

Articles of Incorporation

14A

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SYMETRA LIFE INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is Symetra Life Insurance Company (the "Company"). Prior to the filing of the Restated Articles with the Iowa Secretary of State, the Company was a stock life insurance corporation incorporated in the State of Washington and subject to the Washington Business Corporation Act (the "Washington Act"). The Restated Articles are being filed with the Iowa Secretary of State to effectuate the redomestication of the Company from the State of Washington to the State of Iowa in accordance with Sections 490.902 and 508.12 of the Iowa Code (2013).
2. The text of the Restated Articles is attached hereto.
3. The Restated Articles supersede the Articles of Incorporation of the Company as filed with the Washington Secretary of State on January 23, 1957 (the "Current Articles") and all previous versions of the Company's articles or certificates of incorporation and all amendments thereto.
4. The Restated Articles amend the Current Articles and were duly approved by the shareholders of the Company in the manner required by the Iowa Act, the Washington Act and the Current Articles.
5. The effective time and date of the Restated Articles is the time and date of filing with the Iowa Secretary of State.

Dated as of this _____ day of _____, 2014.

SYMETRA LIFE INSURANCE COMPANY

By: _____
Name: David S. Goldstein
Title: Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SYMETRA LIFE INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Symetra Life Insurance Company.
2. The corporation has been a Washington stock life insurance corporation and, through the filing of these Amended and Restated Articles of Incorporation, is becoming an Iowa stock life insurance corporation pursuant to Sections 490.902 and 508.12 of the Iowa Code (2013).
3. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

The name of the corporation is SYMETRA LIFE INSURANCE COMPANY.

ARTICLE II

These Amended and Restated Articles of Incorporation are being filed by the company in connection with the redomestication of the Company from the State of Washington to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Iowa Code (2013). The corporation is continuing its corporate existence which commenced upon its incorporation under the laws of the State of Washington on January 23, 1957. The corporation 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 chose in actions, shall be and the same are hereby ratified, approved, confirmed and assured to the corporation, 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, the corporation shall be given recognition as a domestic insurance company of the state of Iowa for all purposes from and after January 23, 1957, the date of its initial authorization as an insurer under the laws of the State of Washington. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles of incorporation and all amendments thereto.

ARTICLE III

The principal place of business of the corporation in the state of Iowa shall be in the city of _____, _____ County, Iowa. The corporation's initial registered agent is National Registered Agents, Inc., and its initial registered office is located at 500 East Court Avenue, Des Moines, Iowa 50309.

ARTICLE IV

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act, Chapter 490 of the Iowa Code and Chapter 508 of the Iowa Code, and successor statutory provisions, including but not limited to:

(a) acting as a life insurance company pursuant to Chapter 508 of the Iowa Code, and successor statutory provisions, and writing any or all of the lines of insurance and annuity business authorized by Chapter 508 and any other line of insurance or annuity business authorized by the laws of the state of Iowa or approved by the Commissioner of Insurance of the State of Iowa; and

(b) reinsuring and accepting reinsurance on any or all of the lines of business set forth in paragraph (a) of this Article IV.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The amount of capital stock shall be Five Million Dollars (\$5,000,000) and the number of authorized shares shall be Twenty Thousand (20,000) shares of common stock, and the par value of each of said shares shall be Two Hundred and Fifty Dollars (\$250). The common stock shall have unlimited voting rights and shall be entitled to the net assets of the corporation upon dissolution.

ARTICLE VII

The number of directors of the corporation shall be fixed as provided in its bylaws, and may be changed from time to time by amendment to, or in the manner provided in, the bylaws, but the number thereof shall never be less than five (5) nor more than twenty-one (21). The directors shall have the power to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the corporation.

ARTICLE VIII

The following persons, who constitute the present board of directors of the corporation, shall continue to serve as directors for a term expiring at the next annual meeting of shareholders and until their successors are elected and qualified or until their earlier death, resignation or removal:

Michael W. Fry
David S. Goldstein
Daniel R. Guilbert
Thomas M. Marra
Margaret A. Meister

ARTICLE IX

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the corporation or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law.

The corporation shall indemnify a director or officer for liability (as such term is defined in subsection 5. of Section 850 of the Iowa Business Corporation Act) for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the corporation or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Iowa Business Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law.

Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director, or any indemnification obligations of the corporation, with respect to any state of facts existing at or prior to the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed this instrument this ___th day of _____, ____.

SYMETRA LIFE INSURANCE COMPANY

By: _____
Thomas M. Marra
President

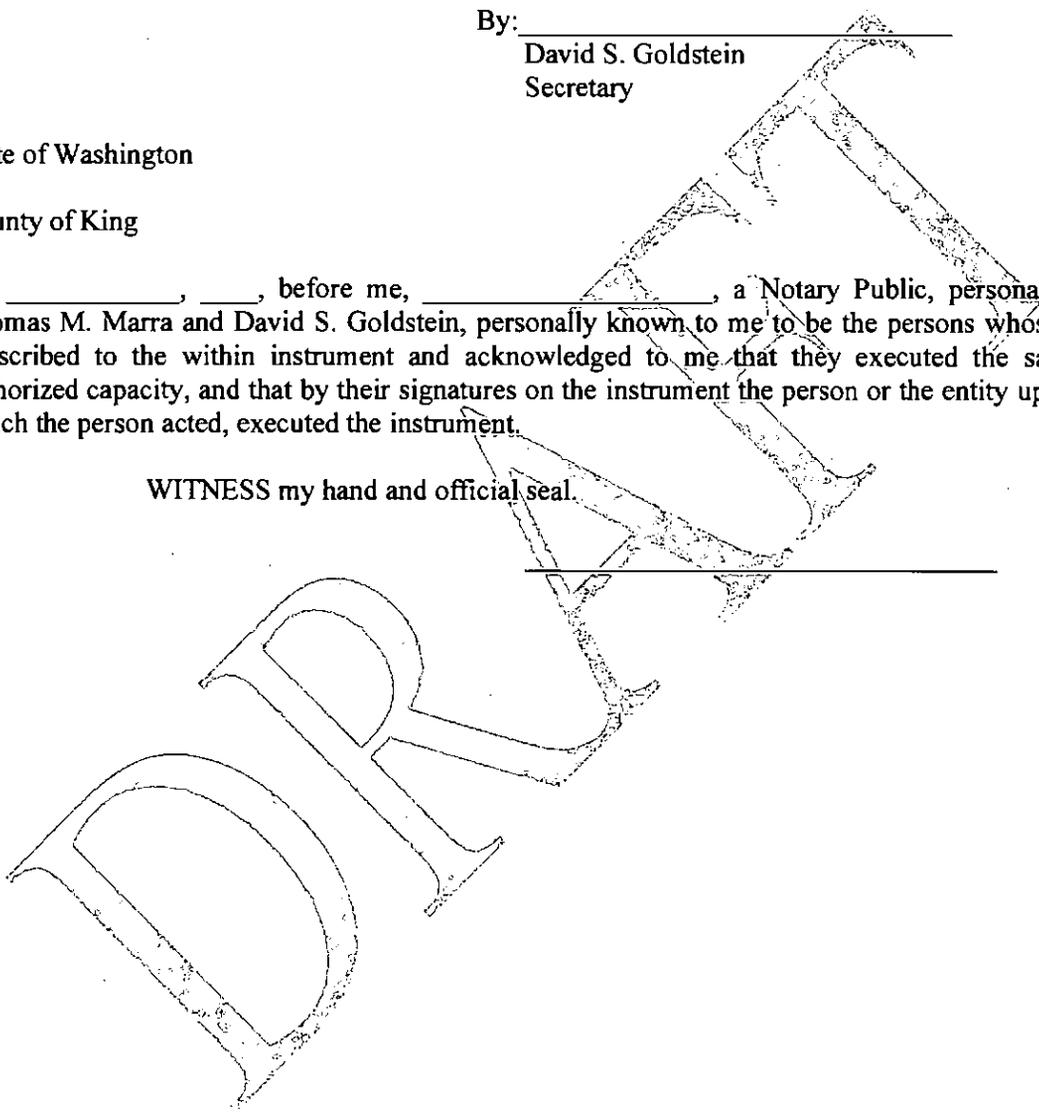
By: _____
David S. Goldstein
Secretary

State of Washington

County of King

On _____, _____, before me, _____, a Notary Public, personally appeared Thomas M. Marra and David S. Goldstein, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity, and that by their signatures on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of Symetra Life Insurance Company.

NICK GERHART
Iowa Insurance Commissioner

By: _____
JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: _____

DRAFT

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

No. 452

I, MIKE KREIDLER, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having custody of original documents.

*I FURTHER CERTIFY That the attached is a full, true, and accurate copy of the Amended and Restated Articles of Incorporation for **SYMETRA LIFE INSURANCE COMPANY**, Bellevue, Washington, as filed in the Office of the Insurance Commissioner for the State of Washington.*

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 19th day of December, 2013*

MIKE KREIDLER
Insurance Commissioner

By:

Handwritten signature of W. R. M. in black ink, written over a horizontal line.

Deputy Insurance Commissioner



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SYMETRA LIFE INSURANCE COMPANY

FILED

MAY 27 2005

IN THE OFFICE OF THE
INSURANCE COMMISSIONER
STATE OF WASHINGTON

Symetra Life Insurance Company, a Washington corporation, by its President and Secretary, certifies that:

1. The name of the corporation is: SYMETRA LIFE INSURANCE COMPANY.
2. Article VII of the corporation's Articles of Incorporation is amended in its entirety to read as follows:

VII

Effective July 15, 2005, the office and principal place of business of the company is to be located in the city of Bellevue, state of Washington.

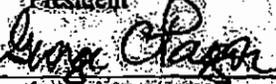
3. The aforementioned amendment to the Articles of Incorporation was adopted by the corporation's Board of Directors and duly approved by the corporation's sole shareholder on April 7, 2005, in accordance with the provisions of RCW 23B.10.030, 23B.08.210, and 48.07.070.

SYMETRA LIFE INSURANCE COMPANY

By: 

Randall H. Falbo

President

By: 

George C. Pagos

Secretary

State of Washington }
 } ss
County of King }

The undersigned, being first duly sworn on oath, deposes and says:

That he is the President of Symetra Life Insurance Company, that he has read the Articles of Amendment set forth above, knows the contents thereof, and that the matters therein certified are in all respects true and correct.

Randall H. Talbot
Randall H. Talbot

Subscribed and sworn before me this 20th day of May, 2005.

Anna Ernst
Notary Public in and for the state
of Washington, residing at King County
My commission expires 02-14-09



State of Washington }
 } ss
County of King }

The undersigned, being first duly sworn on oath, deposes and says:

That he is the Secretary of Symetra Life Insurance Company, that he has read the Articles of Amendment set forth above, knows the contents thereof, and that the matters therein certified are in all respects true and correct.

George E. Pagos
George E. Pagos

Subscribed and sworn before me this 20th day of May, 2005.

Anna Ernst
Notary Public in and for the state
of Washington, residing at King County
My commission expires 02-14-09



STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

No. 218

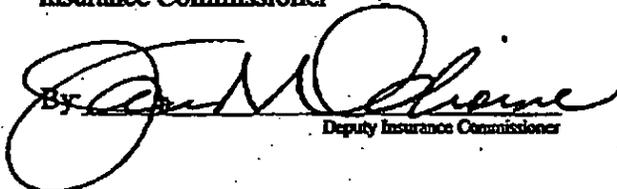
I, MIKE KREIDLER, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having custody of original documents.

I FURTHER CERTIFY That the attached is a full, true, and accurate copy of the Articles of Incorporation and amendments thereto of SAFECO LIFE INSURANCE COMPANY (to be SYMETRA LIFE INSURANCE COMPANY effective September 1st, 2004), Redmond, Washington, as filed in the Office of the Insurance Commissioner for the State of Washington.

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 7th day of July, 2004.*



MIKE KREIDLER
Insurance Commissioner

By 
Deputy Insurance Commissioner

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFECO LIFE INSURANCE COMPANY

Safeco Life Insurance Company, a Washington corporation, by its President and Secretary, certifies that:

1. The name of the corporation is: SAFECO LIFE INSURANCE COMPANY.

2. Article II of the corporation's Articles of Incorporation is amended in its entirety to read as follows:

II

Effective September 1, 2004, the name of the company is Symetra Life Insurance Company.

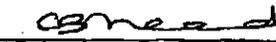
3. The aforementioned amendment to the Articles of Incorporation was adopted by the corporation's Board of Directors and duly approved by the corporation's sole shareholder on June 4, 2004, in accordance with the provisions of RCW 23B.10.030, 23B.08.210, and 48.07.070.

SAFECO LIFE INSURANCE COMPANY

By: _____


Randall H. Talbot
President

By: _____


Christine B. Mead
Secretary

State of Washington }
 } ss
County of King }

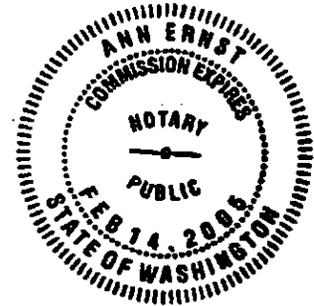
The undersigned, being first duly sworn on oath, deposes and says:

That he is the President of Safeco Life Insurance Company, that he has read the Articles of Amendment set forth above, knows the contents thereof, and that the matters therein certified are in all respects true and correct.

Randall H. Talbot
Randall H. Talbot

Subscribed and sworn before me this 11th day of June, 2004.

Ann Ernst
Notary Public in and for the state
of Washington, residing at King County
My commission expires 02-14-05



State of Washington }
 } ss
County of King }

The undersigned, being first duly sworn on oath, deposes and says:

That she is the Secretary of Safeco Life Insurance Company, that she has read the Articles of Amendment set forth above, knows the contents thereof, and that the matters therein certified are in all respects true and correct.

Christine B. Mead
Christine B. Mead

Subscribed and sworn before me this 10th day of June, 2004.

Karen H. Harnett
Notary Public in and for the state
of Washington, residing at Lynnwood, WA
My commission expires 6-27-2005



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

SAFECO LIFE INSURANCE COMPANY

a Washington Insurance corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing principal place of business to Redmond WA

Corporation Number: 2-135648-0

Date: November 26, 1990

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

#1104

FILED
STATE OF WASHINGTON

NOV 26 1990

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFECO LIFE INSURANCE COMPANY

FILED
IN THE OFFICE OF THE
INSURANCE COMMISSIONER
STATE OF WASHINGTON

NOV 22 1990

RICHARD G. MARQUARDT
INSURANCE COMMISSIONER

The undersigned President and Secretary of SAFECO Life Insurance Company certify that:

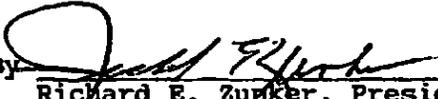
1. The name of the corporation is SAFECO Life Insurance Company.
2. The following amendment to the Articles of Incorporation of the Company has been proposed by the Company's Board of Directors and adopted by unanimous vote of the holder of all the outstanding stock of the Company entitled to vote thereon, all in the manner provided by the Washington Insurance Code and the Revised Code of Washington, whereby Article VII of the Articles of Incorporation is amended to read as follows:

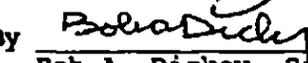
The office and principal place of business of the company is to be located in the City of Redmond, State of Washington, and the company intends to transact business anywhere that it may be found convenient.

3. The date of the proposal for adoption of the amendment set forth above by the Board of Directors and of the adoption of the amendment by the sole shareholder was November 9, 1990.
4. As of November 9, 1990, the directors of the Company voted unanimously to adopt the amendment. As of that date the sole shareholder of the Company held all of the 20,000 shares outstanding, all of which were entitled to vote upon the amendment, and all of which were voted for the amendment. No shares were voted against the adoption of the amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the President and Secretary of the Company this 9th day of November 1990.

SAFECO LIFE INSURANCE COMPANY

By 
Richard E. Zunker, President

By 
Boh A. Dickey, Secretary



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

SAFECO LIFE INSURANCE COMPANY

a Washington Insurance corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Amending Article IV - increasing capital to \$5,000,000.00

Corporation Number: 2-135648-0

Date: July 20, 1984

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFECO LIFE INSURANCE COMPANY

The undersigned President and Secretary of SAFECO Life Insurance Company certify that:

1. The name of the corporation is SAFECO Life Insurance Company.
2. The following amendment to the Articles of Incorporation of the Company has been proposed by the Company's Board of Directors and adopted by unanimous vote of the holder of all the outstanding stock of the Company entitled to vote thereon, all in the manner provided by the Washington Insurance Code and the Revised Code of Washington, whereby Article IV of the Articles of Incorporation is amended to read as follows:

The amount of the capital stock shall be Five Million (\$5,000,000) Dollars, and the number of shares shall be Twenty Thousand (20,000), and the par value of each of said shares shall be \$250.

3. The date of the proposal for adoption of the amendment set forth above by the Board of Directors and of the adoption of the amendment by the sole shareholder was July 10, 1984.
4. As of July 10, 1984, the directors of the Company voted unanimously to adopt the amendment. As of that date the sole shareholder of the Company held all of the 20,000 shares outstanding, all of which were entitled to vote upon the amendment, and all of which voted for the amendment. No shares were voted against the adoption of the amendment.

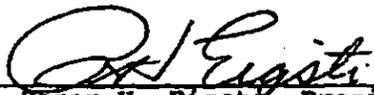
IN WITNESS WHEREOF, these Articles of Amendment have been executed by the President and Secretary of the Company this 10th day of July, 1984.

FILED
IN THE OFFICE OF THE
INSURANCE COMMISSIONER
STATE OF WASHINGTON

JUL 19 1984

RICHARD G. MARQUARDT
INSURANCE COMMISSIONER

SAFECO LIFE INSURANCE COMPANY

By 
Roger H. Bigst, President

By 
W. D. Hammersla, Secretary

2-135648-0
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of SAFECO LIFE INSURANCE COMPANY
a domestic corporation of Seattle, Washington,
Amending purposes

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of State Insurance Commissioner
Insurance Bldg.
Olympia, WA 98504
Attn: Beverly Deal

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

September 15, 1982

Microfilmed, Roll No. 1644

Ralph Munro

Page 011-014

RALPH MUNRO
SECRETARY OF STATE

FILED
SEP 15 1922

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFECO LIFE INSURANCE COMPANY

SAFECO Life Insurance Company, a Washington corporation, by its President and Secretary, certifies that:

1. The name of the corporation is:

SAFECO LIFE INSURANCE COMPANY

2. An amendment to the Articles of Incorporation of the corporation has been duly proposed by the Board of Directors of the corporation and adopted by unanimous vote of the holder of all the outstanding stock of the corporation entitled to vote thereon, all in the manner provided by the Washington Insurance Code and the Revised Code of Washington, whereby Article III of the Articles of Incorporation is amended to read as follows:

The objects for which the company is formed are to transact insurance business, make insurance and engage in any other lawful business. The kinds of insurance the company will issue are as follows:

1. Life Insurance: Insurance on human lives and insurance appertaining thereto or connected therewith; including, but not limited to, the granting of annuities and endowment benefits, additional benefits in the event of death by accident, additional benefits in the event of the total and permanent disability of the insured, and optional modes of settlement of proceeds.
2. Disability Insurance: Insurance against bodily injury, disablement or death by accident, disablement resulting from sickness, and every insurance appertaining thereto.
3. The said company shall be operated as a stock insurance company, and may issue policies upon both the participating plan and the non-participating plan. The Board of Directors of said company may from time to time distribute equitably to the holders of participating policies issued by said company such sum out of the earnings as in its judgment is proper, after setting aside from said earnings such sums for dividends to be paid stockholders and for surplus as the Board of

APPROVED IN THE OFFICE OF THE SECRETARY OF STATE OF WASHINGTON, this 10th day of August 1922

RICHARD G. MARQUART
INSURANCE COMMISSIONER

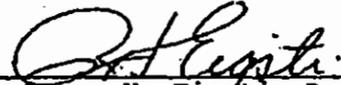
BY  Deputy Insurance Commissioner

Directors shall see fit. Such distribution of earnings may be made by an equitable apportionment to holders of participating policies issued by the company irrespective of the class and character of the risks, insureds or types of policies involved, or the Board of Directors may in its discretion classify the risks of the company according to the various hazards covered or types of policies or insureds involved or otherwise as to the Board may appear equitable and distribute such earnings or any portion thereof to the holders of participating policies in each classification according to the experience of the company in such cases or otherwise as the Board shall see fit.

3. The date of the proposal for adoption of the amendment set forth above by the Board of Directors and of the adoption of the amendment by the sole stockholder was August 5, 1982.
4. On August 5, 1982, the directors of the company voted unanimously to adopt the amendment. On that date the sole shareholder of the company held all of the 20,000 shares outstanding, all of which were entitled to vote upon the amendment, and all of which voted for the amendment. No shares were voted against the adoption of the amendment.

IN WITNESS WHEREOF, SAFECO Life Insurance Company has executed these Articles of Amendment by its President and Secretary this 5th day of August, 1982.

SAFECO LIFE INSURANCE COMPANY

BY 
Roger H. Eigsti, President

BY 
W. D. Hammersla, Secretary

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Amended Articles of Incorporation
as filed in this office.



Ralph Munro

Ralph Munro, Secretary State

By: Linda Minnelly
Dated: October 22, 1982

D-135648
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of SAFECO LIFE INSURANCE COMPANY
a domestic corporation of Seattle Washington,
(Amending Article VIII)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 16, 1979

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED
MAY 16 1979

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFECO LIFE INSURANCE COMPANY

SAFECO Life Insurance Company, a Washington corporation, by its President and Secretary, hereby certifies that:

1. The name of the corporation is:

SAFECO LIFE INSURANCE COMPANY

2. An amendment to the Articles of Incorporation of the corporation has been duly proposed by the Board of Directors of said corporation and adopted by unanimous vote of the holders of all of the outstanding stock of the corporation entitled to vote thereon, all in the manner provided by the Washington Business Corporation Act, whereby Article VIII is amended to read as follows:

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to change or repeal such bylaws; provided, however, that the Board of Directors shall not make or alter any bylaws fixing their qualifications, classifications, or terms of office.

3. The date of the adoption of the amendment above set forth by the stockholders was April 30, 1979.

4. On April 30, 1979, there were 20,000 shares outstanding, all of which were entitled to vote thereon, and all of which voted for the amendment. No shares were voted against the adoption of said amendment.

IN WITNESS WHEREOF, this corporation has executed these Articles of Amendment by its President and Secretary this 1st day of May, 1979.

SAFECO LIFE INSURANCE COMPANY

By Kelly Waller
Kelly Waller, President

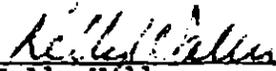
APPROVED IN THE OFFICE OF INSURANCE COMMISSIONER
STATE OF WASHINGTON, this 16th day of May, 1979.
W. D. Hammersla, Secretary
JAMES COMBES

By AM Holdbrook Jr.
Deputy Insurance Commissioner

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

The undersigned, being first duly sworn on oath, deposes and says:

That he is President of SAFECO Life Insurance Company, the corporation that executed the above and foregoing Articles of Amendment; that he has read the said Articles, knows the contents thereof, and that the matters therein certified are in all respects true and correct.



Kelly Waller

Subscribed and Sworn to before me
this 1st day of May, 1979.



Notary Public in and for the State
of Washington residing at Seattle.

Filing No. 170382

DOMESTIC

AUG 28 8 1964
STATE OF WASHINGTON
United States of America

State of Washington



I, VICTOR A. MEYERS, Secretary of State of the State of Washington, do hereby certify that
AMENDED

ARTICLES OF INCORPORATION
OF THE

LIFECO INSURANCE COMPANY OF AMERICA

(Changing name to SAFECO LIFE INSURANCE COMPANY)

a Domestic Corporation, of Seattle, Washington, was, on
the 27th day of August, A. D. 1964, at 10:47 o'clock A. M.,
filed for record in this office and now remains on file herein.

IN TESTIMONY WHEREOF, I have hereunto set
my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 27th day of August,
A. D. 1964

Victor A. Meyers
VICTOR A. MEYERS, Secretary of State

By *Jean C. Dunkey*
Assistant Secretary of State.
(Mrs.) Jean C. Dunkey



CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

LIFECO INSURANCE COMPANY OF AMERICA

CHANGING THE NAME OF THE CORPORATION

TO

SAFECO LIFE INSURANCE COMPANY

APPROVED
AS TO FORM AND FILED

AUG 27 1964

VICTOR A. MEYERS

SECRETARY OF STATE
SUPERVISOR OF CORPORATIONS

W. L. CAMPBELL, President, and A. D. MERRITT, Secretary, of LIFECO Insurance Company of America, a corporation organized and existing under the laws of the State of Washington pertaining to insurance corporations, hereby certify:

(1) That at a meeting of the Board of Directors of said corporation duly convened and held on July 24, 1964, pursuant to notice duly given to each Director as provided in the by-laws, a resolution was adopted by a majority vote of the Board of Directors of said corporation amending, altering, and changing Article II of the Articles of Incorporation of said corporation to read as follows:

"II.

The name of the company is SAFECO Life Insurance Company."

which amendment is hereby certified to be correct.

(2) That the holder of all (100%) of the capital stock of the corporation has duly given and filed with the proper officers of the corporation its written assent to the said amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, we, the said W. L. Campbell, President, and A. D. Merritt, Secretary, of LIFECO Insurance Company of America, have executed this certificate in quadruplicate under the seal of said corporation at Seattle, Washington, this 13th day of August, 1964.

(SEAL)

W. L. Campbell
W. L. CAMPBELL, President
A. D. Merritt
A. D. MERRITT, Secretary

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this day personally appeared before me W. L. Campbell and A. D. Merritt, to me known to be the individuals described in and who executed the within and foregoing instrument as the President and Secretary, respectively, of LIFECO Insurance Company of America, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned, and verified on oath that the facts therein stated are true and correct.

In Witness Whereof, I have hereto affixed my hand and official seal this 15th day of August, 1964.

William R. Lathrop
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle, Ballou

APPROVED IN THE OFFICE OF INSURANCE COMMISSIONER,
STATE OF WASHINGTON, this 27th day of August 1964

LEE L. KUECKELHAN
INSURANCE COMMISSIONER

By Fred Beal
Chief Deputy Insurance Commissioner

FILED IN THE OFFICE
OF THE
INSURANCE COMMISSIONER
OF THE
STATE OF WASHINGTON

August 27, 1964

At _____ O'clock _____ M

LEE L. KUECKELHAN
Insurance Commissioner

By Fred Beal



STOCKHOLDER'S ASSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
GENERAL LIFE COMPANY OF AMERICA

General Insurance Company of America, a Washington corporation, being the owner of all (100%) of the capital stock of General Life Company of America, a corporation organized and existing under the laws of the State of Washington pertaining to insurance corporations, does hereby give its written assent to the amendment of Article II of the Articles of Incorporation of said corporation to provide for a change of the name of said corporation to LIFECO Insurance Company of America, said amendment having been made and adopted by the Board of Directors of said corporation at the meeting thereof held July 30, 1959.

In Witness Whereof, General Insurance Company of America has caused this assent to be executed by its duly authorized officers, and its corporate seal to be hereunto affixed, this 31st day of July, 1959.

GENERAL INSURANCE COMPANY OF AMERICA

By W. K. Paul
President

By Admunt
Secretary

APPROVED IN THE OFFICE OF INSURANCE COMMISSIONER,

STATE OF WASHINGTON, this 5th day of Aug 1959

WILLIAM A. SULLIVAN
Insurance Commissioner

By W. M. Sullivan
Chief Deputy Insurance Commissioner

FILED IN THE OFFICE
OF THE
INSURANCE COMMISSIONER
OF THE

STATE OF WASHINGTON

Aug. 5 - 1959

at _____ O'clock _____ M

WM. A. SULLIVAN
Insurance Commissioner

WAS

Article No. 136383



DOMESTIC

Department of State
Olympia
OFFICE OF THE
Secretary of State

I, VIC MEYERS, Secretary of State of the State of Washington, do hereby certify that

AMENDED

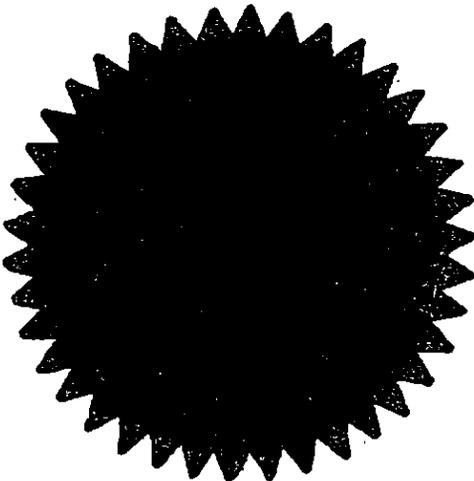
ARTICLES OF INCORPORATION
OF THE

General Life Company of America

(Certificate of Issuance of Stock)

a Domestic Corporation, of Seattle, Washington, was, on
the 8th day of April, A. D. 1957, at 9:17 o'clock A. M.,
filed for record in this office and now remains on file herein, being duly microfilmed on Roll 125, at
page 1-4, Domestic Corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 8th day of April,
A. D. 1957.



Vic Meyers
VIC MEYERS, Secretary of State

Raymond
By Assistant Secretary of State

CERTIFICATE OF ISSUANCE OF STOCK

W. L. Campbell, President of General Life Company of America, a corporation organized and existing under the laws of the State of Washington, and A. D. Merritt, Secretary of said Company, do hereby certify:

Pursuant to subscription agreement executed by General Insurance Company of America and to solicitation permit duly issued to the General Life Company of America, stock has been issued by General Life Company of America to General Insurance Company of America, consisting of Twenty Thousand (20,000) shares of a par value of One Hundred (\$100.00) Dollars per share, at a price of Two Hundred Fifty (\$250.00) Dollars per share; that in payment for said stock, General Life Company of America has received the sum of Five Million (\$5,000,000.00) Dollars in the form of certified check, which has been duly received in to the treasury of said General Life Company of America and duly deposited to its credit in the Pacific National Bank of Seattle, Washington, as in said solicitation permit provided; Two Million (\$2,000,000.00) Dollars thereof being the amount of paid in capital with which said Company will commence business, and Three Million (\$3,000,000.00) Dollars thereof being the amount of paid in surplus.

In Witness Whereof, the said W. L. Campbell and A. D. Merritt, President and Secretary respectively of General Life Company of America, have herewith signed their names as such officers of said Company this 4th day of April, 1957.

W. L. Campbell

W. L. Campbell, President,
General Life Company of America

A. D. Merritt

A. D. Merritt, Secretary
General Life Company of America

APPROVED IN THE OFFICE OF INSURANCE COMMISSIONER,
STATE OF WASHINGTON, this 5th day of April 1957

WILLIAM A. HENNINGSON
Insurance Commissioner
W. A. Henningson
Chief Deputy Insurance Commissioner

FILED IN THE OFFICE
OF THE
INSURANCE COMMISSIONER
OF THE
STATE OF WASHINGTON
April 5th 1957
W. A. HENNINGSON
Insurance Commissioner
2110

SUBSCRIPTION

GENERAL INSURANCE COMPANY OF AMERICA, a corporation, being duly authorized so to do by resolution of its Board of Directors adopted at a special meeting of said Board held January 7, 1957, hereby subscribes for twenty thousand (20,000) shares of the stock of the General Life Company of America, of the par value of One Hundred (\$100.00) Dollars each, and hereby agrees to pay the sum of Two Hundred Fifty (\$250.00) Dollars per share, for each such share, being a total amount of Five Million (\$5,000,000.00) Dollars, said sum to be paid on demand at any time on or after the 6th day of April, 1957.

In Witness Whereof, GENERAL INSURANCE COMPANY OF AMERICA has caused this subscription to be made and executed by its duly authorized President, attested by its Secretary, and its corporate seal to be hereunto affixed at Seattle, Washington, this 4th day of April, 1957.

GENERAL INSURANCE COMPANY OF AMERICA

By W. L. Campbell
President

Attest:

W. Merritt
Secretary

RECORDED IN THE OFFICE OF INSURANCE COMMISSIONER,
STATE OF WASHINGTON, this 5th day of April, 1957

WM. A. SULLIVAN
Insurance Commissioner

Lee H. McCullough
Chief Deputy Insurance Commissioner

FILED IN THE OFFICE
OF THE
INSURANCE COMMISSIONER
OF THE
STATE OF WASHINGTON
April 5th 1957
At _____ O'clock _____ M
WM. A. SULLIVAN
Insurance Commissioner
9118

Article No. 135648



DOMESTIC

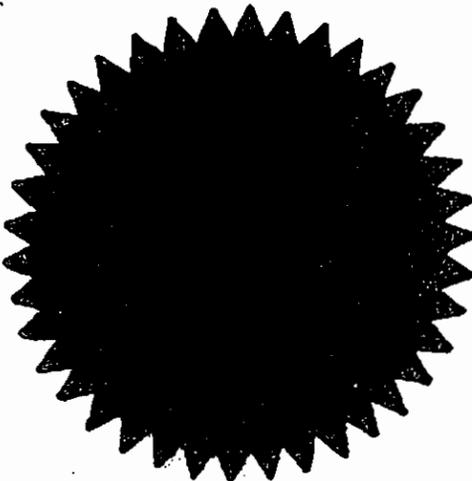
Department of State
Olympia
OFFICE OF THE
Secretary of State

I, VIC MEYERS, Secretary of State of the State of Washington, do hereby certify that

ARTICLES OF INCORPORATION
OF THE
GENERAL LIFE COMPANY OF AMERICA

a Domestic Corporation, of Seattle, Washington, was, on
the 23rd day of January, A. D. 1957, at 2:20 o'clock P. M.,
filed for record in this office and now remains on file herein, being duly microfilmed on Roll 121, at
page 531-533, Domestic Corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 23rd day of January,
A. D. 1957.



Vic Meyers
VIC MEYERS, Secretary of State

ARTICLES OF INCORPORATION
OF
GENERAL LIFE COMPANY OF AMERICA

FILED
JAN 23 1957

BE IT KNOWN that the undersigned

H. K. Dent
O. D. Fisher
William G. Reed
W. L. Campbell
Gordon H. Sweany

VIC MEYERS
SECRETARY OF STATE
Ray J. Johnson
ASSISTANT SECRETARY OF STATE

have associated themselves together and do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Washington, and do declare as follows:

I.

The names and addresses of the incorporators are:

NAME	ADDRESS
H. K. Dent	Seattle, Washington
O. D. Fisher	Seattle, Washington
William G. Reed	Seattle, Washington
W. L. Campbell	Seattle, Washington
Gordon H. Sweany	Seattle, Washington

II.

The name of the company is General Life Company of America.

III.

The objects for which the company is formed are to transact insurance business and make insurance, as follows:

1. Life Insurance: Insurance on human lives and insurances appertaining thereto or connected therewith; including, but not limited to, the granting of annuities and endowment benefits, additional benefits in the event of death by accident, additional benefits in the event of the total and permanent disability of the insured, and optional modes of settlement of proceeds.

2. Disability Insurance: Insurance against bodily injury, disablement or death by accident, disablement resulting from sickness, and every insurance appertaining thereto.

3. The said company shall be operated as a stock insurance company, and may issue policies upon both the participating plan and the non-participating plan. The Board of Directors of said company may from time to time distribute equitably to the holders of participating policies issued by said company such sum out of the earnings as in its judgment is proper, after setting aside from said earnings such sums for dividends to be paid stockholders and for surplus as the Board of Directors shall see fit. Such distribution of earnings may be made by an equitable apportionment to holders of participating policies issued by the company irrespective of the class and character of the risks, insureds

or types of policies involved, or the Board of Directors may in its discretion classify the risks of the company according to the various hazards covered or types of policies or insureds involved or otherwise as to the Board may appear equitable and distribute such earnings or any portion thereof to the holders of participating policies in each classification according to the experience of the company in such classes or otherwise as the Board shall see fit.

IV.

The amount of the capital stock shall be Two Million (\$2,000,000.00) Dollars, and the number of shares shall be twenty thousand (20,000), and the par value of each of said shares shall be One Hundred (\$100.00) Dollars.

V.

The duration of the existence of this company shall be perpetual and forever.

VI.

The number of directors of this company shall be fixed as provided in its by-laws, and may be changed from time to time by amending the by-laws as therein provided, but the number thereof shall never be less than five (5) nor more than thirty (30). The names and addresses of the directors who shall constitute the Board of Directors of the company for the initial term of not more than six (6) months from the date hereof are as follows:

NAME	ADDRESS
J. H. Ballinger	Seattle, Washington
Edw. K. Bishop	Aberdeen, Washington
Mrs. A. Scott Bullitt	Seattle, Washington
W. L. Campbell	Seattle, Washington
Norton Clapp	Seattle, Washington
H. K. Dent	Seattle, Washington
R. M. Dooly	Portland, Oregon
O. D. Fisher	Seattle, Washington
Rauben H. Fleet	Los Angeles, California
Chase Garfield	Los Angeles, California
Edward I. Garrett	Seattle, Washington
Thomas F. Gleed	Seattle, Washington
Josua Green	Seattle, Washington
Chapin Henry	Seattle, Washington
J. A. Humbird	Vancouver, B. C.
Richard E. Lang	Seattle, Washington
John L. Locke	Seattle, Washington
William G. Reed	Seattle, Washington
Volney Richmond, Jr.	Seattle, Washington
Dietrich Schmitz	Seattle, Washington
D. E. Skinner	Seattle, Washington
R. E. Slaughter	Stillwater, Minnesota

VII.

The office and principal place of business of the company is to be located in the City of Seattle, State of Washington, and the company intends to transact business anywhere that it may be found convenient.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands in quadruplicate this 9th day of January, A.D., 1957.

[Signature]
W. L. Campbell
[Signature]
Wm. B. Reed
[Signature]
Gordon H. Sweeney

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

This is to certify that on the 9th day of January, 1957, before the undersigned, a Notary Public in and for the State of Washington duly commissioned and sworn, personally came H. K. Dent, A. D. Fisher, W. L. Campbell, Wm. B. Reed & Gordon H. Sweeney, known to me to be the individuals named in and who executed the foregoing Articles of Incorporation of the General Life Company of America, and acknowledged to me that they executed the same as the free and voluntary act and deed of each, for the uses and purposes therein expressed.

Witness my hand and seal the day and year in this certificate first above written.

[Signature]
Notary Public in and for the State
of Washington, residing at Seattle.

RECEIVED BY THE INSURANCE COMMISSIONER,
STATE OF WASHINGTON, this 23rd day of January, 1957
By [Signature]
Chief Deputy Insurance Commissioner

FILED IN THE OFFICE
OF THE
INSURANCE COMMISSIONER
OF THE
STATE OF WASHINGTON
Jan 23-1957
WILLIAM SULLIVAN
Insurance Commissioner
[Signature]