



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MERRILL LYNCH LIFE AGENCY INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502,

Idaho Code, by filing in this office on the **3rd** day of **January**

19 **77**, a properly authenticated copy of its articles of incorporation, and on the **3rd**

day of **January** 19 **77**, a designation of **T.H. EBERLE or R.B KADING or J.R. GILLESPIE** in

the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **January**, A.D., 19 **77**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



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 according to the records on file in my office the annexed are true and correct correct copies of all documents which have been filed and recorded in my office in accordance with law; I further certify that the MERRILL LYNCH AGENCY, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1977; and I further certify that I am the officer having the legal custody of the official record of the documents of said corporation.



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

December 10, 1976

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

D-248782

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 MERRILL LYNCH INSURANCE SERVICES INCORPORATED
a domestic corporation of Seattle, Washington,
(Changing name to MERRILL LYNCH LIFE AGENCY INC.)

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 _____
C T Corp. System
1218 - 3rd Ave.
Seattle, WA 98101

Attn: J. P. Stuart Stout

Filing and recording fee \$10.00

License to June 30, 19 _____ \$ _____

Excess pages @ 25¢ \$ _____

Microfilm d, Roll No. 1828

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

July 24, 1975

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FILED
JUL 24 1975
SECRETARY OF STATE
STATE OF WASHINGTON

MERRILL LYNCH INSURANCE SERVICES INCORPORATED

Pursuant to the provisions of RCW 23A.16.040, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Merrill Lynch Insurance Services Incorporated.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 22, 1975, in the manner prescribed by the Washington Business Corporation Act:

Article I relating to the name of the corporation is amended to read as follows:

The name of the Corporation is:

Merrill Lynch Life Agency Inc.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was five hundred (500); and the number of shares entitled to vote thereon was five hundred (500); no shares were entitled to vote as a class.

FOURTH: The number of shares voted for such amendment was five hundred (500); and the number of shares voted against such amendment was zero (0).

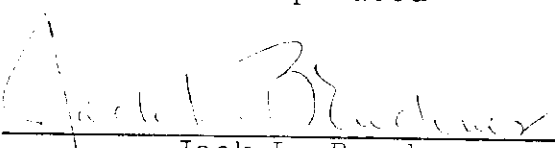
FIFTH: The amendment does not provide for any exchange, re-classification, or cancellation of issued shares.

SIXTH: The amendment does not effect a change in the amount of stated capital.

Dated: July 22, 1975.

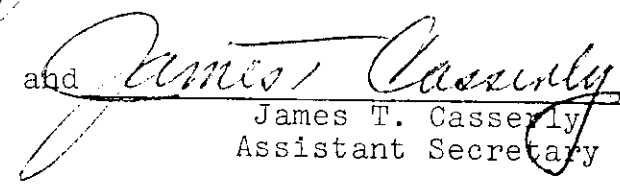
Merrill Lynch Insurance Services
Incorporated

By



Jack L. Bruckner
Vice President

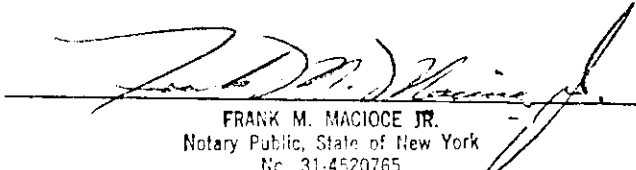
and



James T. Casserly
Assistant Secretary

STATE OF NEW YORK)
 SS
COUNTY OF NEW YORK)

I, Frank M. Macioce, Jr., a notary public, do hereby certify that on this 22 day of July, 1975, personally appeared before me Jack L. Bruckner, who, being by me first duly sworn, declared that he is the Vice President of Merrill Lynch Insurance Services Incorporated, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.



FRANK M. MACIOCE JR.
Notary Public, State of New York
No. 31-4520765
Qualified in New York County
Commission Expires March 30, 1978



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

ARTICLES OF INCORPORATION

of MERRILL LYNCH INSURANCE SERVICES INCORPORATED

a domestic corporation of Seattle, Washington,

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 _____
C T Corp. System _____
277 Park Ave. _____
New York, N. Y. 10017 _____

Attn: Mary Lanning _____

Filing and recording fee . . . \$50.00 _____

License to June 30, 1975 . . . \$30.00 _____

Excess pages @ 25¢ \$ _____

Microfilmed, Roll No. 1315 _____

Page 110 - 114

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

March 10, 1975

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

MAR 10 1975

SECRETARY OF STATE
STATE OF WASHINGTONARTICLES OF INCORPORATION
OF

MERRILL LYNCH INSURANCE SERVICES INCORPORATED

I, the undersigned natural person, being of the age of more than eighteen years, acting as the incorporator of a Corporation under the Washington Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

Merrill Lynch Insurance Services Incorporated

ARTICLE II

The period of its duration is to be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are:

(a) To engage primarily in and carry on the business of insurance agency as an agent for life insurance companies, including, but not limited to, soliciting and receiving applications for life, accident and health insurance and annuities, collecting premiums, and doing such other acts as may be delegated to agents by such companies; and generally to transact and carry on all kinds of related agency businesses.

(b) To have and exercise all powers necessary or convenient to effect the purposes hereinabove described, and to engage in any lawful act or activity for which corporations may be organized under the Washington Business Corporation Act and to exercise and enjoy all powers, rights and privileges which may be exercised and enjoyed by any corporation so organized.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is fifty thousand (50,000) shares. Such shares are to consist of one class only and shall have a par value of one dollar (\$1.00) for each such share.

ARTICLE V

The Corporation will not commence business until at least five hundred dollars has been received by it as consideration for the issuance of shares.

ARTICLE VI

No holder of any class of capital stock of the Corporation, whether now or hereafter authorized, shall be entitled, as such, as a matter of right, to acquire, subscribe for or purchase any part of any new or additional issue of capital stock of the Corporation of any class whatsoever, or of securities convertible into or exchangeable for capital stock of the Corporation of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property or services.

ARTICLE VII

No shareholder shall have the right to cumulate his votes in the election of directors.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

(a) To adopt, alter, amend or repeal By-Laws, except as otherwise expressly provided in any By-Law made by the holders of the capital stock of the Corporation entitled to vote thereon. Any By-Law may be altered, amended or repealed by the holders of the capital stock of the Corporation entitled to vote thereon at any annual meeting or at any special meeting called for that purpose.

(b) To designate, by resolution adopted by a majority of the full Board of Directors, one or more committees, each committee to consist of two or more directors of the Corporation, which, to the extent provided in the resolution designating the committee or in the By-Laws of the Corporation, shall, subject to the limitations prescribed by law, have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be provided in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(c) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Washington and of the Certificate of Incorporation and of the By-Laws of the Corporation.

ARTICLE IX

The address of the initial registered office of the Corporation is 1218 Third Avenue, c/o C T Corporation System, Seattle, County of King, Washington 98101, and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE X

The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Thomas J. Cassady	One Liberty Plaza, 165 Broadway New York, New York 10006
Jack L. Bruckner	One Liberty Plaza, 165 Broadway New York, New York 10006
John V. Brull	One Liberty Plaza, 165 Broadway New York, New York 10006

ARTICLE XI

The name and address of the incorporator is:

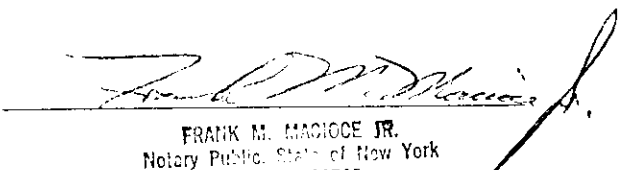
<u>Name</u>	<u>Address</u>
Robert M. Spies, Jr.	One Liberty Plaza, 165 Broadway New York, New York 10006

Dated: March 3, 1975


Incorporator

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss

I, Frank M. Macioce, Jr., a notary public, hereby certify that on the 3rd day of *March*, 1975, personally appeared before me, Robert M. Spies, Jr., who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator and that the statements therein contained are true.


FRANK M. MACIOCE JR.
Notary Public, State of New York
No. 31-4520765
Qualified in New York County
Commission Expires March 30, 1976



BRUCE K. CHAPMAN
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE
STATE OF WASHINGTON

JUN 21 1976

STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

ANNUAL REPORT

FILING FEE \$2.00

MAY 03, 1976

CK ☒ CASH ☐
\$ 2- PER KK

CORPORATION NAME AND MAILING ADDRESS:

MERRILL LYNCH LIFE AGENCY INC.,
% C T CORP SYSTEM
1218 3RD AVE
SEATTLE WA 98101

DEPARTMENTAL USE ONLY					
ITEM AND DATE		CORP. NUMBER	CORP. ALPHA		
107384 JUN 24 76		0245248	MERRIL		
TRANS. CODE	CP. TYPE	PAYMENT AMOUNT	TYPE	MULT.	REC. BY
LOF	REG	\$2.00			BP

REGISTERED OFFICE ADDRESS IN STATE OF WASHINGTON:

NAME OF REGISTERED AGENT IN THE STATE OF WASHINGTON:

C T CORPORATION SYSTEM

PLEASE TYPE OR PRINT INFORMATION BELOW

STATE OR COUNTRY OF INCORPORATION:	State of Washington	
FOREIGN CORPORATIONS ONLY ADDRESS OF PRINCIPAL OFFICE IN STATE OR COUNTRY OF INCORPORATION:		
BRIEFLY STATE THE CHARACTER OF THE AFFAIRS WHICH THE CORPORATION IS ACTUALLY CONDUCTING IN THE STATE OF WASHINGTON:	To carry on the business of insurance agency as an agent for insurance/ companies	
NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS OF THE CORPORATION:	PRESIDENT:	ADDRESS Thomas J. Cassady One Liberty Plaza, 165 Broadway, NY., NY
	VICE-PRESIDENT:	ADDRESS Jack L. Bruckner One Liberty Plaza, 165 Broadway, NY., NY
	SECRETARY:	ADDRESS John V. Brull One Liberty Plaza, 165 Broadway, NY., NY
	TREASURER:	ADDRESS John V. Brull One Liberty Plaza, 165 Broadway, NY., NY
	DIRECTORS:	ADDRESS Thomas J. Cassady One Liberty Plaza, 165 Broadway, NY., NY
		ADDRESS Jack L. Bruckner One Liberty Plaza, 165 Broadway, NY., NY
ADDRESS John V. Brull One Liberty Plaza, 165 Broadway, NY., NY		

IF PROFESSIONAL SERVICE
CORPORATION, ORGANIZED
UNDER RCW 18.100, AT-
TACH LIST OF SHAREHOLDERS

(SIGNATURE OF PRESIDENT)

(ATTEST)

(SIGNATURE OF SECRETARY)

SUBSCRIBED AND SWORN TO BEFORE ME BY THE CORPORATION PRESIDENT ON

June 16, 1976
(DATE)

(INITIALS)

Notary Public, IN AND FOR THE STATE OF

(NOTARIAL SEAL)

RESIDING AT 1185 Shoreline Rd. Ramsey, NJ.
Notary Public, State of New York
No. 314620377

Qualified in New York County

Commission Expires March 20, 1977

FILING INFORMATION

PAGE 1 - MAIL TO THE SECRETARY OF STATE - INITIALLY DUE 30 DAYS AFTER INCORPORATION, — THERE-
AFTER FILE ANNUALLY WHEN LICENSE FEES ARE PAID - POSTMARKED BEFORE JULY 1ST. — FILING FEE \$2.00

MAIL PAGE 2 DIRECTLY TO COUNTY AUDITOR IN WASHINGTON WHERE REGISTERED OFFICE IS LOCATED.

ORIGINAL SIGNATURES MUST APPEAR ON ALL COPIES - REFER TO RCW 23A.08.480 FOR ADDITIONAL INFORMATION.



SECRETARY OF STATE

STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

RECEIVED
SECRETARY OF STATE
STATE OF WASHINGTON

ANNUAL REPORT

FILING FEE \$2.00

MAY 01, 1975

JUL 14 1975

CK 2.50 CASH
FEB 10

CORPORATION NAME AND MAILING ADDRESS:

n/c 7-24-75 MERRILL LYNCH LIFE AGENCY

MERRILL LYNCH INSURANCE SERVICES
INCORPORATED
% C T CORP SYSTEM
1218 3RD AVE
SEATTLE WA 98101

DEPARTMENTAL USE ONLY

ITEM AND DATE		CORP. NUMBER	CORP. ALPHA		
20825 JUL 15 75		D245248	MERRIL		
TRANS. CODE	CP. TYPE	PAYMENT AMOUNT	TYPE	MULT.	REC. BY
LOF	REG	\$700	/		AD

REGISTERED OFFICE ADDRESS IN STATE OF WASHINGTON:

NAME OF REGISTERED AGENT IN THE STATE OF WASHINGTON:

C T CORPORATION SYSTEM

PLEASE TYPE OR PRINT INFORMATION BELOW

STATE OR COUNTRY OF INCORPORATION:	Washington
FOREIGN CORPORATIONS ONLY ADDRESS OF PRINCIPAL OFFICE IN STATE OR COUNTRY OF INCORPORATION:	% C. T. Corporation System 1218 3rd. Avenue Seattle, Washington
BRIEFLY STATE THE CHARACTER OF THE AFFAIRS WHICH THE CORPORATION IS ACTUALLY CONDUCTING IN THE STATE OF WASHINGTON:	The business of Insurance Agency
NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS OF THE CORPORATION:	PRESIDENT: ADDRESS
	VICE-PRESIDENT: ADDRESS SEE ATTACHED LIST
	SECRETARY: ADDRESS
	TREASURER: ADDRESS
	DIRECTORS: ADDRESS

IF PROFESSIONAL SERVICE
CORPORATION, ORGANIZED
UNDER RCW 18.100, AT-
TACH LIST OF SHAREHOLDERS.

(SIGNATURE OF PRESIDENT)

XXXXXX Vice President

(ATTEST)

(SIGNATURE OF SECRETARY)

SUBSCRIBED AND SWORN TO BEFORE ME BY THE CORPORATION/Vice President ON

July 8, 1975

(DATE)

(NOTARY)

NOTARY PUBLIC, IN AND FOR THE STATE OF New York, New York

RESIDING AT Stanhope, New Jersey

(NOTARIAL SEAL)

Notary Public, State of New York

No. 31-2202275

Qualified in New York County

FILING INFORMATION

PAGE 1 MAIL TO OFFICE OF SECRETARY OF STATE - DUE 30 DAYS AFTER INCORPORATION. THEREAFTER,
FILE ANNUALLY WHEN LICENSE FEES ARE PAID - BEFORE JULY 1st. FILING FEE \$2.00

(See page 2 for information relating to County Auditor filings)

ORIGINAL SIGNATURES MUST APPEAR ON ALL COPIES - REFER TO RCW 23A.08.480 FOR ADDITIONAL INFORMATION.

MERRILL LYNCH INSURANCE SERVICES

NAMES & POSITIONS

BUSINESS ADDRESS

Thomas J. Cassidy
President
Director

One Liberty Plaza
165 Broadway
New York, NY 10006

John V. Brull
Secretary
Treasurer
Director

One Liberty Plaza
165 Broadway
New York, NY 10006

Jack L. Bruckner
Vice President
Director

One Liberty Plaza
165 Broadway
New York, NY 10006

Daniel P. Tully
Vice President

600 Summer Street
Stamford, Connecticut 06901

Arthur H. Schomp
Vice President

159 South Street
Morristown, New Jersey 07960



SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE
STATE OF WASHINGTON

APR 14 1975

CK ☒ CASH ☐
\$ 2.00 PER FILE

* CORPORATION NAME AND MAILING ADDRESS:

MERRILL LYNCH INSURANCE SERVICES
INCORPORATED
% C T CORP SYSTEM
1218 3RD AVE
SEATTLE WA 98101

STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

ANNUAL REPORT

FILING FEE \$2.00

MAR 11, 1975

DEPARTMENTAL USE ONLY					
ITEM AND DATE		CORP. NUMBER	CORP. ALPHA		
174638 APR 16 75		D245248	MERRIL		
TRANS. CODE	CP. TYPE	PAYMENT AMOUNT	TYPE	MULT.	REC. BY
LUF	REG	\$200			

* REGISTERED OFFICE ADDRESS IN STATE OF WASHINGTON:

* NAME OF REGISTERED AGENT IN THE STATE OF WASHINGTON:

C T CORPORATION SYSTEM

PLEASE TYPE OR PRINT INFORMATION BELOW

* STATE OR COUNTRY OF INCORPORATION:	Washington
* FOREIGN CORPORATIONS ONLY * ADDRESS OF PRINCIPAL OFFICE IN STATE OR COUNTRY OF INCORPORATION:	% C. T. Corporation System 1218 3rd. Avenue Seattle, Washington
* BRIEFLY STATE THE CHARACTER OF THE AFFAIRS WHICH THE CORPORATION IS ACTUALLY CONDUCTING IN THE STATE OF WASHINGTON:	The business of Insurance Agency
* NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS OF THE CORPORATION:	PRESIDENT: Thomas J. Cassady - One Liberty Plaza, New York, NY.
	VICE-PRESIDENT: Jack L. Bruckner - One Liberty Plaza, New York, NY
	SECRETARY: John V. Brull - One Liberty Plaza, New York, NY.
	TREASURER: John V. Brull - One Liberty Plaza, New York, NY.
	DIRECTORS: Thomas J. Cassady - One Liberty Plaza, New York, NY. Jack L. Bruckner - One Liberty Plaza, New York, NY. John V. Brull - One Liberty Plaza, New York, NY.

(SIGNATURE OF PRESIDENT)

Vice President

(ATTEST)
Vice

(SIGNATURE OF SECRETARY)

4/9/75
(DATE)

SUBSCRIBED AND SWORN TO BEFORE ME BY THE CORPORATION PRESIDENT ON

(NOTARY)

RICHARD D. KREUDER

NOTARY PUBLIC, IN AND FOR THE STATE OF

NEW YORK, NEW YORK

RESIDING AT STANHOPE, N.J.

Notary Public, State of New York
No. 21-2262275
Qualified in New York County
Commission Expires March 30

(NOTARIAL SEAL)

FILING INFORMATION

PAGE 1 - SEND TO THE OFFICE OF SECRETARY OF STATE - INITIALLY, 30 DAYS AFTER INCORPORATION, THEREAFTER, W
FEES ARE DUE - BEFORE JULY 1ST. FILING FEE \$2.00

PAGE 2 - SEND DIRECTLY TO OFFICE OF COUNTY AUDITOR WHEN DUE - AS ABOVE. FILING FEE \$1.00

ORIGINAL SIGNATURES MUST APPEAR ON ALL COPIES. - REFER TO RCW 23A.08.480 FOR ADDITIONAL INFOR

CONSENT TO USE OF NAME

Merrill Lynch, Pierce, Fenner & Smith Incorporated
_____, a corporation
organized under the laws of the State of _____ Delaware
the organization-qualification of _____ Merrill Lynch Life Agency Inc.
in the State of _____ Idaho _____

IN WITNESS WHEREOF, the said _____ Merrill Lynch, Pierce, Fenner & Smith
Incorporated _____ has caused this consent to be executed by its _____ vice
and attested under its corporate seal by its _____ assistant
secretary, this _____ day of
_____, 19____.

Merrill Lynch, Pierce, Fenner & Smith
Incorporated

By _____
Vice President

Attest:

Assistant Secretary

(SEAL)