

PO1259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

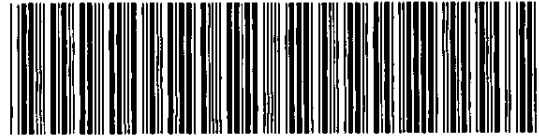
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400245037874

02/25/13--01049--012 **35.00

13 FEB 25 AM 11:50

FILED
STATE CLERK
COURT HOUSE
1000 W. BROAD ST.
ANN ARBOR MI 48106

Amend / changing
jurisdiction
@ 2/28/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Independence Life and Annuity Company
Name of Corporation

DOCUMENT NUMBER: _____

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

Sun Life Financial

Firm/Company

One Sun Life Executive Park, SC2335

Address

Wellesley Hills, MA 02481

City/State and Zip Code

maryellen.percuoco@sunlife.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

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)

P01259

(Document number of corporation (if known))

1. Independence Life and Annuity Company

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

2. Delaware

(Incorporated under laws of)

3. March 30, 1984

(Date authorized to do business in Florida)

13 FEB 25 11:50 AM '84
FILED
CORPORATION DIVISION
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? Not Applicable

5. Not Applicable

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Not Applicable

(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.

Not Applicable

(New duration)

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

Delaware

(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.

Kerri R. Anello

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

Kerri R. Anello, Secretary

(Typed or printed name of person signing)

Secretary

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:43 PM 12/10/2012
FILED 05:43 PM 12/10/2012
SRV 121318683 - 5255910 FILE

CERTIFICATE OF INCORPORATION

of

INDEPENDENCE LIFE AND ANNUITY COMPANY

Independence Life and Annuity Company, a corporation originally organized under the laws of the State of Kentucky on October 11, 1945 (the "Corporation"), and subsequently redomesticated to Michigan and then Rhode Island, for the purpose of continuing its existence, without interruption, as a corporation existing under the laws of the State of Delaware, does hereby elect, pursuant to Section 265 of the Delaware General Corporation Law, to redomesticate from the State of Rhode Island and become a Delaware corporation. Upon the effectiveness of this Certificate of Incorporation, the Corporation shall be domiciled in and incorporated under the laws of the State of Delaware, shall be considered to be the same corporation as that corporation that existed under the laws of the jurisdiction in which it was formerly domiciled and shall be considered to have been incorporated on the date it was originally incorporated in the State of Kentucky. Upon the effectiveness of this Certificate of Incorporation, the Corporation shall be and continue to be possessed of all rights, privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Delaware.

For the purpose of setting forth its Certificate of Incorporation as a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law, the Corporation hereby adopts the following:

1. The name of the Corporation is Independence Life and Annuity Company.
2. The registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its 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 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 two million five hundred thousand (2,500,000) shares of common stock and the par value of each of such shares is one dollar (\$1.00) amounting in the aggregate to two million five hundred thousand dollars (\$2,500,000).

5. The name and mailing address of the Incorporator is Kerri Riley Ansello at One Sun Life Executive Park, SC 2335, Wellesley Hills, MA 02481.

6. The Corporation is to have perpetual existence.

7. 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.

8. 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.

9. 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.

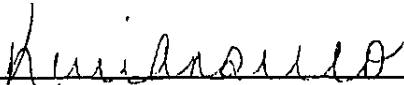
10. The Corporation may amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware.

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.

12. 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. Any repeal or amendment of this Article 12 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.

THE UNDERSIGNED, being the incorporator herein before named, for the purpose of converting and re-forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of December, 2012.



Kerri R. Ansello

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "INDEPENDENCE LIFE AND ANNUITY COMPANY" FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2012, AT 5:43 O'CLOCK P.M.


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

5255910 8100V

121318683

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0057058

DATE: 12-11-12