

P07124

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Security Life and Annuity Company
(Name of corporation)

DOCUMENT NUMBER: P07124

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan E. Mistretta
(Name of person)

National Security Life and Annuity Company
(Name of firm/company)

P.O. Box 1625
(Address)

Binghamton, New York 13902-1625
(City/state and zip code)

For further information concerning this matter, please call:

Susan Mistretta at (877) 446-3060, ext. 301
(Name of person) (Area code & daytime telephone number)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 MAY 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Name
change
Amend*

100005637661--8
-05/29/02--01044--001
*****43.75 *****43.75

*Def
6/4/02*



National Security
Life and Annuity Co.

Binghamton, New York

✓ Administrative Office:
Post Office Box 5363
Cincinnati, Ohio 45201

Overnight Packages:
One Financial Way
Cincinnati, Ohio 45242

Telephone: 877.446.6060
www.nslac.com

(513) 794-6683

May 28, 2002

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399-0250

Re: National Security Life and Annuity Company
(f/k/a "First ING Life Insurance Company of New York")

Dear Sir:

Pursuant to instructions from the Florida Department of Insurance, I am mailing you a Transmittal Letter along with our Application By Foreign Profit Corporation To File Amendment to Application for Authorization to Transact Business in Florida. I have also included a copy of our Amended and Restated Charter which is certified by the New York Insurance Department and a Certificate of Good Standing. A check for \$43.75 has been included to cover the cost of the filing fee and for a copy of a Certificate of Status.

If you have any questions, feel free to contact me.

Sincerely,

Kelly S. Volpenheim ✓
Paralegal

Enclosures

FlSecofState.doc

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.)

FILED
MAY 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

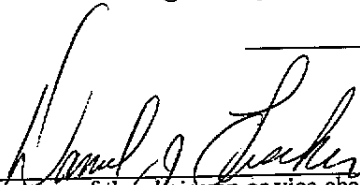
P07124

Document Number of Corporation (if known)

1. First ING Life Insurance Company of New York
(Name of corporation as it appears on the records of the Department of State)
2. New York (Incorporated under laws of)
3. 8-16-85 (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? effect-1-4-02 (filed 3-19-02)
5. National Security Life and Annuity 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)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

May 28, 2002
(Date)

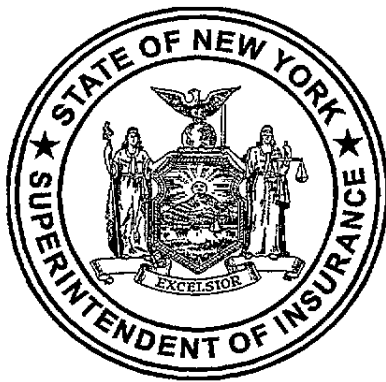
Daniel J. Fischer
(Typed or printed name)

President
(Title)

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified that the annexed copy Amended and Restated Charter of National Security Life and Annuity Company (formerly First ING Life Insurance Company of New York), of Binghamton, New York, as approved by this Department March 19, 2002,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 19th day of April, 2002.

Salvatore Castiglione
Special Deputy Superintendent

February 26, 2002

Itemized Statement of the Amendments to the
AMENDED AND RESTATED CHARTER
OF
FIRST ING LIFE INSURANCE COMPANY OF NEW YORK
UNDER
SECTION 807 OF THE BUSINESS CORPORATION LAW
AND
SECTION 1206 OF THE INSURANCE LAW

WE, THE UNDERSIGNED, being the President and the Secretary of First ING Life Insurance Company of New York, hereby certify and set forth:

1. The name of the corporation is First ING Life Insurance Company of New York. The corporation was originally incorporated under the name of The Urbaine Life Reinsurance Company.
2. The Charter of First ING Life Insurance Company of New York (formerly The Urbaine Life Reinsurance Company) was filed in the office of the Superintendent of Insurance of the State of New York on February 7, 1973, and subsequently amended on June 27, 1977, restated on May 21, 1993, and amended on June 2, 1994, and on May 2, 1997.
3. The Charter of First ING Life Insurance Company of New York is hereby amended by striking Articles I through X in their entirety and substituting in lieu thereof the Articles set forth herein below and restated in its entirety as follows:

ARTICLE I

Article I - Explanation of the Nature of Changes

- **Changes the name of the Corporation from First ING Life Insurance Company of New York to National Security Life and Annuity Company.**

Article I - as amended:

The name of this Corporation shall be:

NATIONAL SECURITY LIFE AND ANNUITY COMPANY

ARTICLE II

Article II - Explanation of the Nature of Changes

- **Changes the location of the principal office of the Corporation from New York County to Broome County, New York.**

Article II -- as amended:

The principal office of this Corporation shall be in the County of Broome, in the State of New York.

ARTICLE III

Article III - Explanation of the Nature of Changes

- **Updates the kinds of insurance the Corporation may transact to conform to recent amendments to Section 1113(a) of the Insurance Law of the State of New York.**
- **Incorporates provisions previously included in Articles IV and V.**

Article III -- as amended:

SECTION 1. The kinds of insurance to be transacted by the Corporation are those kinds specified in Paragraphs "1", "2", and "3", of Section 1113(a) of the Insurance Law of the State of New York as follows:

(1) "Life Insurance," means every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payments of part or all of the death benefit or a special surrender value upon (A) diagnosis of terminal illness defined as a life expectancy of twelve months or less, (B) diagnosis of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, or (D) certification by a licensed health care practitioner that the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment and the insurer that issues such policy is a qualified long term care insurance carrier under Section 4980C of the Internal Revenue Code or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. "Life insurance" also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured. Amounts paid the insurer for life insurance and proceeds applied under optional modes of

settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to Section 4240 of the Insurance Law. Said definition shall be deemed to include any subsequent statutory amendments, modifications or substitutions of Section 1113(a)(1) of the Insurance Law of the State of New York.

(2) "Annuities," means all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one hereof. Amounts paid the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to Section 4240 of the Insurance Law. Said definition shall be deemed to include any subsequent statutory amendments, modifications or substitutions of Section 1113(a)(2) of the Insurance Law of the State of New York.

(3) "Accident and Health Insurance," means (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof; and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date. Said definition shall be deemed to include any subsequent statutory amendments, modifications or substitutions of Section 1113(a)(3) of the Insurance Law of the State of New York.

SECTION 2. The Corporation may also engage in the reinsurance of the kinds of insurance business it is authorized to do.

SECTION 3. The foregoing enumeration of specific kinds of insurance shall not be held to limit or restrict the powers of the Corporation to carry on any other business to the extent necessarily or properly incidental to such kinds of insurance.

SECTION 4. The Corporation shall have full power and authority to cede reinsurance of any risks taken by it subject to the Insurance Law and the rules and regulations of the Insurance Department of the State of New York.

ARTICLE IV

Article IV - Explanation of the Nature of Changes

- **Incorporates provision previously found in Article VI.**

Article IV – as amended:

The corporate powers of the Corporation shall be exercised through a Board of Directors and through such Committees of the Board of Directors, officers and agents as such Board and the By-Laws of the Corporation shall empower.

ARTICLE V

Article V - Explanation of the Nature of Changes

- Incorporates provisions previously included in Article VI and VII.
- In accordance with New York Insurance Law Section 1201(a)(5)(B)(vi), provides for the times and manner of electing directors and officers, the manner of filling vacancies, and provision that each director shall be at least eighteen years of age and that at all times a majority shall be citizens and residents of the United States, and that not less than three shall be residents of New York.
- Deletes requirement that full Board be elected annually, and adds requirement that any decrease in the number of directors shall not shorten the term of any incumbent director.
- Adds a requirement that at least one third of the directors be independent of the Corporation.
- Changes the date of the annual meeting from June 1 to the third Thursday in May.

Article V – as amended:

SECTION 1. Election and Qualification of Directors. Directors shall be elected at the annual meeting of shareholders, which shall be held on the third Thursday in May of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day. The directors shall be chosen and elected by a plurality of the votes cast and shall hold office for one (1) year and until their respective successors shall have been elected and shall have qualified. All directors shall be at least eighteen (18) years of age but need not be shareholders. At all times, a majority of the directors shall be citizens of the United States and at least three (3) shall be citizens and residents of the State of New York. A copy of the notice of any meeting at which directors are elected, which is sent to the shareholders, shall be filed in the Office of the Superintendent of Insurance of the State of New York at least ten (10) days before the day on which such meeting is to be held.

SECTION 2. Number of Directors. The number of directors of the Corporation shall be not less than nine (9) nor more than twenty-one (21) and shall be determined by the provisions of the By-Laws, provided, however, that the number of directors shall be increased to not less than thirteen (13) directors within one year following the end of the calendar year in which the Corporation's admitted assets exceed \$1,500,000,000. At least one-third of the directors, but not less than four (4) directors, shall not be officers or employees of the Corporation or of any company controlling, controlled by, or under common control with the Corporation, and shall not be beneficial owners of a controlling interest in the voting stock of the Corporation or of any such company. Subject to the immediately preceding sentence and to change by action of the shareholders or by resolution of the Board of Directors, the number of directors of the Corporation shall be ten (10). Any change in the number of directors made by resolution of the Board of Directors shall require the affirmative vote of a majority of all directors then in office, but no decrease in the number of directors so made shall shorten the term of any incumbent director.

SECTION 3. Vacancies in the Board. A vacancy or vacancies in the Board resulting

from death, resignation or removal of any director, or from the increase in the number of directors, or for any other cause, may be filled for the remainder of the term by two-thirds (2/3) vote of the remaining directors at any regular meeting of the Board or at any special meeting called for that purpose. A director so elected shall not take office or exercise the duties thereof until ten (10) days after written notice of his or her election shall have been filed in the Office of the Superintendent of Insurance of the State of New York.

SECTION 4. Election and Qualification of Officers. The Board of Directors shall, at their first meeting following the annual election of directors, elect from among their number a Chief Executive Officer and a President, and shall also elect a Secretary, a Vice President and Chief Financial Officer and a Vice President and Treasurer, who need not be members of the Board of Directors. The Board may, at any time, also elect one or more Vice Presidents, and such Assistant Treasurers and Assistant Secretaries, or other officers, as it may deem proper. The Chief Executive Officer and the President shall appoint such officers other than those required to be elected by the Board of Directors as they deem necessary for the conduct of the Corporation's business. More than one office may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

SECTION 5. Term of Office; Vacancies. Each officer of the Corporation elected by the Board of Directors shall hold office until his or her successor is chosen and qualified, or until he or she shall have died or resigned or shall have been removed as hereinafter provided. A vacancy in any office arising from any cause may be filled by the Board of Directors.

ARTICLE VI

Article VI - Explanation of the Nature of Changes

- **Incorporates provision previously included as Article VIII.**

Article VI – as amended:

The amount of the authorized capital of this Corporation shall be TWO MILLION FIVE HUNDRED THOUSAND DOLLARS (\$2,500,000), to consist of TEN THOUSAND (10,000) shares of stock of the par value of TWO HUNDRED FIFTY DOLLARS (\$250.00) per share.

ARTICLE VII

Article VII - Explanation of the Nature of Changes

- Adds new provision specifying that shareholders shall not have any right to subscribe for or purchase or acquire new shares.

Article VII – as amended:

The holders of stock of the Corporation shall not have any pre-emptive, preferential or other right to subscribe for or purchase or acquire any shares of any class of stock or any other securities of the Corporation, whether now or hereafter authorized, and whether or not convertible into, or evidencing or carrying the right to purchase, shares of stock of any class or any other securities now or hereafter authorized.

ARTICLE VIII

Article VIII - Explanation of the Nature of Changes

- Incorporates provision previously found in Article VII.

Article VIII – as amended:

The Board of Directors shall have the power to adopt By-Laws of the Corporation and to amend the same from time to time in whole or in part.

ARTICLE IX

Article IX - Explanation of the Nature of Changes

- Incorporates provision previously found in Article X.

Article IX – as amended:

The duration of the corporate existence of this Corporation shall be perpetual.

ARTICLE X

Article X - Explanation of the Nature of Changes

Incorporates provision previously found in Article IX and amends such provision to conform to the language specified in New York Insurance Department Circular Letter 12 (1988).

Article X – as amended:

No director shall be personally liable to the Corporation or any of its shareholders for damages for any breach of duty as a director; provided, however, that the foregoing provision shall not eliminate or limit (i) the liability of a director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or any violation of the Insurance Law or knowing violation of any other law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled; or (ii) the liability of a director for any act or omission prior to the adoption of this restatement by the shareholders of the Corporation.


4. This Amended and Restated Charter of First ING Life Insurance Company of New York was authorized by the Board of Directors by written consent in lieu of a meeting executed as of February 26, 2002, followed by the affirmative vote of the sole shareholder by written consent in lieu of a special meeting executed as of February 26, 2002, to be effective upon filing with the Superintendent of Insurance of the State of New York.

IN WITNESS, the undersigned have executed and signed this Certificate this 12th day of March, 2002.

(SEAL)



Daniel J. Fischer
President



Susan E. Mistretta
Secretary

CORPORATE ACKNOWLEDGMENT

STATE OF NEW YORK)
) SS.
COUNTY OF BROOME)

On the 12th day of March, 2002, before me, Cheryl M. Lyon, Notary Public, personally appeared Daniel J. Fischer and Susan E. Mistretta, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity of President and Secretary of First ING Life Insurance Company of New York, and that by their signatures on the instrument the entity upon behalf of which the persons acted, and executed the instrument.

WITNESS my hand and official seal.

Cheryl Lyon
Notary Public

My commission expires:

CHERYL LYON
NOTARY PUBLIC, State of New York
No. 31-4805917
Qualified in New York County
Commission Expires Sent on 1st 2002