

## Articles of Incorporation

**Item 12 – Public Records Package**

The following are attached in response to Item 12 of the Application:

- Exhibit 12-A Articles of Incorporation of Symetra National Life Insurance Company, as amended, certified by the Washington Office of Insurance Commissioner
- Exhibit 12-B Bylaws of Symetra National Life Insurance Company, as amended, certified by the Applicant's corporate secretary.

In addition, please note that the following items are attached or incorporated by reference into this Application as noted:

	Location in Application:
Annual Statement of Symetra National Life Insurance Company as of December 31, 2012, with attachments	Incorporated by reference to Exhibit 11-C to Applicant's UCAA Expansion Application, filed on January 14, 2014
Quarterly Statement of Symetra National Life Insurance Company as of March 30, 2013	Incorporated by reference to Exhibit 11-D to Applicant's UCAA Expansion Application, filed on January 14, 2014
Quarterly Statement of Symetra National Life Insurance Company as of June 30, 2013	Incorporated by reference to Exhibit 11-E to Applicant's UCAA Expansion Application, filed on January 14, 2014
Quarterly Statement of Symetra National Life Insurance Company as of September 30, 2013	Incorporated by reference to Exhibit 11-F to Applicant's UCAA Expansion Application, filed on January 14, 2014
<b>Risk-Based Capital Report</b>	<b>Item 17</b>
Audited financial statements of Symetra National Life Insurance Company for the Years Ended December 31, 2012 and 2011	Incorporated by reference to Exhibit 11-G to Applicant's UCAA Expansion Application, filed on January 14, 2014
Reports of Examination	Incorporated by reference to Exhibits 9-A and 9-B to Applicant's UCAA Expansion Application, filed on January 14, 2014

STATE OF WASHINGTON



OFFICE OF  
INSURANCE COMMISSIONER

No. 455

*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 NATIONAL 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 19<sup>th</sup> day of December, 2013*

MIKE KREIDLER  
Insurance Commissioner

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to read "W. R. M.", written over a horizontal line.

Deputy Insurance Commissioner



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

FILED

MAY 27 2005

IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

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

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

X

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.

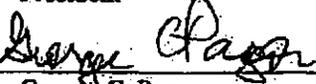
3. The aforementioned amendment to the Articles of Incorporation was adopted by the corporation's Board of Directors and duly approved by the corporation's sole shareholder on April 7, 2005, in accordance with the provisions of RCW 23B.10.030, 23B.08.210, and 48.07.070.

SYMETRA NATIONAL LIFE INSURANCE  
COMPANY

By: \_\_\_\_\_

  
Randall H. Telford  
President

By: \_\_\_\_\_

  
George C. Pagos  
Secretary



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

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

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

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

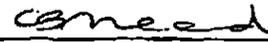
II

Effective September 1, 2004, the name of the company is Symetra National 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 NATIONAL LIFE INSURANCE  
COMPANY

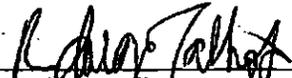
By:   
Randall H. Talbot  
President

By:   
Christine B. Mead  
Secretary

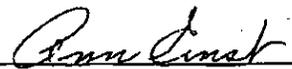
State of Washington }  
                                  } ss  
County of King        }

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

That he is the President of Safeco National 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

Subscribed and sworn before me this 11<sup>th</sup> day of June, 2004.

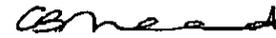
  
\_\_\_\_\_  
Notary Public in and for the state  
of Washington, residing at King County  
My commission expires 02-14-05



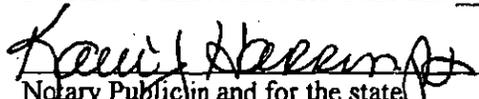
State of Washington }  
                                  } ss  
County of King        }

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

That she is the Secretary of Safeco National 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

Subscribed and sworn before me this 10<sup>th</sup> day of June, 2004.

  
\_\_\_\_\_  
Notary Public in and for the state  
of Washington, residing at Lynnwood, WA  
My commission expires 6-27-2005

FILED

NOV 24 1999

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

IN THE OFFICE OF THE  
INSURANCE COMMISSIONER  
STATE OF WASHINGTON

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

1. The name of the corporation is: SAFECO National Life Insurance Company.
2. Articles of Incorporation of the corporation were originally filed on September 4, 1979.
3. An amendment to the Articles of Incorporation was approved by the Board of Directors and the sole shareholder of the company on November 5, 1999 pursuant to Sections 23B.10.030, 23B.08.210 and 48.07.070 of the Revised Code of Washington.
4. The amendment to the Articles of Incorporation approved on such date stated above is as follows:

Article VII of the Articles of Incorporation is amended in its entirety to read as follows:

VII.

The amount of capital stock shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) and the number of shares shall be Twenty Thousand (20,000) and the par value of each of said shares shall be One Hundred Twenty-Five Dollars (\$125).

5. The company certifies, as required by Section 48.08.10(3) of the Revised Code of Washington, that the increased capital stock of the company has been fully paid in.

DATED this 17th day of November, 1999.

SAFECO NATIONAL LIFE INSURANCE COMPANY

By:   
Randall H. Talbot, President

By:   
Rod A. Pierson, Secretary

STATE OF WASHINGTON

NOV 26 1990

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

NOV 22 1990

ARTICLES OF AMENDMENT  
TO THE

ARTICLES OF INCORPORATION  
OF

SAFECO NATIONAL LIFE INSURANCE COMPANY

**RICHARD G. MARQUARDT**  
INSURANCE COMMISSIONER

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

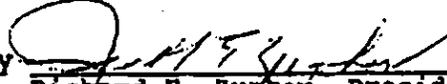
1. The name of the corporation is SAFECO National Life Insurance Company.
2. The following amendment to the Articles of Incorporation of the Company has been proposed by the Company's Board of Directors and adopted by unanimous vote of the holder of all the outstanding stock of the Company entitled to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

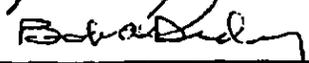
IN WITNESS WHEREOF, these Articles of Amendment have been executed by the President and Secretary of the Company this 9th day of November 1990.

SAFECO NATIONAL LIFE INSURANCE COMPANY

By

  
Richard E. Zurker, President

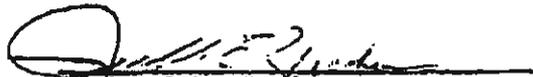
By

  
Boh A. Dickey, Secretary

STATE OF WASHINGTON )  
COUNTY OF K I N G )

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

That he is President of SAFECO National 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.

  
Richard E. Zurker

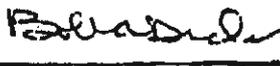
Subscribed to and Sworn before me  
this 9th day of November 1990.

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

STATE OF WASHINGTON )  
COUNTY OF K I N G )

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

That he is Secretary of SAFECO National 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.

  
Bob A. Dickey

Subscribed to and sworn before me  
this 9th day of November 1990.

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

FILED

SEP 4 1979

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

SAPECO NATIONAL LIFE INSURANCE COMPANY

BE IT KNOWN that the undersigned

W. D. Hammersla  
C. Bruce Maines  
Gordon B. Sweany  
R. M. Trafton  
Kelly Waller

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
W. D. Hammersla	Seattle, Washington
C. Bruce Maines	Seattle, Washington
Gordon B. Sweany	Seattle, Washington
R. M. Trafton	Seattle, Washington
Kelly Waller	Seattle, Washington

II.

The name of the company is SAPECO National Life Insurance Company.

III.

The objects for which the company is formed are to transact insurance business, make insurance, and engage in any other lawful businesses.

IV.

The company is formed as a stock insurance company.

V.

The kinds of insurance the company will issue are 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, for a period of a life or a

APPROVED IN THE OFFICE OF INSURANCE COMMISSIONER.

STATE OF WASHINGTON  
EDWARD G. MATTHEWS,  
INSURANCE COMMISSIONER

4th 1979 September 4, 1979

  
Deputy Insurance Commissioner

term of years, 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 or proceeds.

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

VI.

The Company shall be operated as a stock insurance company and may issue policies which provide for participation in the company earnings and may issue policies which do not provide for participation in the company earnings.

VII.

The amount of capital stock shall be Two Million Dollars (\$2,000,000), and the number of shares shall be Twenty Thousand (20,000), and the par value of each of said shares shall be One Hundred Dollars (\$100).

VIII.

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

IX.

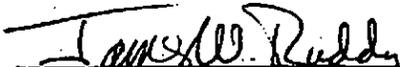
The number of directors of this company shall be fixed as provided in its bylaws, and may be changed from time to time by amending the bylaws as therein provided, but the number thereof shall never be less than five (5) nor more than thirty (30). The names and addresses of the directors who shall constitute the Board of Directors of the company for the initial term of not less than two (2) nor more than six (6) months from the date hereof are as follows:

NAME	ADDRESS
W. D. Hammersla	SAFECO Plaza Seattle, WA 98185
C. Bruce Maines	SAFECO Plaza Seattle, WA 98185



executed the same as the free and voluntary set 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.

  
\_\_\_\_\_  
JAMES W. RUDDY, Notary Public in and  
for the state of Washington, residing  
at Seattle.

