

P12054

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TALLAHASSEE, FLORIDA

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C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Great Amreican Life Assurance Company
Name of Corporation P12054

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan P. Young

Name of Contact Person

Currin Compliance Services, LLC

Firm/Company

14 Main Street, Suite 200

Address

Greenwich, NY 12834

City/State and Zip Code

JYoung@currincompliance.com

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

For further information concerning this matter, please call:

Jonathan P. Young at (412) 592-6920
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
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)
P12054

(Document number of corporation (if known))

Great American Life Assurance Company

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

2. **Ohio**

(Incorporated under laws of)

3. **11/06/1986**

(Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE, 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? **8/22/2012**

5. **Presidential Life Insurance Company - USA**

(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.

(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.

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

(Typed or printed name of person signing)

(Typed or printed name of person signing)

201223600062

DATE	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
08/23/2012	201223600062	AMENDMENT TO ARTICLES (AMD)	60.00	200.00	.00	.00	15.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP
100 S. THIRD ST.
ATTN: CHRISTINA MILLER
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

939687

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

PRESIDENTIAL LIFE INSURANCE COMPANY - USA

and, that said business records show the filing and recording of:

Document(s):
AMENDMENT TO ARTICLES

Document No(s):
201223600062



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
22nd day of August, A.D. 2012.

Jon Husted

Ohio Secretary of State

Jon Husted

Form 540 Prescribed by:
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
BusServ@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

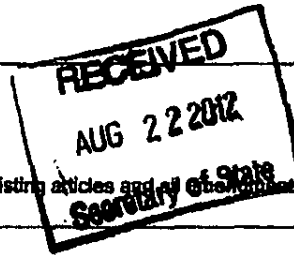
Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50

Check appropriate box:

- Amendment to existing Articles of Incorporation (125-AMDS)
 Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.



Complete the following information:

Name of Corporation

Charter Number

Check one box below and provide information as required:

The articles are hereby amended by the incorporators. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

P. B. Pheffer
Signature

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

P.B. Pheffer, Senior Vice President and CFO
Print Name

Signature

By (if applicable)

Print Name

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN LIFE ASSURANCE COMPANY
(the "Corporation")**

EXHIBIT A

The following resolution was unanimously adopted by the shareholders of the Corporation:

Amendments to Articles of Incorporation

RESOLVED, that Article One, of the Articles of Incorporation of the Corporation is amended and shall read as follows:

ONE. The name of the Corporation shall be Presidential Life Insurance Company - USA.

RESOLVED, that Article Five of the Articles of Incorporation of the Corporation is hereby amended and shall read as follows:

FIVE. The number of Directors shall not be less than five (5) nor more than fifteen (15) with the number of Directors to be elected by the Shareholder, at any meeting of or written consent of the Shareholder.

RESOLVED, that Article Six of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

SIX. This Corporation shall have such Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors.

RESOLVED FURTHER, that the officer of the Corporation, and any one of them in the absence of the others, are authorized and directed to certify adoption of the foregoing resolutions, to file such certificate with the Secretary of State and to take all action necessary to effect the foregoing amendment to the Articles of Incorporation.



ODI
Ohio Department
of Insurance

John R. Kasich, Governor
Mary Taylor, Lt. Governor/Director

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215-4188
(614) 644-2658
www.insurance.ohio.gov

(614) 728-1274
(614) 644-3742(fax)
Steve.vamos@insurance.ohio.gov

August 9, 2012

W. Scott Myers
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428

Re: Great American Life Assurance Company
Proposed Amended Articles of Incorporation

Dear Mr. Myers:

Enclosed please find the Action by Written Consent of the Sole Shareholder of the above referenced company amending its articles of incorporation.

Based upon my review, the Department extends its pre-clearance to the proposed amendments which amends Article One to change the name of the company to Presidential Life Insurance Company – USA, Article Five to remove the requirement that a majority of the members of the Board of Directors be citizens of the State of Ohio, and Article Six to remove the requirement that a majority of the officers of the company be citizens of the State of Ohio.

Thank you for your assistance with this matter.

Sincerely,

Stephen J. Vamos
Staff Attorney

cc: Robert H. Katz



MIKE DEWINE

★ OHIO ATTORNEY GENERAL ★

Health and Human Services
(614) 466-8600 Telephone
(614) 466-6090 Facsimile
30 East Broad Street, Level 26
Columbus, Ohio 43215

www.ohioattorneygeneral.gov

August 17, 2012

Allison A. DeSantis
Director of Business Services
Ohio Secretary of State
180 East Broad Street, 16th Floor
Columbus, OH 43215

**Re: Great American Life Assurance Company
Proposed Amended Articles of Incorporation**

Dear Ms. DeSantis:

I have reviewed the Proposed Amendment to Articles of Incorporation of the Great American Life Assurance Company dated July 26, 2012. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my examination of these Articles and my review of the relevant statutes, I find the Articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Regards,

MICHAEL DEWINE
Attorney General of Ohio

SCOTT MYERS
Assistant Attorney General
Health and Human Services
30 East Broad Street, 26th floor
Columbus, Ohio 43215
614-466-8600
614-466-6090 (facsimile)


SM/mr

cc: Stephen J. Vamos, Esq.

939687 UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 22nd day of August A.D. 2002

 Jon Husted
JON HUSTED
Secretary Of State

By: [Signature]

NOTICE: This is an official certification only when reproduced in red ink