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# CHARTER



THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA  
7 HANOVER SQUARE  
NEW YORK, NEW YORK 10004-4025

AS AMENDED TO FEBRUARY 1, 2011

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## **ARTICLE I**

The Company, incorporated in the State of New York in the year 1860, shall continue under the name of The Guardian Life Insurance Company of America.

## **ARTICLE II**

The Company shall be a mutual life insurance company without capital stock.

## **ARTICLE III**

The Principal Office of the Company shall be in the City, County and State of New York, or at such other location within the State of New York as the Board of Directors may designate.

## **ARTICLE IV**

The Corporate existence of the Company shall be perpetual.

## **ARTICLE V**

The business of the Company shall be to undertake and provide, separately or in combination insofar as the law permits, any kind or kinds of insurance, annuity or other coverages specified in paragraphs 1, 2, and 3 of Section 1113 of the Insurance Law of the State of New York. The Company shall also have the right and authority to undertake and provide such additional kinds of insurance and other coverages and to engage in such other activities including financial services, as are now or may hereafter be permitted by enactment or amendment of any law. In the conduct of its business, the Company shall have all rights, powers, and privileges now or hereafter available to any mutual life insurance company incorporated in the State of New York.

## **ARTICLE VI**

SECTION 1. The Corporate powers of the Company shall be vested in a Board of Directors and, to the extent it may empower, by such Officers, Committees, and Agents as it may elect or appoint from time to time. These Corporate powers shall include, but not be limited to, the power to enact By-Laws, rules and regulations for the conduct of business of the Company not inconsistent with this Charter or with the law, and to amend or repeal the By-Laws, rules and regulations at the discretion of the Board of Directors.

SECTION 2. The Board shall consist of no more than twenty nor less than seven Directors. A majority of the Directors shall be citizens and residents of the United States and not less than one shall be a resident of the State of New York.

SECTION 3. The Board of Directors shall consist of three classes as nearly equal in number as may be and the members of one class only shall be elected annually to serve for a period of three years or for such shorter period as may be necessary to preserve the numerical equality of such classes in the event of an increase or a decrease in the number of Directors, or to comply with any retirement provision contained in the By-Laws. Any Director, upon the expiration of his term of office shall be eligible for reelection unless prevented or limited to do so by the By-Laws or the Charter.

## **ARTICLE VII**

SECTION 1. The annual election of Directors shall be held at the principal office of the Company on the second Wednesday in December of each year, if not a legal holiday, otherwise on the next ensuing business day, unless the Directors shall specify another day therefor, and shall be conducted as provided by the Insurance Law of the State of New York.

SECTION 2. Vacancies occurring and directorships created in any class or classes of the Board of Directors between elections may be filled by the By-Laws.

SECTION 3. In any annual election of Directors, voting privileges may be exercised by the policyholders of the Company in accordance with, and as defined by, the Insurance Law of the State of New York.

## **ARTICLE VIII**

The Board of Directors shall appoint a Chief Executive Officer and such other officers as they may determine.

## **ARTICLE IX**

No Director shall be personally liable to the Company or any of its policyholders for damages for any breach of duty as a Director; provided, however, that the foregoing provision shall not eliminate or limit (1) the liability of a Director if a judgement or other final adjudication adverse to him or her establishes that his or her acts or omissions (a) which he or she knew or reasonably should have known violated the New York Insurance Law, or (b) which violated a specific standard of care imposed on Directors directly, and not by reference, by a provision of the New York Insurance Law (or any regulation promulgated thereunder), or (c) which constituted a knowing violation of any other law, or (d) which established that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled; or (2) the liability of a Director for any act or omission prior to the adoption of this provision by the Company.