

P11582

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

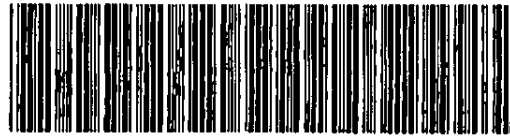
Certificates of Status

Special Instructions to Filing Officer:

Original filed in error as a
name change, with state
of incorporation as being
Arkansas. Records corrected
1/7/09 to delete name
change and file re-domestication
from Washington to
Arkansas.

Office Use Only

* See letter of 12/30/08



300137578253

11/12/08--01030--006 **52.50

FILED

09 JAN - 7 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Tlewio
1-7-09

MITCHELL || WILLIAMS

JUNE STRACENER, FLMI, PARALEGAL
DIRECT DIAL: 501-370-4225
E-MAIL: JSTRACENER@MWSGW.COM

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 7201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

January 6, 2009

VIA FEDERAL EXPRESS

Ms. Thelma Lewis
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **MERRILL LYNCH LIFE INSURANCE COMPANY**
Document Number P11582

Dear Thelma:

Thank you again for speaking with me over the last several weeks concerning the above captioned matter.

In furtherance of my December 30, 2008 e-mail message to you (copy enclosed), we are providing the following items:

- 1) A completed application form changing the state of incorporation from Washington to Arkansas; and
- 2) A copy of the Company's Articles of Redomestication as certified by the Arkansas Insurance Department.

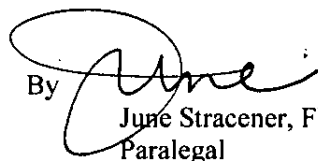
It is my understanding that you do not need any additional fees. I further understand that you will issue us a Certificate of Status and a certified copy which will evidence that (1) the name of the Company remains Merrill Lynch Life Insurance Company and (2) the state of incorporation is Arkansas.

Again, I cannot tell you how very much we appreciate your courtesy and assistance in this matter, Thelma. If you have any questions, don't hesitate to call me.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By



June Stracener, FLMI
Paralegal

BJS:ab

cc: Ms. Mary Schaefer
Mr. Doak Foster

June Stracener

From: June Stracener
Sent: Tuesday, December 30, 2008 12:42 PM
To: 'tlewis@dos.state.fl.us'
Subject: Merrill Lynch Life Insurance Company -- Document # P11582

Thelma, thank you so very much for speaking with me concerning the above captioned matter. This will confirm that the Company has decided to not go forward with the name change to Transamerica Advisors Life Insurance Company at this time. The proposed amendment to the Company's Articles of Incorporation, whereby the Company's name would have been changed as of January 1, 2009, has this date been withdrawn from filing with the Arkansas Insurance Department, the Company's domiciliary regulator, and will not become legally effective.

It is my understanding that you will reverse the name change in your office. In the meantime, we will obtain a signed application from the Company to correct the state of incorporation (from WA to AR) and obtain a certified copy of the Articles of Redomestication from the Arkansas Insurance Department. Once we have those 2 items, we will send them to your attention. I also understand that we will not need to send you any additional fees.

Thelma, I cannot tell you how very much we appreciate your courtesy and assistance in this matter. I'll get those items to you just as quickly as I can. Again, thank you so much for your help.

June

MITCHELL WILLIAMS

June Stracener, FLMI | Paralegal
T 501.370.4225 | F 501.918.7225
jstracener@mws gw.com | MitchellWilliamsLaw.com
425 W. Capitol Ave. | Ste. 1800 | Little Rock, AR 72201
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

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)

P11582

(Document number of corporation (if known))

FILED
09 JAN -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Merrill Lynch Life Insurance Company

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

2. Washington

(Incorporated under laws of)

3. 9-26-86

(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? _____

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.

Arkansas

(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.

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

Mary Schaefer

(Typed or printed name of person signing)

Assistant Vice President

(Title of person signing)

STATE OF ARKANSAS
State Insurance Department
CERTIFICATE

I, the undersigned Insurance Commissioner of Arkansas,
do hereby certify that the foregoing documents hereto attached
contain a true and complete copy of the

ARTICLES OF AMENDMENT
RESTATEMENT, AND REDOMESTICATION
OF THE
ARTICLES OF INCORPORATION
OF
MERRILL LYNCH LIFE INSURANCE COMPANY
AS APPROVED AUGUST 30, 1991

And that the original is now among the files in my office.



In Witness Whereof, I have hereunto set my
hand and affixed the official seal of this
Department at the City of Little Rock,
Arkansas, this 30th day of December,
2008.


Insurance Commissioner

Chief Deputy Commissioner

FILED
AUG 30 1991
INSURANCE COMMISSIONER
Legal Division

ARTICLES OF ~~AMENDMENT~~ **FILED**
RESTATEMENT, AND REDOMESTICATION
1991 SEP 73 P 3:55
OF THE
CAROLYN STALEY
ARTICLES OF INCORPORATION
PULASKI COUNTY, ARK
OF

APPROVED
AUG 30 1991
INSURANCE COMMISSIONER
Legal Division
State of Arkansas

MERRILL LYNCH LIFE INSURANCE COMPANY

A Stock Insurance Company Redomesticated from the
State of Washington to the State of Arkansas

Merrill Lynch Life Insurance Company (the "Corporation"),
by its President and Secretary, does hereby certify that upon the
written authorization of its sole shareholder on
August 6, 1991, the Amended and Restated Articles
of Incorporation set forth below were adopted in order to effect
the redomestication of the Corporation from the State of Washington
to the State of Arkansas, thereby amending and restating in their
entirety the original Articles of Incorporation of the Corporation
which became effective on January 27, 1986 and all amendments
thereto. Such Amended and Restated Articles of Incorporation and
such redomestication shall be effective on the date these Articles
are endorsed with the "approval" of the Arkansas Insurance
Commissioner and placed on file in his office.

The text of the Articles of Incorporation are amended and
completely restated so as to provide as follows:

ARTICLE I - NAME

The name of the corporation shall be Merrill Lynch Life
Insurance Company.

ARTICLE II - LOCATION

The home office and principal place of business of the Corporation in this state shall be located in Little Rock, Pulaski County, Arkansas.

The Corporation may establish or discontinue, from time to time, such other offices and places of business within or without this state as the Corporation may deem proper for the conduct of the Corporation's business.

ARTICLE III - PURPOSES AND POWERS

(a) The general nature of the business to be transacted by the Corporation is to act as an "insurer" as defined in A. C. A. §§ 23-60-102 for the kinds of insurance identified as "life" in A. C. A. § 23-62-102, including but not limited to, annuities and variable life insurance and variable annuities, and "disability" in A. C. A. § 23-62-103, and to conduct such other business or perform such other acts as are necessary or incidental to conducting such insurance business.

(b) The Corporation shall have all of the general and special powers granted by the State of Arkansas and any other state or jurisdiction in which it may be authorized to do business.

The Corporation shall also have power to invest and reinvest its funds; to prosecute suits, actions, and other proceedings to protect its property, assets and rights; to lend upon, purchase, hold, guarantee, endorse, mortgage, encumber, pledge, hypothecate, sell, assign, transfer, convey, lease or otherwise dispose of, mortgage or deal in any personal property,

real property or rights or interests in either, including the establishment of separate accounts and allocating thereto amounts to provide for life insurance or annuities payable in fixed or variable amounts or both; to secure, mortgage, pledge or borrow on any corporate assets or property other than trusts or fiduciary property; to compromise claims, to lend money, negotiate loans, buy and sell bonds, debentures, coupons and other securities not prohibited by law, to issue bonds and promissory notes either secured or unsecured; and to pay dividends to stockholders.

The Corporation shall also have power to indemnify the officers and directors during their term of office or thereafter for actions arising during their term of office, either directly or through the purchase of insurance, for expenditures as parties to suits by or in the right of the Corporation or other than by or in the right of the Corporation to the extent permitted by the Statutes of Arkansas and as shall be provided in the By-laws.

ARTICLE IV - DIRECTORS

The Board of Directors shall conduct the affairs of the Corporation and may adopt, alter, amend or repeal By-Laws for the governance and management of the affairs and business of the Corporation. The number of directors of the Corporation shall from time to time be fixed by or otherwise provided for in the By-laws, but shall never number less than three. The initial Board of Directors of the Corporation consisted of Messrs. Fenwick J. Crane, Gerald F. Fehr, D. McKay Snow, Robert J. Newell and Dakin B. Ferris. The current Board of Directors, who shall serve until re-

elected or replaced by the stockholders in accordance with the By-laws are:

David Marshall Dunford
376 Carter Road
Princeton, NJ 08540

John Carroll Ramsey Hele
304 Trinity Court, Apt. 6
Princeton, NJ 08540

Kenneth Wayne Kaczmarek
89 Lambert Drive
Princeton, NJ 08540

Thomas Harold Patrick
122 Brinker Road
Barrington, IL 60010

Barry Gordon Skolnick
120 Woodview Drive
Belle Mead, NJ 08502

ARTICLE V - DURATION

This Corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The authorized capital stock of the Corporation shall be ten million dollars (\$10,000,000), divided into one million shares (1,000,000) of nonassessable common stock with a par value of ten dollars (\$10.00) per share. The common stock shall have voting rights for the election of directors and for all other purposes, each holder of common stock being entitled to one vote for each share thereof held by such holder, except as otherwise required by law.

ARTICLE VII - AMENDMENT

These Articles may be amended by written authorization of the holders of a majority of the voting power of the Corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal to amend.

ARTICLE VIII - MEETINGS OF STOCKHOLDERS

Meetings of stockholders of the Corporation shall be held in the city or town of its principal office or place of business in Arkansas or in such other place within the State of Arkansas as shall be designated by the Board of Directors of the Corporation.

ARTICLE IX - ORIGINAL INCORPORATORS

The names and resident addresses of the original incorporators of the Corporation, which at that time was incorporated under the laws of the State of Washington, were:

Fenwick J. Crane
1571 Parkside Drive East
Seattle, Washington 98112

Gerald F. Fehr
8615 Inverness Drive N.E.
Seattle, Washington 98115

D. McKay Snow
13011 N.E. First
Bellevue, Washington 98005

Robert J. Newell
16312 Inglewood Lane N.E.
Bothell, Washington 98011

Craig F. Likkell
23591 27th Place West
Brier, Washington 98036

IN WITNESS WHEREOF, the undersigned President and Secretary of Merrill Lynch Life Insurance Company do hereby declare and certify that the statements set forth hereinabove are true and have hereunto set their hands this 6 day of August, 1991.

MERRILL LYNCH LIFE INSURANCE COMPANY

By: Thomas H. Patrick
Thomas H. Patrick, President

[SEAL]

ATTEST:

By: Barry G. Skolnick
Barry G. Skolnick, Secretary

95/297

STATE OF NEW JERSEY)
COUNTY OF MIDDLESEX)

ss:

ACKNOWLEDGMENT

On this 6th day of August, 1991, before me, the undersigned, a Notary Public, (or before any officer within this State or without the State now qualified under existing law to take acknowledgments), duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Thomas H. Patrick and Barry G. Skolnick, (being the person or persons authorized by said corporation to execute such instrument, stating their respective capacities in that behalf), to me personally well known, who stated that they were the President and Secretary of the Merrill Lynch Life Insurance Company, and were duly authorized in their respective capacities to execute the foregoing instruments for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 6th day of August, 1991.

Sandra K. Kelly
Notary Public

My Commission Expires:

SANDRA K. KELLY
A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 3, 1994