

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

GRANGE MUTUAL LIFE COMPANY

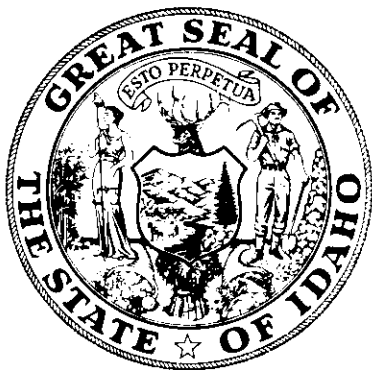
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

UNITED HERITAGE MUTUAL LIFE INSURANCE COMPANY

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated May 13, 19 91.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

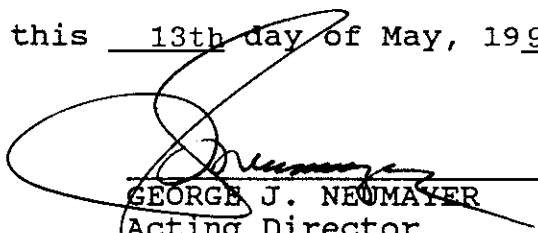
SECRETARY OF STATE

Corporation Clerk

A P P R O V A L

The within and foregoing Amended and Restated Articles of Incorporation of United Heritage Mutual Life Insurance Company (formerly known as Grange Mutual Life Company), having been submitted to the undersigned pursuant to Section 41-2827, Idaho Code, and the form and content of said Amended and Restated Articles of Incorporation having been approved as conforming to law, the undersigned does hereby execute the approval of the office of the Director of the Department of Insurance this 13th day of May, 1991.

(SEAL)



GEORGE J. NEUMAYER
Acting Director
State of Idaho

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRANGE MUTUAL LIFE COMPANY

MAY 13 11 39 AM '91
SECRETARY OF STATE

ARTICLE I.
Name of Corporation

The name of this corporation and by which it shall be known is UNITED HERITAGE MUTUAL LIFE INSURANCE COMPANY. The Corporation was formerly known as Grange Mutual Life Company.

ARTICLE II.
Duration

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III.
Place of Business

The office and principal place of business of this corporation shall be in the city of Nampa, Canyon County, Idaho, but it shall have full power and authority to do business, acquire, hold and dispose of property and exercise all or any of its corporate powers not only in the State of Idaho but as well throughout the other States and Territories of the United States and any foreign countries.

ARTICLE IV.
Purpose

1. The purpose of this corporation is to engage in the business of life insurance, including the making, writing and selling of life insurance in all its phases and categories, accident insurance, sickness and health insurance, including insurance against injuries, disablement or death resulting from traveling or general accident or accidental means, and against disablement resulting from sickness, as provided by the laws of the State of Idaho covering life insurance and accident and health insurance, and the laws of any other States or Territories of the United States in which the company may be admitted to do business.

2. This corporation shall likewise engage in making of mortgages, deeds of trust, the investment of funds in bonds and other securities, hold real estate, and to do every act and thing in connection therewith as particularly defined in Title 41, Chapter 7, Idaho Code, and any other general laws of the State of Idaho generally applicable to business corporations and insurers, or any other laws of any State or Territory of the United States which shall be necessary or convenient to promote the objects, purposes and welfare of this corporation.

ARTICLE V.
Directors - Qualifications - Elections - Duties

1. The affairs of this corporation shall be governed by a Board of Directors, composed of not less than seven (7) nor more than fifteen (15) Directors, each of whom must be citizens of the United States and policyholders of this corporation. Any Director ceasing to be a policyholder of this corporation shall cease to be a Director and his office shall thereupon become vacant.

2. No Director may be nominated or elected who is a resident of the state having citizens who are policyholders of this corporation, when such state has on the Board of Directors four (4) policyholders who are citizens of said state.

Members of the Board of Directors shall be elected by written ballot of the policyholders of this corporation, either in persons present at meetings or by means of proxies duly signed and voted by a person present at said meeting. Any policyholders of this corporation may execute, in writing, a proxy to any other policyholder authorizing said policyholder to cast his vote at any election or in voting on any question brought before a meeting of the policyholders of this corporation.

All such members of the Board of Directors shall hold their offices for a term of four (4) years and shall serve until the election, acceptance and qualification of his successor. Any vacancy in the Board of Directors, however, caused, including failure of the policyholders to elect, may be filled by a vote of the majority of the Directors so elected and the Director so elected shall hold office until the next annual election at which time the policyholders shall elect a person to serve for the unexpired term of the Director in whose office the vacancy occurred. Nothing herein shall be construed to mean that any Director shall be prohibited from succeeding himself.

3. The duties and powers of the Board of Directors of this corporation shall be generally as follows:

a. To enact rules for its own government and protection and so prescribe rules of procedure for the conduct of its business and affairs.

b. To define the duties and powers of the officers of this corporation, and, where necessary, to require surety bonds on those officers of the corporation charged with handling its monies and properties.

c. To require the officers of this corporation to report regularly to the Board of Directors on any matter concerning the operation of the corporation, as well as all other reports which are required by the laws of the State of Idaho or any State or Territory of the United States in which this corporation is admitted to do business.

d. To authorize the collection of all funds and contributions necessary to provide for the expense of management and the proper and

efficient conduct of the corporation, and the creation of such funds, reserves and monies as are required to assure prompt payment of all valid claims covered by contracts of insurance issued by the corporation and disbursement of the various funds.

e. To provide for an executive committee, as well as such other committee or committees necessary and proper for the transaction of the business of the corporation, and to define the powers, duties and respective responsibilities of all committees so created.

f. To determine the number of Directors to be elected to govern the affairs of the corporation within the limits provided in these articles of the incorporation.

g. To provide for such official seal or seals for use by this corporation.

h. In general, but in connection with the foregoing, said Board of Directors shall have and exercise all of the powers granted by the State of Idaho to domestic mutual insurance companies and general business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers of the Board of Directors of this corporation.

ARTICLE VI.

Policyholders - Meetings - Notice

1. This corporation shall have no capital or capital stocks, but shall be a domestic mutual insurance company wholly owned by its policyholders, who are hereby declared to be members of the corporation.

Each owner of one or more valid and existing contracts of insurance of any kind issued by the corporation, other than a contract of reinsurance, is a policyholder. Each policyholder is entitled to one vote, in person or by proxy, on each matter coming before any regular or special meeting of the policyholders and for each Director to be elected, regardless of the number of contracts or amounts of insurance and benefits held by such policyholder. The policyholders present, in person or by proxy, at any regular or special meeting, shall constitute a quorum; a majority in number of policyholders so present shall decide every question that may come before any such meeting.

2. The annual meeting of the policyholders of this corporation shall be held at the principal office of the corporation in Nampa, Canyon County, Idaho, or at such other place in the City of Nampa, Canyon County, Idaho, as may be specified in the notice of meeting, on the third Monday of May of each year at 10:00 a.m., Mountain Standard Time, if not a legal holiday, but if a legal holiday, then on the day following. At such annual meeting successors to the Directors of the corporation shall be elected, and such other business as is brought before the meeting may be transacted. Special meetings of the policyholders may be called at the principal office of the corporation or any other place in Nampa, Canyon County, Idaho, at any time by resolution of the Board of Directors.

3. Notice of meetings for every regular or special meeting of the policyholders shall be given as follows:

a. Notice of all regular annual meetings shall be mailed to each policyholder at his last known address not less than twenty (20) days prior to the date set for said meeting, said notice to state the time, place and purpose of such meeting.

b. Notice of any special meeting of the policyholders shall be mailed to each policyholder at his last known address not less than ten (10) days prior to the date set for said special meeting, said notice to state the purpose of the meeting and no business shall be transacted at the special meeting of which notice was not so given.

c. No failure or irregularity of notice of any regular or special meeting of the policyholders shall invalidate such meeting or any proceeding thereat.

d. In lieu of mailed notice, in both instances and as above provided, the corporation may publish the notice in such publication or publications as shall afford a majority of the policyholders a reasonable opportunity to have actual advance notice of the meeting. The notice shall state the purposes of the meeting, and no business shall be transacted at the meeting of which notice was not so given.

ARTICLE VII.

Amendments

These articles of incorporation may be amended for any lawful purpose by affirmative vote of a majority of the policyholders present or represented by proxy at any regular annual meeting of the policyholders, or at any special meeting called for the purpose.

CERTIFICATE

THIS IS TO CERTIFY that at a regular meeting of the Board of Directors, the governing body of Grange Mutual Life Company, which was held pursuant to due notice thereof, on the 21st day of August, 1990, at 9:00 A.M., at the Home Office of the Company at 1212 12th Avenue Road, Nampa, Canyon County, Idaho, that there was an affirmative vote of seven in favor and one abstaining of amending the Articles of Incorporation and Bylaws of Grange Mutual Life Company to change the name of the Corporation and which motion was subsequently amended by majority vote at a further meeting of the Board of Directors on November 14, 1990, to change the name of the Corporation to United Heritage Mutual Life Insurance Company and placing the amendments of the Articles of Incorporation and Bylaws thereto on a ballot to be voted upon by the policyholders at the regular annual meeting of the Company on May 13, 1991; furthermore, that at a regular meeting of the Board of Directors, the governing body of Grange Mutual Life Company, which was held pursuant to due notice thereof, on the 16th day of February, 1990, at 9:00 A.M., at the Home Office of the Company at 1212 12th Avenue Road, Nampa, Canyon County, Idaho, that a motion was unanimously passed to change the date of the annual meeting from the second Monday to the third Monday in May of each year at 10:00 A.M. at the Home Office of the Company in Nampa, County of Canyon, Idaho, and which motion was subsequently modified by majority vote at a Board of Directors meeting on May 14, 1990, so that the change would be effective on the annual meeting of the Company in 1992, and that such

change in the Articles of Incorporation and Bylaws should be placed on a ballot to be voted upon by the policyholders at the regular annual meeting of the Company on May 13, 1991; that notices of the meeting and of the intention to amend said Articles of Incorporation and Bylaws, together with the proposed amendments, were printed and sent, to each policyholder at his/her last known place of address by United States Mail, postage prepaid, within the time as required and provided in Idaho Code Section 30-1-29 and as provided under ARTICLE VI of the Articles of Incorporation and ARTICLE VIII of the Bylaws; that said Articles of Incorporation in Article I and Article VI.2. and Bylaws, name title and Article IV, Section 1, were duly amended as stated herein, by affirmative vote of a majority of the policyholders present or represented by proxy at the regular annual meeting of the Corporation on May 13, 1991, and the foregoing are true and correct Articles of Incorporation now in full force and effect.

In witness whereof, we subscribe and attest to the foregoing changes in the Articles of Incorporation of United Heritage Mutual Life Insurance Company, an Idaho corporation, formerly known as Grange Mutual Life Company, adopted at the regular annual meeting of the policyholders of the Company on May 13, 1991, at Nampa, in the County of Canyon, State of Idaho; that we have read the foregoing Certificate and Amendments of Articles of Incorporation contained therein and know the contents thereof, and that the same contains a full, true, correct and complete copy of the Articles of Incorporation of United Heritage Mutual Life Insurance Company, an Idaho corporation, formerly known as Grange Mutual Life Company,

adopted at the regular annual meeting of the policyholders of the Company
on May 13, 1991, at Nampa, in the County of Canyon, State of Idaho.

Darrell H. Schultz
Darrell H. Schultz
President

(Corporate Seal)

Attest: Dennis L. Johnson
Dennis L. Johnson
Secretary



VERIFICATION

STATE OF IDAHO)
 ss
COUNTY OF CANYON)

I, Sherrill A. Exley, a notary public, do hereby certify that on this 13th day of May, 1991, personally appeared before me Darrell H. Schultz and Dennis L. Johnson, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Grange Mutual Life Company, to be referred to as United Heritage Mutual Life Insurance Company henceforth, that they signed the foregoing document as President and Secretary respectively of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Sherrill A. Exley
Notary Public for Idaho
Residing at: Nampa
My Commission Expires: 12-18-95