

F13000002142

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

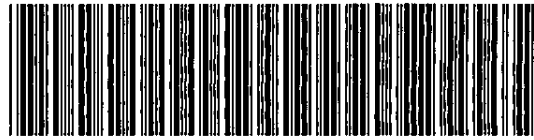
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status

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*Foreign Amend
N/C*

S TALLENT
MAY 31 2017

FILED
17 MAY 24 PM 2: 17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aurigen Reinsurance Company of America
Name of Corporation

DOCUMENT NUMBER: F13000002142

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

June Stracener
Name of Contact Person

Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
Firm/Company

5414 Pinnacle Point Drive, Suite 500
Address

Rogers, AR 72758
City/State and Zip Code

RegulatoryUS@partnerre.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

June Stracener at (479) 464-5668
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.)

FILED
17 MAY 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F13000002142

(Document number of corporation (if known))

1. Aurigen Reinsurance Company of America
(Name of corporation as it appears on the records of the Department of State)

2. Arkansas (Incorporated under laws of) 3. 4/26/2013 (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? 4/3/2017

5. PartnerRe Life Reinsurance Company of America ✓
(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)

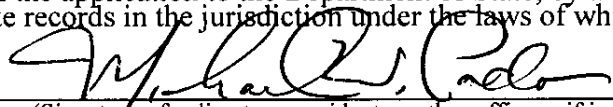
6. If the amendment changes the period of duration, indicate new period of duration.

(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)

Michael W. Pado
(Typed or printed name of person signing)

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 document hereto attached
contains a true and complete copy of the

Amended Certificate of Authority No. 2425

for

PartnerRe Life Reinsurance Company of America

NAIC 74900

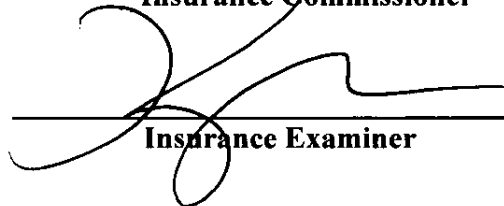
And that the original is now among the files of my office.

**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 19th of April 2017.**





Insurance Commissioner



Insurance Examiner

Arkansas Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of Arkansas,

**PartnerRe Life Reinsurance Company of America
NAIC# 74900**

of Little Rock, Arkansas

organized under the laws of Arkansas, having presented

satisfactory evidence of compliance, an Original Certificate of Authority was hereby granted on

July 28, 1994, the company is now hereby authorized to transact the following classes of insurance:

Life and Accident & Health

subject to all provisions of this Certificate as such classes are now or may hereafter be defined in the Insurance Laws of the State of Arkansas.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of Arkansas as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.



IN WITNESS WHEREOF, I have hereunto set my hand and caused my official seal to be affixed, to this amended Certificate of Authority, effective this 3rd day of April 2017.

I have hereunto set my hand and caused my official seal to be affixed this 3rd day of April, 2017.


Insurance Commissioner
State of Arkansas

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION BY THE
ARKANSAS INSURANCE DEPARTMENT**

FOR

PARTNERRE LIFE REINSURANCE COMPANY OF AMERICA

And that the originals are 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 4th day of May, 2017.

A handwritten signature in cursive script, appearing to read "D. J. ...", is written over a horizontal line.

Insurance Commissioner

Legal/lrr

APPROVED

APR - 3 2017

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**LEGAL
ARKANSAS INSURANCE DEPT.**

AURIGEN REINSURANCE COMPANY OF AMERICA

Aurigen Reinsurance Company of America (the "Corporation"), by its President, duly attested by its Secretary, does hereby certify that upon the written authorization of its sole stockholder, the Amended and Restated Articles of Incorporation set forth below amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation as "approved" by the Arkansas Insurance Commissioner on April 2, 2013, and all amendments thereto. These Amended and Restated Articles of Incorporation shall be effective on the date they are endorsed with the "approval" of the Arkansas Insurance Commissioner and placed on file in his office, and shall supersede the previous Amended and Restated Articles of Incorporation and all amendments thereto.

**ARTICLE I
NAME**

The name of the Corporation shall be *PartnerRe Life Reinsurance Company of America*.

**ARTICLE II
DURATION OF CORPORATION**

The Corporation was originally incorporated under Iowa law on July 8, 1964, and subsequently redomesticated to Arkansas on July 28, 1994. The period of existence or duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES OF CORPORATION**

The purpose or purposes for which the Corporation organized, the nature of the business of the Corporation and the objects or purposes proposed to be transacted or carried are as follows:

To generally transact and carry on the business of insurance; to write policies, contracts and any and all other legal ways to effect life insurance (including annuities) and disability insurance coverages, all as defined by the Arkansas Insurance Code, and any other insurances permitted by law; to reinsure all or any portion of its risks with another company or companies, to accept reinsurance from other companies and to reinsure the risks of others; to sell, assign, transfer, mortgage, pledge or otherwise dispose of its property; to own, lease, purchase, hold, sell and otherwise deal in any and all kinds of property provided for and permitted by the Arkansas Insurance Code; all to the fullest extent now or hereafter permitted by the laws of the State of Arkansas, and not prohibited by the Arkansas Insurance Code.

To have all other power and authority which domestic stock insurers may have, now or hereafter, under the provisions of A.C.A. 23-69-

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APR - 3 2017

INSURANCE COMMISSIONER
Legal Division

111 and other pertinent provisions of the Arkansas Insurance Code, or any other laws of the State of Arkansas; and, in general, to do all such things and perform all such acts as may be necessary, appropriate, desirable or incidental thereto or which may be permitted by the laws of the State of Arkansas, as the same may from time to time be amended, for the successful conduct of the business and carrying out of the purposes of the Corporation.

ARTICLE IV HOME OFFICE

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

ARTICLE V BOARD OF DIRECTORS

The management of the business and affairs of this Corporation shall be vested in a Board of Directors consisting of not less than three (3) persons as provided in the By-Laws. Any vacancies occurring on the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall serve as a director until his successor is elected by the stockholders at the next annual meeting of the stockholders or at any special meeting called for that purpose and held prior thereto. A director must be a natural person, but need not be a stockholder of the Corporation.

ARTICLE VI MEETING OF STOCKHOLDERS

The annual meeting and any special meeting of the stockholders of the Corporation shall be held within the State of Arkansas at such place and time and upon such notice as shall be specified in the By-Laws. Provided, not less than five (5) days prior notice shall be given of the meeting in the manner provided in the By-Laws. The stockholders shall elect directors at the annual meeting, provided, however, failure to hold the annual meeting of the stockholders or the failure to elect directors thereat shall not disqualify the directors, but the directors then in office shall remain in office until their successors have been duly elected and qualified. Every stockholder of record shall be entitled, at each meeting of stockholders and upon each proposal presented at such meeting, to one vote for each share of stock standing in his name on the books of the Corporation.

ARTICLE VII AMENDMENT

The Articles of Incorporation of this Corporation may be amended by written authorization of the holders of a majority of the voting power of all of the Corporation's outstanding capital stock, by the affirmative vote of a majority of its stockholders (present in person or represented by proxy), voting at a regular or special meeting of the stockholders, provided notice of the meeting was mailed to the stockholders at least five (5) days prior to the meeting and the proposal so to amend was included in the notice, or in any other manner authorized by law. The Board of

Directors may adopt By-Laws for the governing and management of the business and affairs of the Corporation without any action on the part of the stockholders; provided, however, that in adopting, amending, or restating the By-Laws, a vote of at least two-thirds (2/3) of the Directors shall be required.

ARTICLE VIII INCORPORATION

Pursuant to Ark. Code Ann. § 23-63-218(a), July 8, 1964, the date of the incorporation of the Corporation in its original domiciliary state, shall be deemed to be the date of its incorporation.

ARTICLE IX CAPITAL STOCK


The authorized capital stock of the Corporation shall be ten million (10,000,000) shares of common capital stock with a par value of \$100.00 per share with equal voting rights and powers in all respects. No holder of any such shares shall have any preemptive right to subscribe or purchase any shares of the capital stock of the Corporation.

ARTICLE X INDEMNIFICATION

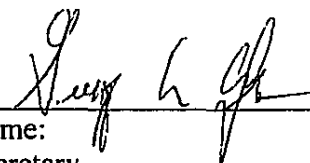
To the fullest extent permitted by Arkansas law, as now in effect and as amended from time to time: (a) a director of the Corporation shall not be personally liable to the Corporation or its stockholders for any monetary damages for any action taken or any failure to take any action, and (b) the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including, but not limited to, any action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding. If the Corporation has paid indemnification or has advanced expenses to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the stockholders with or before the notice of the next stockholders meeting. No amendment, modification or repeal of this Article X, or the adoption of any provision of these Articles of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X in respect of any matter occurring before such amendment, modification, repeal or adoption or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article X if such amendment, modification, repeal or adoption had not been so amended, modified, repealed or adopted.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation do hereby certify that the statements, matters and things set forth hereinabove are true to the best of their knowledge, information and belief and have accordingly executed this instrument this 17th day of March, 2017.

AURIGEN REINSURANCE COMPANY OF
AMERICA

By: 
Name:
President

ATTEST

By: 
Name:
Secretary