

828190

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

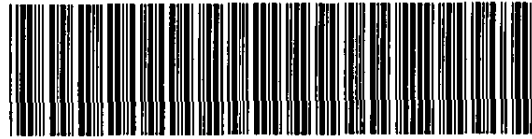
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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400261801884

Name Change
Amend

400261801884
07/01/14--01026--018 **43.75

FILED
2014 JUL - 1 PM 2:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

DR
7/10/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sun Life Assurance Company of Canada (U.S.)
Name of Corporation

DOCUMENT NUMBER: 828190

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maryellen Percuoco

Name of Contact Person

Delaware Life

Firm/Company

96 Worcester Street, DL 1235

Address

Wellesley Hills, MA 02481

City/State and Zip Code

maryellen.percuoco@delawarelife.com

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

For further information concerning this matter, please call:

Maryellen Percuoco

Name of Contact Person

at (**781**) **431-4940**

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



DELAWARE LIFE™

Notice of Name Change
Sun Life Assurance Company of Canada (U.S.) (NAIC 79065)

Item 6 – State of Domicile Approval

The Delaware Department of Insurance does not approve the Amended and Restated Certificate of Incorporation for a name change, rather it is filed with the Secretary of State. Attached is a certified copy of the Restated Certificate of Incorporation by the Delaware Secretary of State, changing the Company's name from "Sun Life Assurance Company of Canada (U.S.)" to "Delaware Life Insurance Company", effective July 21, 2014.

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)

828190
(Document number of corporation (if known))

FILED
2014 JUL - 1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sun Life Assurance Company of Canada (U.S.)
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. July 8, 1974 (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? July 21, 2014 (filed on 5-22-14)
5. Delaware Life Insurance Company
(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.



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

Michael S. Bloom

(Typed or printed name of person signing)

Vice President, General Counsel and Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)", CHANGING ITS NAME FROM "SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)" TO "DELAWARE LIFE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2014, AT 5:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-FIRST DAY OF JULY, A.D. 2014.

0739523 8100

140694563

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1395243

DATE: 05-22-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:59 PM 05/22/2014
FILED 05:59 PM 05/22/2014
SRV 140694563 - 0739523 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the corporation is Sun Life Assurance Company of Canada (U.S.) (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on January 12, 1970.

SECOND: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and also further amends the Corporation's current Certificate of Incorporation, as amended.

THIRD: The board of directors and the sole stockholder (by stockholder consent in writing, in lieu of a meeting and vote of stockholders, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware) of the Corporation have duly adopted this Amended and Restated Certificate of Incorporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FOURTH: This Amended and Restated Certificate of Incorporation shall be effective as of July 21, 2014.

FIFTH: The text of the Certificate of Incorporation of the Corporation shall be amended and restated to read as set forth in full as follows:

1. The name of the Corporation is Delaware Life Insurance Company.
2. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purpose to be conducted or promoted is to transact the business of life insurance, annuities and reinsurance. To the extent permitted by law, the Corporation may also engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock and the par value of each of such shares is one thousand dollars (\$1,000.00) amounting in the aggregate to ten million dollars (\$10,000,000.00).

5. The Corporation is to have perpetual existence.

6. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the By-laws of the Corporation.

7. The business and affairs of the Corporation shall be managed under the direction of the board of directors, the number of members of which shall be set forth in the By-laws of the Corporation. Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

8. In furtherance and not in limitation of the objects, purposes and powers prescribed herein and conferred by the laws of the State of Delaware, the board of directors is expressly authorized and empowered to make, amend and repeal the By-laws of the Corporation.

9. The Corporation may amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware.

10. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided, however, that the directors of the Corporation shall continue to be subject to liability: (i) for any breach of their duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) under Section 174 of the General Corporation Law of the State of Delaware; or (iv) for any transaction from which the directors derived an improper personal benefit. In addition, the personal liability of directors shall further be limited or eliminated to the fullest extent permitted by any future amendments to Delaware law. Any repeal or amendment of this Article 10 by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any limitation on the personal liability of any director of the Corporation at the time of such repeal or amendment.

11. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be modified, amended and supplemented, and any subsequent provision replacing said Section 145, indemnify and advance the expenses of any and all persons whom it shall have power to indemnify under said Section 145 and said subsequent provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section 145 and said subsequent provision, and the indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any rights to which an indemnified person may be entitled under any provision of the By-laws of the Corporation, any agreement, any vote of stockholders

or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Michael S. Bloom, an Authorized Officer, hereby declaring and certifying that this is the Corporation's act and deed and the facts herein stated are true, this 22nd day of May, 2014.

By: 
Authorized Officer

Title: Secretary

Name: Michael S. Bloom