

P 14790

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DIVISION OF CORPORATIONS
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(1a 11. 6.13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pavonia Life Insurance Company of Michigan

Name of Corporation

DOCUMENT NUMBER: P14790

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nadja Stavenhagen

Name of Contact Person

Enstar (US) Inc

Firm/Company

411 5th Avenue, 5th Floor

Address

New York, NY 10016

City/State and Zip Code

nadja.stavenhagen@enstargroup.com

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

For further information concerning this matter, please call:

Nadja Stavenhagen

Name of Contact Person

at (212) 790-9845

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

October 29, 2013

NADJA STAVENHAGEN
ENSTAR (US) INC
411 5TH AVENUE - 5TH FL
NEW YORK, NY 10016

SUBJECT: HOUSEHOLD LIFE INSURANCE COMPANY
Ref. Number: P14790

We have received your document for HOUSEHOLD LIFE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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: 813A00025154

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)

P14790

(Document number of corporation (if known))

1. Household Life Insurance Company

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

2. Michigan

(Incorporated under laws of)

3. 1987

(Date authorized to do business in Florida)

FILED STAFF
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
13 NOV -6 PM 4:51

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? August 20, 2013

5. Pavonia Life Insurance Company of Michigan

(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.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(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.

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

Nadja Stavenhagen

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

STATE OF MICHIGAN
DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES

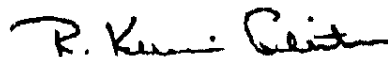
I, R. Kevin Clinton, Director of the Department of Insurance and Financial Services, State of Michigan, do hereby certify the records of this office reflect

Pavonia Life Insurance Company of Michigan

500 Woodward Avenue, Suite 4000, Detroit, MI 48226 is licensed as an insurance company in the state of Michigan and is duly authorized to transact business under its license, pursuant to the provisions of applicable statutes of this State and is in good standing with the state of Michigan.



SIGNED AND SEALED this 18th day of
October, 2013, at Lansing, Michigan



R. Kevin Clinton
Director

CERTIFICATE OF ARTICLES OF
INCORPORATION OR AMENDMENTS TO
ARTICLES OF INCORPORATION

State of Michigan
Department of Insurance and Financial Services
P. O. Box 30220
Lansing, MI 48909

I, R. Kevin Clinton, Director
have examined the

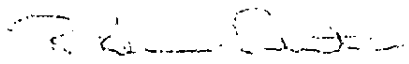
Amendment to Articles of Incorporation of

Household Life Insurance Company

and certify that the same is in accordance with the requirements
of the act under which this company is organized.



Signed this 20th day of August, 2013
at Lansing, Michigan



R. Kevin Clinton, Director



STATE OF MICHIGAN

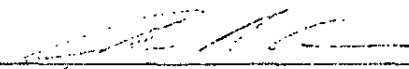
Department of Attorney General
Lansing, Michigan

I Hereby Certify, That I have examined the

AMENDED ARTICLES OF INCORPORATION
OF
HOUSEHOLD LIFE INSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 9th day of August, 2013.



Jason R. Evans
Assistant Attorney General

Amendment or Restatement of Michigan Articles of Incorporation

INSURANCE EVALUATION
DIVISION
JUL 29 2013
RECEIVED

Fees and attachments must accompany this filing.
Please use the checklist and remittance stub on
page 2 of this form to complete your filing.

Validation code: 96-11-88 25.00

Name of Corporation Household Life Insurance Company		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter <u>6</u>													
Details about meeting where amendment vote was taken: Type of meeting (select one). <u>By UNANIMOUS CONSENT</u> Date of meeting: <u>OF SOLE STOCKHOLDER ON JULY 8, 2013</u> <input type="checkbox"/> Annual <input type="checkbox"/> Special City meeting was held in: Waiver of Notice of Meeting is attached		The vote on amendments was: <table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Votes AGAINST</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>			In person	By proxy	Total	Votes FOR				Votes AGAINST			
	In person	By proxy	Total												
Votes FOR															
Votes AGAINST															

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

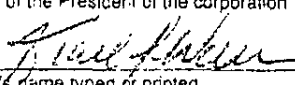
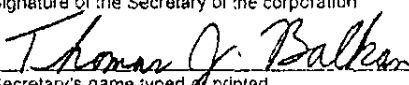
Article II

The name assumed by this corporation and by which it shall be known in law is Pavonia Life Insurance Company of Michigan, and its principal office for the transaction of business shall be 500 Woodward Avenue, in the City of Detroit, State of Michigan 48226-3425.

(Restated Articles of Incorporation are attached)

Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation 	Date 7/8/13	Signature of the Secretary of the corporation 	Date 7/8/13
President's name typed or printed Karl J. Wall		Secretary's name typed or printed Thomas J. Balkan	

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.



Michigan Department of Licensing and Regulatory Affairs

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DEPARTMENT OF COMMERCE
INSURANCE BUREAU
RESTATED ARTICLES OF INCORPORATION

The name of the corporation is PAVONIA LIFE INSURANCE COMPANY OF MICHIGAN (the "Company").

The undersigned Company and persons of full age, and pursuant to action by the Company's Board of Directors and shareholder, as appropriate, and any required approvals of the Commissioner of Insurance of the State of Michigan, do make and acknowledge and verify these Restated Articles of Incorporation for the purpose of changing the name of the Company from Household Life Insurance Company to Pavonia Life Insurance Company of Michigan and for the purpose of restating the Articles of Incorporation of Pavonia Life Insurance Company of Michigan.

The following restatement of the Articles of Incorporation of the Company was adopted by the sole shareholder of the Company on the 8th day of July, 2013, in the manner prescribed by law.

Article II in the Articles of Incorporation of the Company is deleted in its entirety and the following is substituted in lieu thereof and supersedes the original Article II of the Articles of Incorporation and all amendments thereto.

ARTICLE I

The names of the incorporators and their respective places of residence are as follows:

Paul L. Abbott	1642 Nantucket, Plymouth, MI 48170
Richard B. Egan	16235 Winchester Dr., Northville, MI 48167
Albert C. Hassel	4038 Orchard Crest, W. Bloomfield, MI 48033
Richard H. Headlee	26129 Hidden Valley, Farmington, MI 48024
Vernon E. Lunn	29577 Mullane, Farmington, MI 48024
James T. Ponder	5050 Shenandoah Ct., W. Bloomfield, MI 48033
Glenn S. Schafer	25430 Livingston Circle, Farmington Hills, MI 48018
Dean G. Spencer	32881 Robinhood, Birmingham, MI 48010
Frank A. Thiel	28932 Lake Park Drive, Farmington, MI 48018
Robert E. Van Metre	2055 West Bend Court, W. Bloomfield, MI 48033
Terry W. West	41141 Ann Arbor Rd., Plymouth, MI 48170
William S. Wilkins	2633 Endsleigh, Birmingham, MI 48010
Michael L. Wilson	3261 Briarhill, Milford, MI 48042

ARTICLE II

The name assumed by this corporation and by which it shall be known in law is Pavonia Life Insurance Company of Michigan, and its principal office for the transaction of business shall be 500 Woodward Avenue, in the City of Detroit, State of Michigan 48226-3425.

ARTICLE III

This Corporation is organized for the following purposes, as authorized by Chapter 6, Act No. 218, of the Public Acts of 1956, as amended, namely: To transact life insurance, including the issuance and servicing of policies of insurance upon the lives and health of persons and every insurance pertaining thereto; to grant, purchase or dispose of annuities; to issue and service policies of life and endowment insurance and contracts for the payment of annuities and pure endowments, and contracts supplemental thereto; to issue and service insurance against bodily injury or death by accident, or against disability on account of sickness or accident, including also the granting of specific hospital benefits and medical, surgical and sickness benefits; to issue policies, certificates and contracts in connection with the same on a participating or non-participating basis; to reinsure any risk authorized to be undertaken by the corporation and to grant reinsurance on any such risk undertaken by any other insurer; and, in general, to carry on any other lawful activity whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges, which are now or may hereafter be conferred by the laws of Michigan upon corporations formed under the Act herein before referred to.

ARTICLE IV

The term of existence of the corporation shall be perpetual.

ARTICLE V

The annual meeting of the stockholders shall be held at the offices of the corporation in the City of Detroit, Michigan, on the first Wednesday of May of each year (but if such day is a holiday, then on the next regular business day thereafter), or at such other time or place as the Board of Directors may determine.

ARTICLE VI

In addition to the powers and authorities herein or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to

the provisions of the laws of the State of Michigan, of these Articles of Incorporation, and of the By-Laws of the corporation.

The number of directors which shall constitute the whole Board shall be not less than three nor more than fifteen, at least one of which shall be a resident of Michigan. The first Board shall consist of nine directors, who shall be Richard H. Headlee, Albert C. Hassel, James T. Ponder, Frank A. Thiel, Richard B. Egan, Glenn S. Schafer, Dean G. Spencer, Michael L. Wilson and Robert E. Van Metre. Thereafter, within the limits specified, the number of directors shall be determined by resolution of the Board of Directors. The directors shall be elected by the stockholders, each of whom shall be entitled to one vote, by person or by proxy, for each director to be elected multiplied by the number of shares owned by the shareholder.

Vacancies occurring in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, and a director so chosen shall hold office for the unexpired term of his predecessor in office and until his successor is duly elected and shall qualify.

A majority of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as herein provided.

The directors may by resolution passed by the majority of the whole Board, designate three (3) or more directors or officers of the corporation to constitute an executive and/or other committee who, to the extent provided in such resolutions, shall have and exercise the authority of the Board of Directors in the management and business of the corporation between the meetings of the Board; subject, however, to such limitations and control as the Board of Directors may, from time to time, impose.

ARTICLE VII

The business of the corporation shall be conducted by the officers under the direction and control of the Board of Directors. The officers shall be a Chairman of the Board of Directors, a President, one (1) or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the directors may deem necessary, who shall each be appointed by the Board of Directors at its first meeting after each regular annual meeting of the stockholders. The dismissal of an officer, the appointment of an officer to fill the place of one who has been dismissed, or has ceased for any reason to be an officer, the appointment of any additional officers, and the change of an officer to a different office, may be made by the Board of Directors at any later meeting. Each officer shall hold office at the pleasure of the Board. The Chairman of the Board of Directors and the President shall be chosen among the directors, but no other officer need be

a director. Any two (2) of the above offices except those of the President and Vice President may be held by the same person.

ARTICLE VIII

The capital stock of the corporation shall be five hundred thousand (500,000) shares of Common Stock of the par value of ten dollars (\$10.00) per share.

The authorized shares of Common Stock of the par value of ten dollars (\$10.00) per share are all of one (1) class, with equal voting powers, and each such share shall be equal to every other such share. The corporation shall not commence business until one hundred thousand (100,000) shares have been sold and paid in at a price of ten dollars (\$10.00) per share, for a total paid-in capital of one million dollars (\$1,000,000), and in addition thereto, a paid-in surplus in the amount of five hundred thousand dollars (\$500,000).

ARTICLE IX

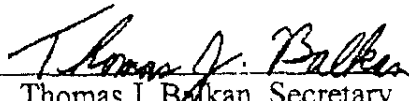
The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of capital stock of the corporation, whether now or hereafter authorized, for such consideration as said Board of Directors may from time to time deem advisable, subject to limitations and restrictions, if any, as may from time to time be prescribed by the laws of the State of Michigan, these Articles of Incorporation and/or By-Laws of the corporation.

ARTICLE X

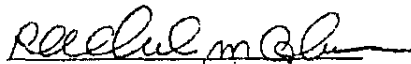
These Articles may be amended at any annual meeting of the stockholders, or at a special meeting called by the directors for that purpose, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.

IN WITNESS WHEREOF, Karl J. Wall, President and Thomas J. Balkan, Secretary, of Pavonia Life Insurance Company of Michigan, by affixing their signatures below on this 9th day of July, 2013, do hereby certify that the Restated Articles of Incorporation herein were duly authorized by the written consent of the sole shareholder of Pavonia Life Insurance Company of Michigan that would have been entitled to vote at a meeting of shareholders for the purpose of authorizing said Restated Articles of Incorporation.


Karl J. Wall, President


Thomas J. Balkan, Secretary

On this 9th day of July, 2013, before me, a notary public in the County of Pinellas, State of Florida, appeared Karl J. Wall and Thomas J. Balkan, known to me to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.


Notary Public
State of Florida, Pinellas County



**WAIVER OF NOTICE
OF
A SPECIAL MEETING OF STOCKHOLDERS
OF
HOUSEHOLD LIFE INSURANCE COMPANY**

THE UNDERSIGNED, being the sole Stockholder of all the stock of HOUSEHOLD LIFE INSURANCE COMPANY (the "Corporation"), does hereby waive notice of a special meeting of stockholders of the Corporation for the purpose of voting on an amendment to its Articles of Incorporation to change the name of the corporation to Pavonia Life Insurance Company of Michigan. The Article being amended shall be restated as follows:

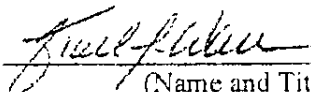
ARTICLE II

The name assumed by this corporation and by which it shall be known in law is Pavonia Life Insurance Company of Michigan, and its principal office for the transaction of business shall be 500 Woodward Avenue, in the City of Detroit, State of Michigan 48226-3425.

The sole Stockholder shall grant permission for the aforesaid by adoption of resolutions by unanimous consent, effective July 8, 2013.

Dated: July 8, 2013

PAVONIA LIFE INSURANCE COMPANY
OF DELAWARE, f/k/a
HOUSEHOLD LIFE INSURANCE COMPANY
OF DELAWARE

By: 
(Name and Title)
PRESIDENT & CEO