

846539

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

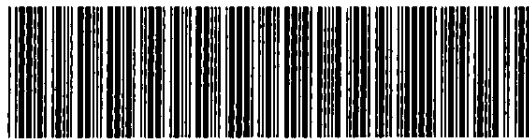
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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FILED
11 NOV 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
DEC 14



187 Danbury Road Riverview Building Wilton, CT 06897

November 10, 2011

Ms. Karen Gibson
Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 3230199

RE: Notice of Redomestication and Change of Ownership and the Acquisition of Control of Heritage Union Life Insurance Company (NAIC #62421)

Dear Ms. Gibson:

Per our phone conversation, please find enclosed the Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with our check in the amount of \$43.75.

Also, attached is the Letter of No Objection by the State of Arizona to Heritage Union Life Insurance Company redomesticating to the State of Minnesota, Certificate of Authority issued by the State of Minnesota, and the Restated Articles of Incorporation, along with the Minnesota Order of Approval as documentation of the redomestication.

Thank you for your assistance and attention to this matter, and if you have any questions or would like further information, please contact me at dtomlinson@texaslife.com or by phone at 254-745-6303.

Sincerely,

Donna Tomlinson
Executive Assistant

Enclosure

cc: Patricia Harrigan, Vice President, Associate General Counsel

RECEIVED

11 NOV 14 AM 11:00

TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Heritage Union Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 846539

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul Anderson
Name of Contact Person

Texas Life Insurance Company
Firm/Company

P. O. Box 830
Address

Waco, TX 76703
City/State and Zip Code

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

For further information concerning this matter, please call:

Paul Anderson at (254) 745-6343
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.)

SECTION I
(1-3 MUST BE COMPLETED)

846539

(Document number of corporation (if known))

FILED
11 NOV 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Heritage Union Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. ARIZONA 3. 7/22/1980
(Incorporated under laws of) (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? N/A

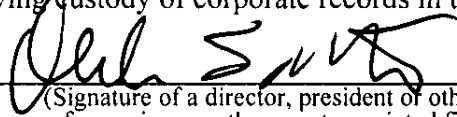
5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(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.
State of Minnesota
(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)

Mark R. Sarlitto
(Typed or printed name of person signing)

VP, General Counsel
(Title of person signing)



***Certificate of Authority/Compliance
Minnesota Department of Commerce***

NAIC No.: 62421

Date Licensed in Minnesota: 06-23-1964

State/Country of Domicile: Minnesota

HERITAGE UNION LIFE INSURANCE COMPANY

has complied with all the requirements and laws of the State of Minnesota and is hereby authorized to transact the business of an insurance company under M.S. 60A.06, Subd. 1, clauses

04-Life
05A-Accident and Health

This certificate shall remain in effect until suspended, revoked, or otherwise legally terminated.

IN TESTIMONY WHEREOF, I have
hereunto set my hand at my office in the
City of St. Paul, Minnesota.

August 22, 2011

A handwritten signature in cursive script that reads "Mike Rothman".

MIKE ROTHMAN
Commissioner



85 7th Place East, Suite 500
St. Paul, Minnesota 55101-2198
www.commerce.state.mn.us
651.296.4026 FAX 651.297.1959
An equal opportunity employer

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE

IN THE MATTER OF:

ORDER OF APPROVAL

THE REDOMESTICATION OF
HERITAGE UNION LIFE INSURANCE COMPANY
FROM THE STATE OF ARIZONA TO
THE STATE OF MINNESOTA

THE ACQUISITION OF CONTROL OF
HERITAGE UNION LIFE INSURANCE COMPANY
BY WILTON REASSURANCE COMPANY,
A MINNESOTA DOMESTIC INSURER

Upon application of Heritage Union Life Insurance Company (“HERITAGE UNION” or “Company”) to redomesticate from the State of Arizona to the State of Minnesota and concurrently be acquired by Wilton Reassurance Company (“Wilton Re”), the Minnesota Commissioner of Commerce (“Commissioner”) finds as follows:

1. On June 15, 2011, the Minnesota Department of Commerce received an initial application (which, together with all material received subsequently, is collectively references as “Application”) from HERITAGE UNION to redomesticate from the State of Arizona to the State of Minnesota pursuant to Minn. Stat. §60A.161. The redomestication is occurring in order to facilitate the concurrent acquisition of the Company by Wilton Re, a Minnesota domestic insurer.
2. HERITAGE UNION, originally named Continental Bankers Life Insurance Company, was originally incorporated on November 11, 1963, in the State of Minnesota. In 1976, the Company was renamed to First Foundation Life Insurance Company. In 1977, the Company was renamed Capital Bankers Life Insurance Company. In 1983, the Company was purchased by North American Life Assurance Company (“NALAC”). On January 1, 1996, the Company was acquired by Manufacturers Life Insurance Company (“MLIC”) as part of a merger between NALAC and MLIC. The Company redomesticated from Minnesota to Michigan, effective December 31, 1996. It was subsequently acquired on June 30, 1998, by Life Reassurance Corporation of America (“Life Re”), whose ultimate parent is Swiss Re Life and Health America, Inc. (“Swiss Re”). In 2000, Annuity and Life Re America, Inc. (“ALRE”) acquired control of the Company; the name of the Company was changed to Annuity & Life Reassurance America, Inc. In 2008, the Company redomiciled to Connecticut, was acquired by Heritage Union LLC,

and was the survivor of a merger with Heritage Union Life Insurance Company, an Arizona domestic. The name of the surviving company was then changed to Heritage Union Life, effective September 15, 2008.

3. Currently, HERITAGE UNION holds a Certificate of Authority to conduct business for life and health insurance as a foreign admitted insurer in the State of Minnesota.
4. In accordance with Minn. Stat. §60A.161, the Commissioner is authorized to permit a corporation organized under the laws of Arizona and admitted to do business as a foreign insurer in Minnesota to become a domestic corporation and thereafter be authorized to transact the business of insurance in Minnesota as a domestic insurer.
5. On June 17, 2011, the Insurance Department of the State of Arizona issued a letter indicating that it has no objection to HERITAGE UNION's request for redomestication from the State of Arizona to the State of Minnesota, subject to the approval by Minnesota of the Application.
6. HERITAGE UNION and Wilton Re have filed all documents required by the Commissioner with regard to the proposed redomestication and change in control, including a Restated Certificate of Incorporation and Amended and Restated Bylaws. The Application has been found satisfactory by the Commissioner.

NOW, THEREFORE, based upon the above Findings of Fact, **IT IS HEREBY ORDERED** that the redomestication of HERITAGE UNION is **APPROVED**.

IT IS FURTHER ORDERED, pursuant to Minn. Stat. §60D.17, Subd. 4 (2010, as amended), that the acquisition of control by Wilton Re is approved.

IT IS FURTHER ORDERED, that the Commissioner will issue a Certificate of Authority to HERITAGE UNION which shall evidence that HERITAGE UNION is licensed as a domestic insurer in the State of Minnesota.

In accordance with the provisions of Minn. Stat. §60A.161, the continuing existence of the corporation originally formed under the laws of the State of Minnesota on November 11, 1963, as subsequently amended, will continue to be recognized, but with a change of domiciliary state from Arizona to Minnesota as of the effective date of this ORDER.

IT IS FURTHER ORDERED, that with this approval:

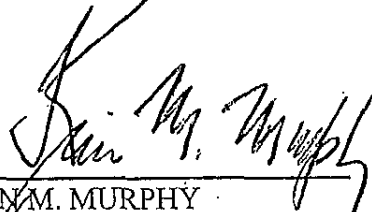
- A. Wilton Re shall file an amended Insurance Holding Company System Registration Statement pursuant to Minn. Stat. §60D.19, Subd. 1 (2010, as amended) and Minn. Rules Part 2720.1700 (2009, as amended) no later than the 15th day following the month of closing.

B. For purposes of holding company filings, Wilton Re Holdings Limited will be designated as the "ultimate controlling person" of Heritage Union Life Insurance Company.

All of which is ADOPTED, ORDERED AND SIGNED this 22 day of July, 2011.

MIKE ROTHMAN
Commissioner of Commerce
State of Minnesota

By:



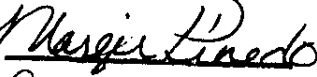
KEVIN M. MURPHY
Deputy Commissioner of Commerce

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
I hereby certify that this is a true
and complete copy of the document as
filed for record in this office.

Dated 8/22/11

Commissioner of Commerce

By:


Margie Laredo
9 pages

85 Seventh Place East, Suite 500
St. Paul, Minnesota 55101-2198
Telephone: (651) 296-2715

**RESTATED CERTIFICATE OF INCORPORATION
OF HERITAGE UNION LIFE INSURANCE COMPANY**

This Restated Certificate of Incorporation restates and integrates and further amends the certificate of incorporation of the Corporation and supersedes and takes the place of the existing certificate of incorporation and all amendments to it.

The Corporation was originally incorporated on November 22, 1963 in the state of Minnesota under the name "Continental Bankers Life Insurance Company". The name "First Foundation Life Insurance Company" was assumed on December 31, 1976 and subsequently changed to "Capital Bankers Life Insurance Company" on December 31, 1977. The Corporation then redomesticated from Minnesota to Michigan on December 31, 1996. Then the Corporation was redomesticated to the State of Connecticut and changed its name to "Annuity & Life Reassurance America, Inc." on December 12, 2000. The Corporation was redomesticated from Connecticut to Arizona on July 11, 2008 and the name was changed to Heritage Union Life Insurance Company. The Corporation was redomesticated to the State of Minnesota and licensed as a Minnesota insurance company on June 30, 2011.

ARTICLE I.

The name of the corporation is Heritage Union Life Insurance Company (hereinafter, the "Corporation").

ARTICLE II.

The nature of the business and the objects and purposes to be transacted, provided, and carried on by the Corporation are those of an insurance company. To this end it shall have the power:

- (1) To engage in the general business of a life insurance company, and to effect all forms, types, variations and combinations of life insurance, endowment or annuity contracts or policies, on a group or individual basis, on either a fixed or variable basis, or both, for the payment of money in a single sum or in installments upon the contingencies of death, disability or survivorship; to provide in such policies or contracts supplemental thereto, for additional benefits in the event of the death of the insured by accident, total and permanent disability of the insured, or specific dismemberment or disablement suffered by the insured.
- (2) To engage in the general business of an accident and health insurance company, for the purpose of effecting insurance against loss or damage by the sickness, bodily injury or death by accident of the insured or the insured's dependents, on a group or individual basis, to effect all forms, types, variations and combinations of policies or contracts of insurance providing for indemnities in the event of death, sickness or disability.
- (3) To effect contracts of reinsurance or co-insurance of any individual or group risk underwritten by the Corporation, to reinsure risks of the Corporation or any part thereof with any other company or to reinsure the whole of or any portion of the risks of any other company.
- (4) To effect any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted, by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this Certificate of Incorporation or any amendments thereto.
- (5) To issue both participating contracts or policies and non-participating contracts or policies.
- (6) To transact in any state or territory of the United States, including the District of Columbia, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which

companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this Certificate of Incorporation or any amendments thereto.

- (7) To acquire, hold and dispose of shares of stock, notes, bonds or other evidences of indebtedness or securities of any other corporation or corporations.
- (8) To transact all business and to do all other things necessary or incidental to the foregoing purposes.
- (9) To acquire, hold and dispose of stock in any other insurance company, whether previously existing or not yet organized, and whether or not engaged in the type of insurance heretofore specified.
- (10) To do everything necessary, suitable, convenient, or incidental to the transaction of its business and the accomplishment of any of the objects or purposes set forth herein. The Corporation shall have and possess all powers, rights, privileges, immunities, and franchises conferred by the laws of the State of Minnesota under which it is organized and operates and such others as are conferred upon insurance companies of its kind by the laws of the State of Minnesota. The powers herein conferred upon the Corporation shall be exercised by the Board of Directors, or by an Executive Committee appointed by the Board of Directors, or by such officers and agents as may be elected or appointed by the Board of Directors or by the Executive Committee.

The powers herein conferred upon the Corporation are in furtherance and not in limitation of the powers conferred by the statutes of the State of Minnesota, as from time to time in force and effect, and the Corporation shall have, in addition to such authorized statutory powers as are in this Certificate of Incorporation recited, all other powers and privileges conferred by the statutes of the State of Minnesota now existing or hereinafter enacted.

ARTICLE III.

The Corporation's registered office in the state of Minnesota shall be located at CT Corporation, 100 South 5th Street, Suite 1075, in the City of Minneapolis, County of Hennepin, State of Minnesota 55401, and the Corporation's registered agent at such address shall be CT Corporation System, Inc.

The principal place of transacting the business of the Corporation shall be at 187 Danbury Road, in the Town of Wilton, County of Fairfield, State of Connecticut 06897.

ARTICLE IV.

The duration of the Corporation shall be perpetual.

ARTICLE V.

The authorized amount of capital stock of this corporation for issuance shall be 10,000,000 shares of common stock at the par value of One Dollar and 34/cents (\$1.34), each to be paid in cash.

Each share of stock shall entitle the holder to one vote and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Corporation is hereby expressly authorized, at any time and from time to time by a resolution or resolutions adopted by the affirmative vote of a majority of the Directors to cause to be issued any or all of the authorized but unissued shares of the stock of the Corporation at such prices and for such consideration, having a value of not less than par value, as they in their unrestricted

discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock. Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock and the holder thereof shall not be liable for any further payment thereon.

ARTICLE VI

The annual meetings of the stockholders of the Corporation shall be held, unless otherwise designated by the Board of Directors, on the first Tuesday in March of each year at such, time and place within or without the State of Connecticut, the State of Minnesota or such other state as the Board of Directors may designate in the notice of the meeting or as may be consented to in writing by all of the Stockholders entitled to vote thereat.

ARTICLE VII.

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) The Board of Directors shall consist of not less than five (5) nor more than eighteen (18) members, the exact number of which shall be fixed from time to time by resolution adopted by the affirmative vote of a majority of the active Board of Directors.

(c) The Board of Directors of the Corporation, who shall hold office until their respective successors are elected and qualified, shall consist of:

Chris Stroup, Chairman
Michael Fleitz
Michael Greer
Mark Sarlitto
Enrico Treglia
Raymond Eckert

(d) A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(e) Vacancies in the Board of Directors may be filled, and directors may be removed, as provided by the By-laws.

(f) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to 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 Business Corporations Law, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

ARTICLE VIII.

No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Business Corporations Law as the same exists or may hereafter be amended. If the Business Corporations Law is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Business Corporations Law, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX.

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX to directors and officers of the Corporation,

The rights to indemnification and to the advance of expenses conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under this Restated Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article IX shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to my acts or omissions occurring prior to such repeal or modification.

ARTICLE X.

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation, and the ability of the stockholders to consent in writing to the taking of any action is hereby specifically authorized.

ARTICLE XI.

Meetings of stockholders may be held within or without the State of Minnesota, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the Business Corporations Act) outside the State of Minnesota 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.

ARTICLE XII.

In furtherance and not in limitation of the powers conferred upon it by the laws of the State of Minnesota, the Board of Directors shall have the power to adopt, amend, alter or repeal the Corporation's By-Laws. The affirmative vote of at least a majority of the entire Board of Directors shall be required to adopt, amend, alter or repeal the Corporation's By-Laws. The Corporation's By-Laws also may be adopted, amended, altered or repealed by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the shares entitled to vote at an election of directors.

The foregoing Restated Certificate of Incorporation of Heritage Union Life Insurance Company is hereby approved this 27th day of June, 2011, subject to and contingent upon effectiveness of the redomestication of *Heritage Union Life Insurance Company from Arizona to Minnesota* and concurrent with the closing of the acquisition of Heritage Union Life Insurance Company by Wilton Reassurance Company.

BALANCE OF THIS PAGE LEFT BLANK
SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, we, Philip G. Walker and Alice K. Wheeler, the president and secretary of said Corporation respectively, have hereunto set our hands in the City of Richmond, Commonwealth of Virginia on this 27th day of June, 2011.



Philip G. Walker, President

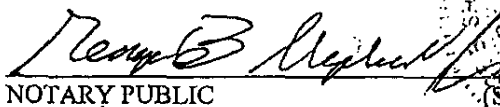
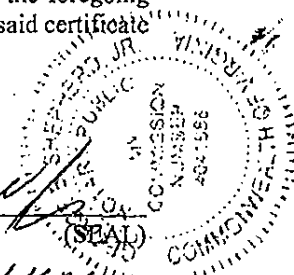


Alice K. Wheeler, Secretary

CITY OF RICHMOND
COMMONWEALTH OF VIRGINIA

On this 27th day of June, 2011, before me, a Notary Public in and for the Commonwealth of Virginia, personally appeared Philip G. Walker, to me personally known to be the person who signed the foregoing Restated Certificate of Incorporation, and who, being first duly sworn, did state that he executed said certificate as his free act and deed.

Witness my hand and official seal:


NOTARY PUBLIC

My commission expires: 7/31/2014

Notary Registration Number: 4041686

CITY OF RICHMOND
COMMONWEALTH OF VIRGINIA

On this 27th day of June, 2011, before me, a Notary Public in and for the Commonwealth of Virginia, personally appeared Alice K. Wheeler, to me personally known to be the person who signed the foregoing Restated Certificate of Incorporation, and who, being first duly sworn, did state that he executed said certificate as his free act and deed.

Witness my hand and official seal:


NOTARY PUBLIC (SEAL)

My commission expires: 7/31/2014

Notary Registration Number: 4041686

