares there shall always be issued, outstanding, and fully paid at least fifty percent (50%) of the aggregate par value of the shares authorized to be issued. The Corporation shall also have at all times at least Seven Hundred Thousand Dollars (\$700,000) in capital and Seven Hundred Thousand Dollars (\$700,000) in surplus. The capital represented by the Sixty-Nine Thousand (69,000) shares of common stock issued and outstanding is Five Million Two Thousand, Five Hundred Dollars (\$5,002,500).

The Corporation has received for the issuance of its shares of its common stock consideration of the value of Five Million Two Thousand, Five Hundred Dollars (\$5,002,500), consisting of money actually received.

## ARTICLE VII

The shareholders of the Corporation shall adopt the initial bylaws of the Corporation and thereafter, the Board of Directors is authorized to amend or repeal the bylaws or to adopt new bylaws, subject to any limitations that may be contained in such bylaws.

4. The effective date of the Certificate shall be December 31, 2013