

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM349134

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SBLI USA Mutual Life Insurance Company, Inc.		09/30/2014	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SBLI USA Life Insurance Company, Inc.		
<b>Street Address:</b>	460 West 34th Street		
<b>Internal Address:</b>	Suite 800		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10001		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2976721	LIFE INSURANCE FOR THE PEOPLE WHO MAKE A	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2158518383		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	215-851-8522		
<b>Email:</b>	lcolflesh@eckertseamans.com		
<b>Correspondent Name:</b>	Roberta Jacobs-Meadway		
<b>Address Line 1:</b>	50 South 16th Street		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19102-2516		
<b>ATTORNEY DOCKET NUMBER:</b>	297735-00035		
<b>NAME OF SUBMITTER:</b>	Roberta Jacobs-Meadway		
<b>SIGNATURE:</b>	/rjacobsmeadway/		
<b>DATE SIGNED:</b>	07/24/2015		
<b>Total Attachments: 10</b>			
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OP \$40.00 2976721

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New York County Clerk's Office  
Paym 25423 10/09/2014 10:50a  
Cashier CNTHOMAS Register # 1

Tr. 33700 \$10.00

Certified Copy \$10 -----  
-----311139  
28/99C SBLI USA MUTUAL LIFE INSUR  
ANCE COMPANY, INC.

Tr. 33695 \$180.00

Misc (Law) -----  
-----311339  
28/99C SBLI USA MUTUAL LIFE INSUR  
ANCE COMPANY, INC.

Total: \$110.00

Check \$110.00

Pickup Locations: Window 6

**Certification**

**STATE OF NEW YORK, COUNTY OF NEW YORK, SS:**

**I, Norman Goodman, County Clerk and Clerk of Supreme Court New York County,**

**do hereby certify that on October 9, 2014 I have compared**

**the document attached hereto,**

**AMENDED INSURANCE, CHANGING THE NAME TO: SBLI USA LIFE INSURANCE  
COMPANY, INC. page(s) 9**

**with the originals filed in my office and the same is a correct transcript**

**therefrom and of the whole of such original in witness**

**whereto I have affixed my signature and seal.**



**NORMAN GOODMAN**

**NEW YORK COUNTY CLERK**

**AMENDED AND RESTATED CHARTER**

**OF**

**SBLI USA MUTUAL LIFE INSURANCE COMPANY, INC.**

We, the undersigned, being the President and Secretary of SBLI USA Mutual Life Insurance Company, Inc. (the "Corporation"), hereby certify:

1. The name of the Corporation is SBLI USA Mutual Life Insurance Company, Inc. The name under which the Corporation originally was incorporated was SBLI Mutual Life Insurance Company of New York, Inc.
2. The Charter of the Corporation, then known as SBLI Mutual Life Insurance Company of New York, Inc., was originally filed on August 30, 1999 with the Insurance Department of the State of New York.
3. The Charter of the Corporation, as now in effect and as amended to date, is hereby amended and restated in its entirety to read as follows:

**AMENDED AND RESTATED CHARTER**

**OF**

**SBLI USA LIFE INSURANCE COMPANY, INC.**

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation shall be "SBLI USA Life Insurance Company, Inc."

**ARTICLE II**

**STOCK COMPANY**

The Corporation shall be a stock corporation.

**ARTICLE III**

**PLACE OF BUSINESS**

The Corporation shall be located and have its principal place of business in the City, County and State of New York.

## ARTICLE IV

### BUSINESS OF THE CORPORATION

The business of the Corporation and the kinds of insurance, permitted under paragraphs 1, 2 and 3 of Section 1113(a) of the New York Insurance Law, to be undertaken by it shall be as follows:

(1) "Life insurance," meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payments of part or all of the death benefit or a special surrender value upon (A) diagnosis of terminal illness defined as a life expectancy of twelve months or less, (B) diagnosis of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, (D) certification by a licensed health care practitioner that the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment and the insurer that issues such policy is a qualified long term care insurance carrier under Section 4980c of the Internal Revenue Code or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds or (E) the insured's having been a resident of a nursing home, as defined in section twenty-eight hundred one of the Public Health Law of the State of New York, for a period of three months or more, with an expectation that such insured will remain a resident of a nursing home until death. "Life insurance" also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured or in the event the insured is a resident of a nursing home. Amounts paid the Corporation for life insurance and proceeds applied under optional modes of settlement or under dividend options may be allocated by the Corporation to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law of the State of New York.

(2) "Annuities," meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one hereof. Amounts paid the Corporation to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the Corporation to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law of the State of New York.

(3) "Accident and health insurance," meaning (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness,

ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the Workers' Compensation Law of the State of New York except as specified in item (ii) hereof; and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the Corporation the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

The Corporation shall be empowered to conduct each insurance business as each may from time to time be defined in Section 1113(a) of the Insurance Law of the State of New York or any successor statute or statutes. The Corporation shall also have the general rights, powers and privileges now or hereafter granted by the Insurance Law or any other law of the State of New York to stock life insurance companies authorized to do the kinds of business hereinabove referred to and any and all other rights, powers and privileges of a corporation, as the same may now or hereafter be declared by applicable law.

## **ARTICLE V**

### **CORPORATE POWERS**

SECTION 1. The corporate powers of the Corporation shall be exercised by a Board of Directors, by committees thereof and by such officers and agents as the Board of Directors or such committees may empower.

SECTION 2. The Board of Directors shall consist of not less than seven directors nor more than thirty directors as may be determined by the Board of Directors by resolution adopted by a majority of the then authorized number of directors; provided, however, that no decrease in the authorized number of directors shall shorten the term of any incumbent director. The Board of Directors shall have power to make and prescribe such bylaws, rules and regulations for the transaction of the business of the Corporation and the conduct of its affairs, not inconsistent with the laws of the State of New York or this charter, as may be deemed expedient, and to amend or repeal such bylaws, rules and regulations.

SECTION 3. The Board of Directors shall have power to declare, by bylaw, what number of directors, not less than a majority of the authorized number of directors, shall constitute a quorum for the transaction of business.

## **ARTICLE VI**

### **ELECTION OF DIRECTORS**

SECTION 1. The directors of the Corporation shall be elected by the shareholders as prescribed by Section 4211 of the Insurance Law of the State of New York. The officers of the Corporation shall be elected at the annual organization meeting of the Board of Directors to be held on a date fixed by the Board of Directors.

SECTION 2. An annual election of directors shall be held each year on a date fixed by the Board of Directors in the months of February or March at a location specified in the notice of such election. The Superintendent of Financial Services of the State of New York shall also be notified as to the date and location of the annual meeting to elect the directors.

SECTION 3. A director may be removed with or without cause by the majority vote of the shareholders at any of their meetings. A director may also be removed for cause by the vote of a majority of the remaining directors at a special meeting of the Board of Directors called by the President or Secretary, at the request of the Department of Financial Services of the State of New York.

SECTION 4. Vacancies in the Board of Directors, including vacancies resulting from any increase in the authorized number of directors, may be filled by the Board of Directors. Notice of any election of a director or directors under the provisions of this section shall be given to the Department of Financial Services of the State of New York in a manner and to the extent required by law.

SECTION 5. Each director shall be at least eighteen years of age and at all times a majority of directors shall be citizens and residents of the United States. Not less than one director shall be a resident of the State of New York. At least one-third, and in any event not less than three, of all directors shall be persons who are not officers or employees of the Corporation or any entity controlling, controlled by, or under common control of the Corporation, and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity.

SECTION 6. The names and city and state of residence of the directors who shall serve until the first annual meeting of the Corporation are as follows:

Michael Akker - Mahopac, NY  
Anurag Chandra - Chicago, IL  
Heidi Hunter - Austin, TX  
David Jefferson - Warren, NJ  
Jose Montemayor - Austin, TX  
Evelyn Murphy - Brookline, MA  
Matthew Popoli - Mamaroneck, NY  
Zafar Rashid - Avon, CT  
Grace Vandecruze - New York, NY  
Anthony Xu - New York, NY

SECTION 7. No director shall be personally liable to the Corporation or any of its shareholders for damages for any breach of duty as a director; provided, however, that the foregoing provision shall not eliminate or limit (i) the liability of a director if a judgment or other final adjudication adverse to him or her established that his or her acts or omissions were in bad faith or involved intentional misconduct or any violation of the Insurance Law or a knowing violation of any other law or that he or she personally gained in "fact a financial profit or other



advantage to which he or she was not legally entitled” or (ii) the liability of a director for any act or omission prior to the adoption of this amendment by the shareholders of the Corporation.

## **ARTICLE VII**

### **CAPITAL STOCK**

The capital of the Corporation shall be \$2,880,000 and shall consist of 72,000 shares of a par value of \$40 per share.

## **ARTICLE VIII**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, or repeal any provisions contained herein in the manner now or hereafter prescribed by the statutes of New York, and all rights and powers conferred herein are granted subject to this reservation, upon such minimum vote of the shareholders entitled to vote thereon as may at the time be prescribed or permitted by the laws of the State of New York, or upon such larger vote as may then be required hereby. The Corporation further reserves the right, in the manner and upon the vote of a majority of the shares entitled to vote, to accept and avail itself of, or subject itself to, all provisions of any statutes of New York hereafter adopted pertaining to corporations formed for the purpose of carrying on the business of insurance, and to exercise all of the rights, powers and privileges conferred, and to cause all of the obligations and duties imposed by any of such statutes.

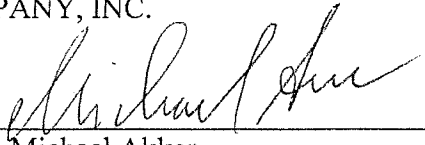
## **ARTICLE IX**


### **DURATION**

The duration of the Corporation shall be perpetual.

**IN WITNESS WHEREOF**, SBLI USA Mutual Life Insurance Company, Inc. has caused this Certificate to be executed for it by its President and Secretary this 30<sup>th</sup> day of September, 2014.

SBLI USA MUTUAL LIFE INSURANCE  
COMPANY, INC.

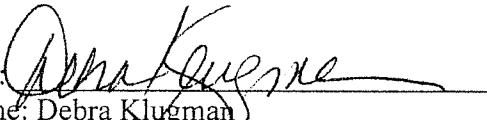
BY :   
Name: Michael Akker  
Title: President

BY :   
Name: Debra Klugman  
Title: Secretary

CERTIFICATE OF SIGNER OF  
AMENDED AND RESTATED CHARTER

STATE OF NEW YORK     )  
  ) s.s.  
COUNTY OF NEW YORK )

Debra Klugman, being sworn and deposed states that she is the Secretary of SBLI USA Mutual Life Insurance Company, Inc. and one of the persons who signed the above Certificate, that she has read the Certificate and knows the contents thereof and that the same is true to his knowledge.

BY:   
Name: Debra Klugman  
Title: Secretary

Sworn to before me this September 24, 2014.

  
Notary Public

FIONA McNAMARA  
NOTARY PUBLIC, State of New York  
No. 01CR5081895  
Qualified in Rockland County  
Commission Expires July 14, 20 14

INDEX # 28/99c

\$100

REC'D  
COUNTY CLERK  
N.Y. COUNTY  
2014 OCT -9 AM 1:37

CERTIFICATE OF AMENDMENT OF  
INSURANCE CHARTER

PRINT YOUR NAME

Joseph Dell'Aquila

PRINT YOUR BUSINESS  
ADDRESS

Stroock + Stroock + Lavan LLP  
180 Maiden Lane  
New York, NY 10038

PRINT YOUR BUSINESS  
TELEPHONE NUMBER

212-806-5710

RECORDED: 07/24/2015

TRADEMARK  
REEL: 005584 FRAME: 0256