

State of Idaho

Office of the Secretary of State

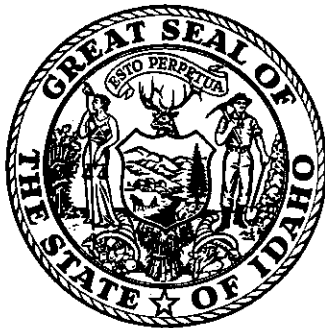
**CERTIFICATE OF AUTHORITY
OF
ATHENE ANNUITY & LIFE ASSURANCE COMPANY**

File Number C 197396

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: February 7, 2013



Ben Yursa
SECRETARY OF STATE

By *Jerry Barber*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)
(Instructions on Back of Application)

2013 FEB -7 PM 12:43
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Athene Annuity & Life Assurance Company
2. The name which it shall use in Idaho is: Athene Annuity & Life Assurance Company
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: February 1, 2012
5. The address of its principal office is:
2711 Centerville Road, Suite 400 Wilmington, DE 19808
6. The address to which correspondence should be addressed, if different from item 5, is:
PO Box 1389 Greenville, SC 29615
7. The street address of its registered office in Idaho is: 12550 W. Explorer Dr., Ste.100, Boise, ID83713
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>James R. Belardi</u>	<u>Chief Executive Officer</u>	<u>2000 Wade Hampton Blvd. Greenville SC</u>
<u>Guy Hudson Smith, III</u>	<u>President</u>	<u>2000 Wade Hamton Blvd. Greenville SC</u>
<u>David C. Attaway</u>	<u>Treasurer</u>	<u>2000 Wade Hampton Blvd. Greenville SC</u>
<u>John L. Golden</u>	<u>Secretary</u>	<u>2000 Wade Hampton Blvd. Greenville, SC</u>
<u>Matthew R. Michelini</u>	<u>Director</u>	<u>2000 Wade Hampton Blvd. Greenville, SC</u>
<u>James Andrew Betts</u>	<u>Director</u>	<u>2000 Wade Hampton Blvd. Greenville, SC</u>

Dated: February 7, 2013

Signature: *Christian G. Jefferson*

Typed Name: Christian G. Jefferson

Capacity: Assistant Secretary
[The signer must be a director or an officer of the corporation.]

Customer A
(If using pr...)

IDAHO SECRETARY OF STATE
02/07/2013 05:00
CK: 3368 CT: 278913 BH: 1358427
1 @ 30.00 = 30.00 AUTH PRO # 4

IDAHO SECRETARY OF STATE
02/07/2013 05:00
CK: 1279122 CT: 172099 BH: 1359389
1 @ 70.00 = 70.00 AUTH PRO # 2

gr:corp/ins/med/corp
toms:app/corp/ins/med/corp
Rev:sec/03/2005

Web Form

C197396

Delaware

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The First State

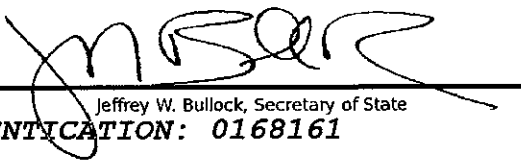
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATHENE ANNUITY & LIFE ASSURANCE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2013.

5046102 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0168161

DATE: 01-24-13