

P.07735

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

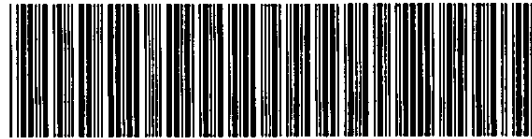
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/12/18--01031--008 **43.75

FILED
2018 FEB 28 PM 4:18
CLERK OF THE COURT
ALABAMA

CUS
Amend / changing
jurisdiction

MAR - 1 2018
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Swiss Re Life & Health America Inc.
Name of Corporation

DOCUMENT NUMBER: _____

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

Swiss Re Life & Health America Inc.

Firm/Company

175 King Street

Address

Armonk, New York 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

Name of Contact Person

at (914) 828-8646
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2018

FRANCESCA SAVONA
SWISS RE LIFE & HEALTH AMERICA INC.
175 KING STREET
ARMONK, NY 10504

SUBJECT: SWISS RE LIFE & HEALTH AMERICA INC.
Ref. Number: P07735

We have received your document for SWISS RE LIFE & HEALTH AMERICA INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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 (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 918A00003647

COVER LETTER

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Division of Corporations

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Name of Corporation

DOCUMENT NUMBER: _____

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Name of Contact Person

Swiss Re Life & Health America Inc.

Firm/Company

175 King Street

Address

Armonk, New York 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

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☐ \$52.50 Filing Fee,
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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

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)

(Document number of corporation (if known))

1. Swiss Re Life & Health America Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. October 14, 1985

(Date authorized to do business in Florida)

FILED
2018 FEB 28 PM 4:18
SECRETARY OF STATE
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? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in 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.

Missouri

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Francesca Savona
(Signature of a director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

Francesca Savona
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF FACT

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 as Secretary of State show that

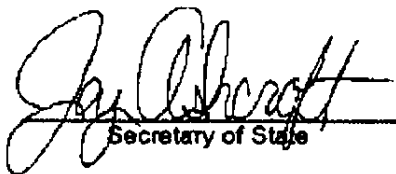
SWISS RE LIFE & HEALTH AMERICA INC.
1001401437

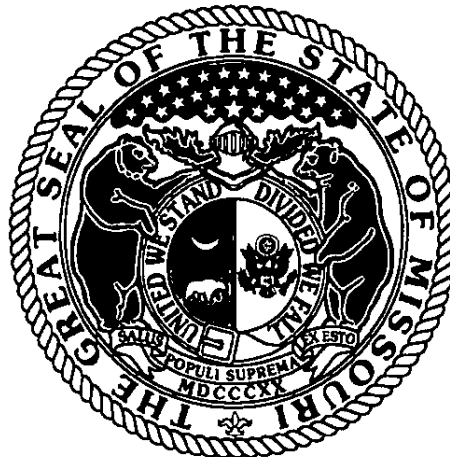
was created under the Laws of the State of Missouri on the 1st day of April, 1970.

I further certify that Declaration to Re-Domestication was filed on the 30th day of June, 2015, converting SWISS RE LIFE & HEALTH AMERICA INC. (O00001543) a Connecticut Life Insurance Company into SWISS RE LIFE HEALTH AMERICA INC. (I001401437) a Missouri Insurance Company of which SWISS RE LIFE HEALTH AMERICA INC is the newly formed entity.

I further certify that SWISS RE LIFE HEALTH AMERICA INC has the status of Good Standing with this office as of the date of this certificate.

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 23rd day of February, 2018.


Secretary of State



Certification Number: CERT-02232018-0085

HAND
CARRIED

STATE OF MISSOURI



RECEIVED

JUN 8 2015

STATE OF MISSOURI

Jason Kander
Secretary of State

CERTIFICATE OF ACCEPTANCE

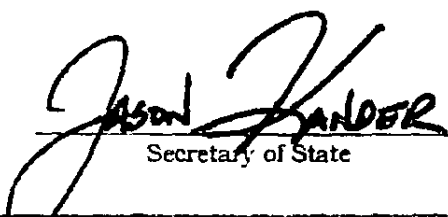
I, JASON KANDER, Secretary of State, of the State of Missouri, do hereby certify that a resolution of

SWISS RE LIFE & HEALTH AMERICA INC.
1001401437

a Connecticut corporation relating to acceptance of Missouri Chapter 376 RSMo., has been received in this office. The substance thereof is: Acceptance under the law of Missouri, as amended.

Said resolution is found to conform to law. Accordingly, I, by the virtue of the authority vested in me by law, hereby issue this Certificate of Acceptance.

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
30th day of June, 2015.


Secretary of State



DECLARATION OF INTENTION TO REDOMESTICATE
AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SWISS RE LIFE & HEALTH AMERICA INC.

We, the undersigned directors of Swiss Re Life & Health America Inc., a Connecticut 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 Swiss Re Life & Health America Inc. 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 Swiss Re Life & Health America Inc. to comply with the requirements of sections 376.010 to 376.120 of the Missouri Insurance Code.

The Amended and Restated Articles of Incorporation of Swiss Re Life & Health America Inc. 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 Swiss Re Life & Health America Inc.

ARTICLE I

The name of the corporation shall be Swiss Re Life & Health America Inc.

ARTICLE II

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on June 29, 1967.

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.

ORI-06302015-1153 State of Missouri
No of Pages 11 Pages



Conversion - Other

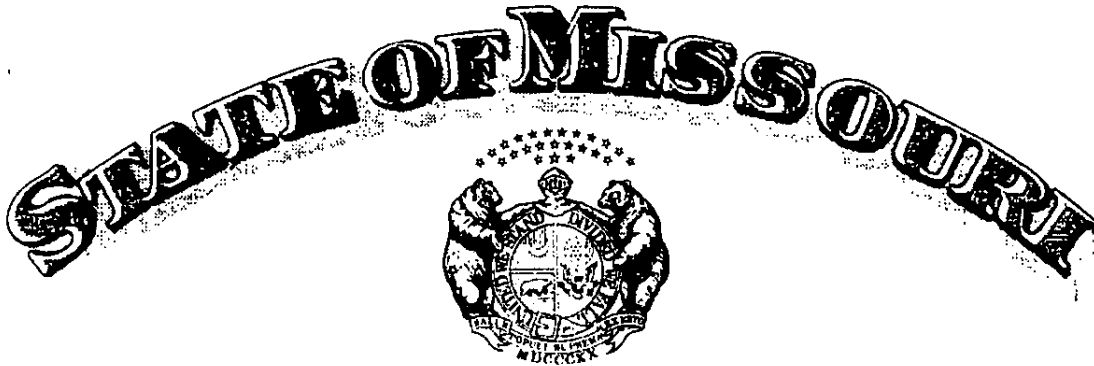
<u>Name</u>	<u>Address</u>
David A. Cole	Kilchberg, Switzerland
Gail D. Fosler	Chevy Chase, Maryland
Karen L. Gavan	Toronto, Ontario, Canada
David L. Jahnke	Minneapolis, Minnesota
Patrick Raaflaub	Muri, Switzerland
Carlos E. Represas	Mexico, D.F., Mexico
George E. Ruebenson	Lincolnshire, Illinois
Philip K. Ryan	New York, New York
J. Eric Smith	New Canaan, Connecticut
William J. Toppeta	New York, New York
Thomas P. Wellauer	Erlenbach, Switzerland

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 to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

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.



**DEPARTMENT OF INSURANCE, FINANCIAL
INSTITUTIONS AND PROFESSIONAL REGISTRATION**

P.O. Box 690, Jefferson City, Mo. 65102-0690

Certified Copy

**I, John M. Huff, Director of the Department of Insurance, Financial Institutions
and Professional Registration, do hereby certify that the annexed pages are a true
and correct copy of the original as it appears in our file:**

**CERTIFICATE OF ACCEPTANCE
FOR
SWISS RE LIFE & HEALTH AMERICA INC**

Signed and official seal affixed at my office in the City of Jefferson, this 2d day of March, 2016.

A handwritten signature in black ink, appearing to read "J. McAdams", is written over a horizontal line.

James R. McAdams, Deputy Director

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 forty thousand (40,000) shares of capital stock having a par value of one hundred dollars (\$100) per share, all of which shall be common voting stock. All such shares are issued and fully paid up, amounting to \$4,000,000 in aggregate capital.

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.


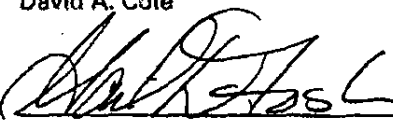
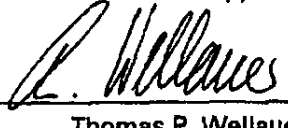
ARTICLE VIII

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 IX

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

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 14th day of May, 2015.


David A. Cole
George E. Ruebenson
Gail D. Fosler
Phillip K. Ryan
Karen L. Gavan
J. Eric Smith
David L. Jahnke
William J. Toppeta
Patrick Raatlaub
Thomas P. Wellauer
Carlos E. Represas