

814485

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

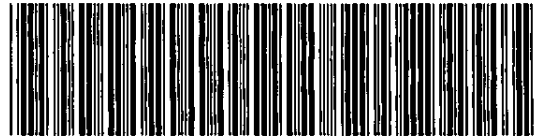
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100256905371

02/24/14--01053--001 **35.00

FILED
14 FEB 24 PM 4: 58

*Amend.
(Jurisdiction)
02/25/14
DC*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Law & Compliance
FEB 3 2014

January 29, 2014

ERIC L. MARHOUN
FIDELITY & GUARANTY LIFE INSURANCE CO
1001 FLEET STREET
BALTIMORE, MD 21202

SUBJECT: FIDELITY & GUARANTY LIFE INSURANCE COMPANY
Ref. Number: 814485

We have received your document for FIDELITY & GUARANTY LIFE INSURANCE COMPANY, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check or money order** made payable to the Department of State for \$35.00.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

The certificate evidencing the conversion must come from the State of Iowa stating that the Maryland corporation converted to the State of Iowa.

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.

Darlene Connell
Regulatory Specialist II

Letter Number: 714A00001914

RECEIVED
14 FEB 19 PM 09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fidelity & Guaranty Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 814485

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Rooney
Name of Contact Person

Fidelity & Guaranty Life Insurance Company
Firm/Company

1001 Fleet Street 6th Floor
Address

Baltimore, MD 21202
City/State and Zip Code

John.Rooney@fglife.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John T. Rooney at (410) 895-0101
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



FUNK & BOLTON
ATTORNEYS AT LAW

DAVID M. FUNK (MD)
BRYAN D. BOLTON (MD, PA)
REN L. TUNDERMANN (MD)
CHARLES D. MACLEOD (MD)
LINDSEY A. RADER (MD)
DEREK B. YARMIS (MD, DC)
JEFFERSON L. BLONQUIST (MD)
MICHAEL P. CUNNINGHAM (MD, DC)

JAMES F. TAYLOR (MD)
MARK A. BARONDESS (MD, VA, DC, CA)
DONALD B. DAVIS, JR. (MD, DC, IA)
ERIC S. SCHUSTER (MD, DC, PA)
SCOTT R. JAMISON (MD, DC)
KAREN J. KRUGER (MD)
KIMBERLY Y. ROBINSON (MD)
MICHAEL E. MCCABE, JR. (MD, DC, VA)
MICHAEL V. FORLINI (MD)
BRADLEY J. SWALLOW (MD, VA)

SENIOR COUNSEL
PATRICK W. THOMAS (MD)

ASSOCIATES
GORDON P. SMITH (MD)
ADAM R. GAZAILLE (MD)
MARIANNA M. JASIUKAITIS (MD, PA, DC)
MELISSA J. R. WISNIEWSKI (MD)

OF COUNSEL
STEPHEN P. CARNEY (MD)
RONALD L. SOUDERS (PA, DC)

A PROFESSIONAL ASSOCIATION
TWELFTH FLOOR
36 SOUTH CHARLES STREET
BALTIMORE, MARYLAND
21201-3111
PHONE: 410.659.7700
FAX: 410.659.7773
www.fblaw.com

Writer's Direct Dial (410) 659-4975
imagaziner@fblaw.com

February 18, 2014

Sent Via Federal Express

Ms. Darlene Connell, Regulatory Specialist II
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Fidelity & Guaranty Life Insurance Company
NAIC No. 63274
Explanation of Redomestication

Dear Ms. Connell:

As you are aware, Fidelity & Guaranty Life Insurance Company ("FGLIC") has redomesticated to the State of Iowa from the State of Maryland, effective November 1, 2013. The Florida Insurance Department was notified on November 22, 2013 and approved on December 9, 2013.

We previously sent you the amendment application, however failed to enclose the \$35.00 filing fee. Enclosed with this correspondence is the Cover Letter, the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a copy of your January 29, 2014 letter, and a check in the amount of \$35.00 for the filing fee.

Please feel free to contact me if you have any questions or need any further information regarding FGL's redomestication.

Sincerely,

Iris Magaziner

Enclosures



Fidelity &
Guaranty LifeSM

**FIDELITY & GUARANTY LIFE
INSURANCE COMPANY**

1001 Fleet Street, Baltimore, MD 21202
410.895.0100 (office) 1.888.697.LIFE
410.895.0162 (fax)
www.fglife.com

January 23, 2014

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Fidelity & Guaranty Life Insurance Company
NAIC # 63274
UCAA Corporate Amendment Application
Statement of Future Changes

Ladies & Gentlemen,

This letter is to confirm that Fidelity & Guaranty Life Insurance Company, which redomesticated from Maryland to Iowa on November 1, 2013, has no expected changes in management, structure, marketing practices or its overall business plans as a result of its redomestication.

Should you have any questions, please feel free to contact me.

Sincerely,

Eric L. Marhoun,
Secretary

cc: Lisa R. Kennedy, Reinsurance Financial Specialist
Florida Office of Regulation
Life & Health Financial Oversight
100 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED

14 JAN 27 PM 1:58

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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)

814485

(Document number of corporation (if known))

1. Fidelity & Guaranty Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Maryland (Incorporated under laws of)
3. 06/14/1960 (Date authorized to do business in Florida)

FILED
14 FEB 24 PM 4: 58

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? N/A

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.

N/A
(New duration)

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

Iowa
(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.

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

John T. Rooney

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

466601


RESTATED ARTICLES OF INCORPORATION
AND
ARTICLES OF REDOMESTICATION
OF
FIDELITY & GUARANTY LIFE INSURANCE COMPANY

1 OCT 29 PM 12:43
RELA...
IOWA
SAN...
\$50.00
DIA...
ARTI
671363

Pursuant to Sections 1006 and 1007 of the Iowa Business Corporation Act, the undersigned Corporation adopts the following Restated Articles of Incorporation and Articles of Redomestication.

1. The name of the Corporation is Fidelity & Guaranty Life Insurance Company.
2. The Restated Articles of Incorporation and Articles of Redomestication adopted are as attached as Exhibit 1 and consolidate all previous amendments into one document.
3. The date of adoption of the Restated Articles of Incorporation and Articles of Redomestication was September 24, 2013, with redomestication effective as of November 1, 2013 and incorporation effective as of December 16, 1959, the initial date of the Corporation's authorization as an insurer in its previous state of domicile.
4. The Restated Articles of Incorporation and Articles of Redomestication were approved by the sole shareholder on September 24, 2013.

FIDELITY & GUARANTY LIFE
INSURANCE COMPANY

By: 
Name: Eric L. Marhoun
Title: Secretary

(5)

EXHIBIT 1

**RESTATED ARTICLES OF INCORPORATION
AND
ARTICLES OF REDOMESTICATION
OF
FIDELITY & GUARANTY LIFE INSURANCE COMPANY
PURSUANT TO THE PROVISIONS OF
IOWA CODE CHAPTERS 490 AND 508 (2013)**

The undersigned, FIDELITY & GUARANTY LIFE INSURANCE COMPANY, a corporation organized under the laws of the State of Maryland for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa (Iowa Code sections 490.902 and 508.12), to become redomesticated as an Iowa corporation. Upon the taking of effect of these Restated Articles of Incorporation and Articles of Redomestication, Fidelity & Guaranty Life Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in actions, shall be and the same are hereby ratified, approved, confirmed and assured to Fidelity & Guaranty Life Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, Fidelity & Guaranty Life Insurance Company's initial date of authorization as an insurer in Maryland, December 16, 1959, shall be preserved.

For the purpose of setting forth its charter as an Iowa corporation, Fidelity & Guaranty Life Insurance Company hereby adopts the following Restated Articles of Incorporation and Articles of Redomestication.

SECTION 1. The name of the corporation is Fidelity & Guaranty Life Insurance Company (the "Corporation").

SECTION 2. The total number of shares of capital stock which the Corporation has authority to issue is fifty thousand (50,000) shares of common stock, each having a par value of One Hundred Dollars (\$100.00), the aggregate par value of all shares being Five Million Dollars (\$5,000,000).

SECTION 3. The present post office address of the place at which the principal executive office of the Corporation is located in this State is 699 Walnut Street, Suite 400, Des Moines, Iowa 50309. The present Resident Agent of the Corporation is Corporation Service Company, whose post office address is c/o Fidelity & Guaranty Life Insurance Company, 505 5th Avenue, Suite 729, Des Moines, Iowa 50309.

SECTION 4. The Corporation was incorporated on December 16, 1959, in the State of Maryland by Charles L. Phillips, whose post office address was 224 Northway, Baltimore 18,

Maryland; William E. Pullen, whose post office address was Pullen Drive, Arden on The Severn, Crownsville, Maryland; and Fred G. Boyce, Jr., whose post office address was 4102 Greenway, Baltimore 18, Maryland.

SECTION 5. The purposes for which the Corporation is formed are: making every insurance upon the lives of human beings and every insurance appertaining thereto; making such other forms of insurance and reinsurance as may now or hereafter be permitted to be made by life insurance companies; and to engage in any other lawful business or activity.

SECTION 6. The Corporation shall have the number of directors fixed by the By-laws. At any meeting for the election of directors of the Corporation, the shareholders of the Corporation may cumulate their votes for directors. The names of the directors currently in office, and who will serve as directors until their successors are elected and qualify, are Omar M. Asali, William J. Bawden, Phillip J. Gass, Kevin J. Gregson, Keith M. Hladek, Leland C. Launer, Jr., William P. Melchionni, Lemuel John H. Tweedie, and Thomas A. Williams.

SECTION 7. To the fullest extent permitted by the Business Corporation Act of the State of Iowa (Iowa Code chapter 490, as in effect on the date hereof and as hereafter amended from time to time, the "Iowa Business Corporation Act"), a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director. If the Iowa Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act as so amended from time to time. In no event shall a director be exempt from liability for (a) the amount of a financial benefit received by such director to which such director is not entitled, (b) an intentional infliction of harm on the Corporation or the shareholders of the Corporation, (c) a violation of section 490.833 of the Iowa Business Corporation Act for unlawful distributions, or (d) an intentional violation of criminal law. Any repeal or modification of this Section 7 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

SECTION 8. The Corporation shall indemnify, to the fullest extent permitted by the Iowa Business Corporation Act, each person who is or was a director or officer of the Corporation and the heirs, executors and administrators of such directors or officers, from and against any and all expenses and liability (as such terms are defined in section 490.850 of the Iowa Business Corporation Act); and the Corporation may, in its sole discretion, indemnify such other persons that the Iowa Business Corporation Act grants the Corporation the power to indemnify.

[Signatures on Next Page]

IN WITNESS WHEREOF, the undersigned President has executed this instrument and the Secretary of the Corporation has affixed the corporate seal of the Corporation hereto and attested said seal this 24th day of September, 2013.



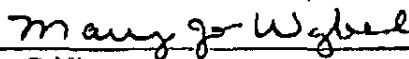
Name: Leland C. Launer, Jr.
Title: President



Name: Eric L. Marhoun
Title: Secretary

STATE OF MARYLAND |
CITY OF BALTIMORE |

The foregoing instrument was acknowledged before me this 24th day of September 2013 by the President and Secretary, respectively, of Fidelity & Guaranty Life Insurance Company.



Notary Public

My commission expires:

June 10, 2016




MARY JO WAJBEL
Notary Public, State of Maryland
County of Anne Arundel
My Commission Expires June 10, 2016


COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Restated Articles of Incorporation and Articles of Redomestication of Fidelity & Guaranty Life Insurance Company. (Effective November 1, 2013).

NICK GERHART
Iowa Insurance Commissioner


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 10/29/13

FILED
IOWA
SECRETARY OF STATE
10-29-13
12:43 P
W881157




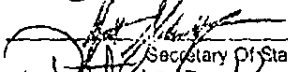
5p6s

STATE OF IOWA
Secretary of State Office

C-1655

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning Oct 29, 2013 to and including the date below.

Dated December 6, 2013

By  Secretary Of State
Patricia Kendhart