

State of Idaho

Department of State

CERTIFICATE OF REDOMESTICATION OF

THE UNIVERSE LIFE INSURANCE COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Redomestication for the above named corporation, duly signed and verified pursuant to the provisions of the Idaho Insurance Code, have been received in this office and are found to conform to law.

THE EFFECTIVE DATE should be the date of this certificate of such later date as directed by the Director of the Department of Insurance pursuant to section 41-344, Idaho Code. The redomestication shall continue the existence of the corporation of the same name heretofore incorporated under the laws of Nevada, and the corporation shall be considered to have been a corporation and operating insurer from its incorporation on May 1, 1949.

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

Dated: December 29, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *George H. Hoken*

ARTICLES OF REDOMESTICATION
OF
THE UNIVERSE LIFE INSURANCE COMPANY
An Insurance Corporation

Articles of Redomestication of The Universe Life Insurance Company are herein executed by said corporation, pursuant to the provisions of Idaho Code §41-342 through §41-344 (the "Act"), as follows:

DEC 29 4 06 PM '89
SECRETARY OF STATE

ARTICLE I

The name of the corporation is **The Universe Life Insurance Company.**

ARTICLE II

The Universe Life Insurance Company was originally incorporated in the State of Nevada on April 22, 1947, and was authorized to do business as an insurer in the State of Nevada on May 1, 1949. The Universe Life Insurance Company is presently admitted to transact insurance business in the State of Idaho pursuant to a Certificate of Authority issued April 1, 1974.

ARTICLE III


Pursuant to an order of the Director of the Department of Insurance dated December 29, 1989 and entitled Certificate of Redomestication, a copy of which is attached hereto on **Exhibit "A"**, the Director of the Idaho Department of Insurance approved the transfer of the domicile of The Universe Life Insurance Company from the State of Nevada to the State of Idaho. Pursuant to the Director's Certificate of Redomestication, the redomestication shall become effective at the later of 11:59 p.m. on December 31, 1989 or the date of the Certificate of Redomestication issued by the Idaho Secretary of State pursuant to the Act.

ARTICLE IV

Attached hereto as **Exhibits "B" and "C"**, respectively, are the Restated Articles of Incorporation of The Universe Life Insurance Company as filed in the office of the Nevada Secretary of State on December 30, 1988 and as currently on file in such office at the date hereof (the "Nevada Articles"), and the Amendment and Restatement of Articles of Incorporation of The Universe Life Insurance Company containing (among other changes) such amendments to the Nevada Articles as required to comply with the requirements of Idaho Code §30-1-54 and the insurance laws of the State of Idaho.

DATED this 22nd day of December, 1989.

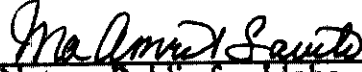
THE UNIVERSE LIFE INSURANCE COMPANY

By 
Paul D. Durant II, President

By 
Daniel L. Spickler, Secretary

STATE OF IDAHO)
) :SS.
County of Idaho)

I, Ma Amrit Savito, a Notary Public, do hereby certify that on this 22nd day of December, 1989, personally appeared before me Paul D. Durant II who, being by me first duly sworn, declared that he is the President of The Universe Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 5/30/94

BEFORE THE DIRECTOR OF THE DEPARTMENT OF INSURANCE
OF THE STATE OF IDAHO

In the Matter of Redomestication)
of The Universe Life Insurance)
Company)
_____)

Docket No. 1090
CERTIFICATE OF REDOMES-
TICATION OF THE UNIVERSE
LIFE INSURANCE COMPANY

The Universe Life Insurance Company, a Nevada insurer ("ULIC"), has filed with the Idaho Department of Insurance a Petition for Redomestication pursuant to Idaho Code §§41-342 through 41-343 (the "Act"). In its Petition, ULIC requests the Director of the Idaho Insurance Department to issue, pursuant to the Act, (i) a Certificate of Redomestication authorizing ULIC to transfer its domicile from the State of Nevada to the State of Idaho and (ii) a Certificate of Authority to transact insurance business as an Idaho domestic life and disability/health insurer. After a complete review of the entire record and upon consideration thereof and being otherwise fully advised in the premises, the Director of the Idaho Department of Insurance finds as follows:

1. Under the Act, the Director, as head of the Idaho Department of Insurance, has jurisdiction over the subject matter and the parties herein.

2. ULIC was originally incorporated in the State of Nevada on April 22, 1947, was originally authorized to transact

insurance business in Nevada on May 1, 1949, has continued to exist as a Nevada corporation and a Nevada domestic insurance company (respectively) since those dates, and is currently admitted to do business in the State of Idaho for the purpose of writing life and disability/health business.

3. ULIC has designated its principal place of business and home office within the State as One Lewis Clark Plaza, Lewiston, Idaho 83501.

4. ULIC has complied with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type.

5. Under the Act, ULIC is entitled to a certificate of redomestication and a certificate of authority to transact insurance business as an Idaho domestic insurer.

THE DIRECTOR THEREFORE ENTERS THE FOLLOWING ORDER AND HEREBY CERTIFIES THAT ULIC's Petition For Redomestication be and is hereby approved, subject to the following provisions:

(a) The transfer of ULIC's domicile from the State of Nevada to the State of Idaho shall be effective at the later of 11:59 p.m. on December 31, 1989 or the date of the Certificate of Redomestication to be issued by the Idaho Secretary of State pursuant to the Act; provided that ULIC shall, upon redomestication pursuant to the Act, be considered to be the same corporation as that corporation which previously existed under the laws of the State of Nevada, where the corporation was formerly domiciled, and shall be considered as having been an

operating insurer from May 1, 1949, the date that ULIC was authorized to do business as an insurer in the State of Nevada; and further provided (as a condition subsequent to such redomestication) that ULIC shall have complied with paragraph (f) of this Certificate on or before January 26, 1990 (or such later date as the Director may hereafter permit).

(b) ULIC's proposed Restated Articles of Incorporation and proposed Bylaws submitted with its Petition are hereby approved. ULIC shall submit triplicate originals of such Restated Articles of Incorporation; and, in accordance with Idaho Code §41-2805, such approval shall thereupon be endorsed and certified on each of the triplicate original Restated Articles of Incorporation; one such original shall be filed with the Department of Insurance; one such original shall be delivered to and filed by the Secretary of State; and the last original shall be delivered to ULIC for retention as part of its corporate records.

(c) The Idaho Insurance Department shall issue to ULIC a Certificate of Authority entitling ULIC to transact insurance business as an Idaho domestic life and disability/health insurer.


(d) Promptly after the effective date of its redomestication and in any event within thirty (30) days thereof, ULIC shall mail to its policyholders a notice, in the form submitted with ULIC's Petition, of ULIC's transfer of domicile to Idaho and the relocation of its home office to Lewiston, Idaho. As soon as practicable following the effective date of the transfer of ULIC's domicile, ULIC shall review its outstanding

policies and on or before March 1, 1990, shall submit for approval by the Idaho Department of Insurance any endorsements or amendment riders needed to bring such policies into compliance with Idaho law and regulations. Following approval by the Idaho Insurance Department, such endorsements or amendment riders shall be promptly delivered to the holders of such outstanding policies. All new policies issued by ULIC on or after April 1, 1990 shall have been amended to show ULIC's change of domicile and home office, and to incorporate any other changes needed to comply with Idaho law and regulations, pursuant to policy forms submitted to and approved by the Idaho Insurance Department. During the period from the effective date of redomestication through March 31, 1990, new policies may be issued by ULIC on previously approved policy forms if accompanied by the foregoing notice.

(e) The licenses, policy forms, rates, authorizations and other filings and approvals in existence in Idaho immediately prior to the effective date of ULIC's redomestication shall continue in effect upon the transfer of ULIC's corporate domicile to the State of Idaho. All rates and outstanding policies of ULIC shall remain in full force and effect and its policies need not be endorsed as to the new domicile except as provided in paragraph (d) above. ULIC shall not be required to file new policy forms for use in this State or to endorse existing policy forms, except as provided in paragraph (d) above.

(f) Promptly after the effective date of its redomestication but (unless otherwise permitted by the Director) not later than January 26, 1990, ULIC shall satisfy the requirements of Idaho Code §41-316(2) by depositing with the Idaho Insurance Department cash, bonds and/or other securities eligible for deposit under Idaho Code §41-803 having a market value in the amount of at least \$200,000. ULIC may satisfy this requirement by arranging for transfer, in due course, of bonds and other securities currently on deposit with the Nevada Insurance Department.

DATED this 29th day of December, 1989.



Anthony J. Faglano
Director of Insurance
State of Idaho

Copies furnished to:

The Universe Life Insurance Company
One Lewis Clark Plaza
P.O. Box 538
Lewiston ID 83501

The Honorable David A. Gates
Commissioner, Department of Commerce
Insurance Division
201 South Fall Street
Carson City NV 89710

FILED
IN THE
CLERK'S OFFICE
OF THE
STATE OF NEVADA
DEC 30 1988
RENO, NEVADA

FILED FEB: \$75.00
VANESSA L. BARTLETT
9 CASE 201
RENO, NEVADA 89504

RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSE LIFE INSURANCE COMPANY

The Universe Life Insurance Company, a corporation organized under the laws of the State of Nevada, by its duly authorized officers, does hereby certify that the Board of Directors of The Universe Life Insurance Company, pursuant to the General Corporation Laws of the State of Nevada, on May 2, 1988, passed a resolution declaring the advisability of the amendment of the Articles of Incorporation of the corporation and the restatement thereof in their entirety as follows:

ARTICLE I.

The name of the corporation is THE UNIVERSE LIFE INSURANCE COMPANY.

ARTICLE II.

The principal office or place of business of this corporation in the State of Nevada is located at 201 West Liberty Street, Suite 300, in the City of Reno, County of Washoe, State of Nevada, and the Resident Agent in charge thereof is John P. Sande, III.

ARTICLE III.

The general nature of the business or objects and purposes proposed to be transacted, promoted or carried on by this corporation are as follows:

- (1) To make insurances on the lives of persons and every insurance appertaining thereto or connected

VANESSA L. BARTLETT
201 WEST LIBERTY
RENO, NEVADA 89504
(702) 785-0200

therewith; to grant, purchase or dispose of annuities, including but not limited to, policies of life and endowment insurance and annuity contracts; and to otherwise transact life insurance business as defined in Section 681A.040 of the Nevada Revised Statutes; and

(2) To make insurances against bodily injury, disablement or death by accident, and against disablement resulting from sickness, and every insurance appertaining thereto; and to otherwise transact health insurance business as defined in Section 681A.030 of the Nevada Revised Statutes.

ARTICLE IV.

The total number of shares of stock which the corporation shall have authority to issue is one million nineteen thousand five hundred (1,019,500) shares divided into nineteen thousand five hundred (19,500) shares of preferred stock of the par value of Fifteen Dollars (\$15.00) per share and one million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) per share. The corporation shall at all times comply with the capital stock and surplus requirements of Section 680A.120 of the Nevada Revised Statutes or other applicable law.

The preferences and relative, participating, optional or other special rights, or qualifications, limitations or restrictions in respect to said shares of each class shall be:

(1) The holders of preferred shares shall be entitled to receive, when and as declared by the Board of Directors, dividends at the rate of three percent (3%) per share per annum, and no more, payable out of the earned surplus or net profits of the corporation. Dividends on preferred shares shall be noncumulative, without interest, and shall be paid, or shall be declared and a sum sufficient for the payment thereof set apart, before any dividends shall be declared or paid on the common shares. Whenever full dividends on the preferred shares for the current dividend period shall have been declared and the corporation shall either have paid such dividends or shall set apart a sum sufficient for the payment thereof, then the Board of Directors may declare and the corporation may pay dividends on the common shares as permitted by law.

(2) In the event of any dissolution, liquidation, or winding up of the corporation, whether voluntary or involuntary, the holders of the then outstanding preferred shares shall be entitled to receive in respect thereof Fifteen Dollars (\$15.00) per share plus an amount, if any, equal to the unpaid dividends thereon; and after such payment to the holders of the preferred stock, all remaining assets and funds of the corporation shall be paid to or distributed among the holders of the common shares. A consolidation, merger or reorganization of the corporation with any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation, shall not

be considered a dissolution, liquidation or winding up of the corporation within the meaning of these provisions.

(3) The preferred stock shall have no power to vote except (i) during the four years following its original issuance (the issuance of new certificates for old shall not constitute an original issuance); (ii) on any proposed amendment to the corporation's Articles of Incorporation which would alter or change any preference or any relative or other right given to the preferred stock.

(4) The whole or any part of the preferred shares may be called for redemption and redeemed at any time at the option of the Board of Directors upon thirty (30) days notice by mail to the holders of record of such shares, given in such manner as may be determined and prescribed by resolution of the Board of Directors, by paying therefor in cash the redemption price of Fifteen Dollars (\$15.00) per share plus a sum equal to the amount of all unpaid dividends thereon to the date fixed for such redemption. If at any time less than the whole of the preferred shares then outstanding shall be called for redemption, the preferred shares so called for redemption shall be determined by lot or by such other equitable method as may be determined by the Board of Directors. If the funds necessary to effect such redemption shall be and continue available therefor then, after the date so fixed for redemption, all rights and privileges existing in the preferred shares so called for redemption, including the right to dividends thereon,

shall cease, except the right to be paid the redemption price plus a sum equal to the amount of all unpaid dividends thereon to the date of redemption. Preferred shares which are redeemed shall be cancelled and shall not be reissued.

ARTICLE V.

The members of the governing board shall be styled Directors. The number of such directors shall be not less than five nor more than nine, but may at any time or times be increased or decreased by a duly adopted amendment to these Articles of Incorporation or by the Bylaws or by an amendment to the Bylaws duly adopted by the Board of Directors. The first Board of Directors of the corporation consisted of the following persons:

Robert A. Cavanaugh	8301, 15 E. First St. Reno, NV 89501
Theresa Zunino	8301, 15 E. First St. Reno, NV 89501
P. Morgan Anglim	8301, 15 E. First St. Reno, NV 89501

The present Board of Directors consists of the following persons:

R. John Taylor	P. O. Box 538 Lewiston, ID 83501
Paul D. Durant	P. O. Box 538 Lewiston, ID 83501
Benedict J. Dasher	8301, 15 E. First St. Reno, NV 89501
Mary K. Frost	P. O. Box 538 Lewiston, ID 83501
Bruce Sweeney	P. O. Box 538 Lewiston, ID 83501

At all elections of directors of the corporation each holder of stock possessing voting power shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit.

ARTICLE VI.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay debts of this corporation, and no stock issued as fully paid up shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE VII.

The names and post office addresses of each of the incorporators signing the Articles of Incorporation were:

Robert A. Cavanaugh	8301, 15 E. First St. Reno, NV 89501
Theresa Zunino	8301, 15 E. First St. Reno, NV 89501
F. Morgan Anglim	8301, 15 E. First St. Reno, NV 89501

ARTICLE VIII.

This corporation shall have perpetual existence.

ARTICLE IX.

No director or officer of the corporation shall be personally liable to the corporation or any of its

stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE X.

Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts

paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such director or officer acting as a director or officer shall be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

Without limiting the application of the foregoing, the Board of Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance or make other financial arrangements

on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Nevada, whether or not the corporation would have the power to indemnify such person.

ARTICLE XI.

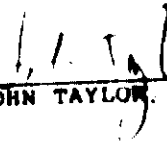
Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereto, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor performed, personal property, real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares be entitled, as a matter of right, to purchase or subscribe for any obligation which the corporation may

issue or sell that shall be convertible into or exchangeable for any shares of the stock of its capital stock of any class or classes.

IN WITNESS WHEREOF, The Universe Life Insurance Company has caused its President and Secretary to execute these Restated Articles of Incorporation of The Universe Life Insurance Company on this 19th day of June, 1988.



PAUL D. DURANT, President



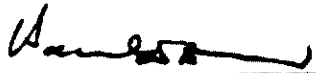
R. JOHN TAYLOR, Secretary

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STATE OF _____)
COUNTY OF _____) ss.

PAUL D. DURANT and R. JOHN TAYLOR do hereby swear under penalty of perjury that the assertions of this affidavit are true.

That PAUL D. DURANT is the President of The Universe Life Insurance Company, the corporation mentioned and described in the foregoing Restated Articles of Incorporation of The Universe Life Insurance Company; that R. JOHN TAYLOR is the Secretary of said corporation; that said President and said Secretary were authorized to execute this Certificate by the Board of Directors of said corporation by consent resolution dated May 2, 1988, subject to the approval of the stockholders of said corporation, which approval was given by consent resolution of said stockholders on May 2, 1988; and that the foregoing instrument correctly sets forth the complete text of the Articles of Incorporation of said corporation as amended to the date hereof.



PAUL D. DURANT, President



R. JOHN TAYLOR, Secretary

Subscribed and Sworn to before me
this 10th day of May, 1988.



Notary Public

VANDER & BENTLEY
200 WEST LIBERTY
CHICAGO, ILLINOIS 60604
(708) 750-0200

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RESOLUTIONS OF THE BOARD OF DIRECTORS OF
THE UNIVERSE LIFE INSURANCE COMPANY
May 2, 1968

The undersigned, constituting all of the members of the Board of Directors of THE UNIVERSE LIFE INSURANCE COMPANY, a Nevada corporation, acting pursuant to NRS 78.315, hereby adopt by unanimous consent the following action with the same effect as if done at a duly constituted meeting of the Board of Directors:

WHEREAS, it is deemed to be in the best interests of the corporation and advisable for the corporation to amend and restate its Articles of Incorporation in certain respects;

RESOLVED, that Article I of the Articles of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE I: The name of the corporation is THE UNIVERSE LIFE INSURANCE COMPANY."

FURTHER RESOLVED, that Article II of the Articles of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE II: The principal office or place of business of this corporation in the State of Nevada is located at 201 West Liberty Street, Suite 100, in the City of Reno, County of Washoe, State of Nevada, and the Resident Agent in charge thereof is John P. Sande, III."

FURTHER RESOLVED, that Article III of the Articles of Incorporation of this corporation shall be amended to read in full as follows:

"ARTICLE III: The general nature of the business or objects and purposes proposed to be transacted, promoted or carried on by this corporation are as follows:

"(1) To make insurances on the lives of persons and every insurance appertaining thereto or connected therewith; to grant, purchase or dispose of annuities, including but not limited to, policies of life and endowment insurance and annuity contracts; and to otherwise transact life insurance business as defined in Section 681A.040 of the Nevada Revised Statutes; and

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"(2) To carry insurance against bodily injury, disability, or death by accident, and against dismemberment, sickness, and every insurance contemplated hereto; and to otherwise transact health insurance business as defined in Section 401A.020 of the Nevada Revised Statutes."

FURTHER RESOLVED, that Article IV of the Articles of Incorporation of this corporation shall be amended to read in full as follows:

"ARTICLE IV: The total number of shares of stock which the corporation shall have authority to issue is one million nine hundred thousand five hundred (1,919,500) shares divided into nineteen thousand five hundred (19,500) shares of preferred stock of the par value of Fifteen Dollars (\$15.00) per share and one million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) per share. The corporation shall at all times comply with the capital stock and surplus requirements of Section 400A.130 of the Nevada Revised Statutes or other applicable law.

"The preferences and relative, participating, optional or other special rights, or qualifications, limitations or restrictions in respect to said shares of each class shall be:

"(1) The holders of preferred shares shall be entitled to receive dividends as declared by the Board of Directors at the rate of three percent (3%) per annum and no more, payable quarterly out of surplus or net profits. Dividends on preferred shares shall be cumulative, without interest, and shall be declared and a sum sufficient therefor shall be declared as dividends. However full dividends on the current dividends shall not be declared and the corporation shall not have paid such dividends or shall not have a sum sufficient for the payment thereof, then the Board of Directors may declare and the corporation may pay dividends on the common shares as permitted by law.

"(2) In the event of any dissolution, liquidation, or winding up of the corporation, whether voluntary or involuntary, the holders of the then outstanding preferred shares shall be entitled to receive in respect thereof Fifteen Dollars

(\$15.00) per share plus an amount, if any, equal to the unpaid dividends thereon; and after such payment to the holders of the preferred stock, all remaining assets and funds of the corporation shall be paid to or distributed among the holders of the common shares. A consolidation, merger or reorganization of the corporation with any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation, shall not be considered a dissolution, liquidation or winding up of the corporation within the meaning of these provisions.

"(3) The preferred stock shall have no power to vote except (i) during the four years following its original issuance (the issuance of new certificates for old shall not constitute an original issuance); (ii) on any proposed amendment to the corporation's Articles of Incorporation which would alter or change any preference or any relative or other right given to the preferred stock.

"(4) The whole or any part of the preferred shares may be called for redemption and redeemed at any time at the option of the Board of Directors upon thirty (30) days notice by mail to the holders of record of such shares, given in such manner as may be determined and prescribed by resolution of the Board of Directors, by paying therefor in cash the redemption price of Fifteen Dollars (\$15.00) per share plus a sum equal to the amount of all unpaid dividends thereon to the date fixed for such redemption. If at any time less than the whole of the preferred shares then outstanding shall be called for redemption, the preferred shares so called for redemption shall be determined by lot or by such other equitable method as may be determined by the Board of Directors. If the funds necessary to effect such redemption shall be and continue available therefor then, after the date so fixed for redemption, all rights and privileges existing in the preferred shares so called for redemption, including the right to dividends thereon, shall cease, except the right to be paid the redemption price plus a sum equal to the amount of all unpaid dividends thereon to the date of redemption. Preferred shares which are redeemed shall be cancelled and shall not be reissued."

FURTHER RESOLVED, that Article V of the Articles Of Incorporation of this corporation shall be amended to read in full as follows:

"ARTICLE V: The members of the governing board shall be styled Directors. The number of such directors shall be not less than five nor more than nine, but may at any time or times be increased or decreased by a duly adopted amendment to these Articles of Incorporation or by the Bylaws or by an amendment to the Bylaws duly adopted by the Board of Directors. The first Board of Directors of the corporation consisted of the following persons:

Robert A. Cavanaugh	#301, 15 E. First St. Reno, NV 89501
Theresa Zunino	#301, 15 E. First St. Reno, NV 89501
F. Morgan Anglim	#301, 15 E. First St. Reno, NV 89501

"The present Board of Directors consists of the following persons:

R. John Taylor	P. O. Box 538 Lewiston, ID 83501
Paul D. Durant	P. O. Box 538 Lewiston, ID 83501
Benedict J. Dasher	#301, 15 E. First St. Reno, NV 89501
Mary K. Frost	P. O. Box 538 Lewiston, ID 83501
Bruce Sweeney	P. O. Box 538 Lewiston, ID 83501

"At all elections of directors of the corporation each holder of stock possessing voting power shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit."

FURTHER RESOLVED, that Article VI of the Articles of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE VI: The capital stock of this corporation, after the amount of the subscription

price or par value has been paid in, shall not be subject to assessment to pay debts of this corporation, and no stock issued as fully paid up shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular."

FURTHER RESOLVED, that Article VII of the Articles Of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE VII: The names and post office addresses of each of the incorporators signing the Articles of Incorporation were:

Robert A. Cavanaugh #301, 15 E. First St.
Reno, NV 89501

Theresa Zunino #301, 15 E. First St.
Reno, NV 89501

F. Morgan Anglim #301, 15 E. First St.
Reno, NV 89501"

FURTHER RESOLVED, that Article VIII of the Articles Of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE VIII: This corporation shall have perpetual existence."

FURTHER RESOLVED, that Article IX of the Articles Of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE IX: No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification."

FURTHER RESOLVED, that Article X of the Articles of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE X: Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

"Expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such director or officer acting as a director or officer shall be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

"Without limiting the application of the foregoing, the Board of Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and

maintain insurance or make other financial arrangements on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Nevada, whether or not the corporation would have the power to indemnify such person."

FURTHER RESOLVED, that Article XI of the Articles Of Incorporation of this corporation shall be restated to read in full as follows:

"ARTICLE XI: Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor performed, personal property, real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares be entitled, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of its capital stock of any class or classes."

FURTHER RESOLVED, that the foregoing amendments, together with any Articles of the Articles Of Incorporation which have not been amended hereinabove, shall be restated in their entirety in a document entitled "Restated Articles Of Incorporation Of The Universe Life Insurance Company".

IN WITNESS WHEREOF, we have executed this Consent
Resolution this 2nd day of May, 1968.

/s/ R. John Taylor
R. JOHN TAYLOR

/s/ Paul D. Durant
PAUL D. DURANT

/s/ Benedict J. Dasher
BENEDICT J. DASHER

/s/ Mary K. Frost
MARY K. FROST

/s/ Bruce Sweeney
BRUCE SWEENEY

STATE OF NEVADA
DEPARTMENT OF
STATE

I hereby certify that this is a true
and complete copy of the document
as filed in this office.

DATED: DEC 06 1989

Frankie Sue Del Papa

FRANKIE SUE DEL PAPA
Secretary of State

D. D. TX

AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION
OF
THE UNIVERSE LIFE INSURANCE COMPANY

RECITALS

The Universe Life Insurance Company ("ULIC") was originally incorporated in the State of Nevada on April 22, 1947, was originally authorized to transact insurance business in the State of Nevada on May 1, 1949, and has continued to exist as a Nevada corporation and a Nevada domestic insurance company, respectively, since those dates; and

ULIC is organized and existing under the laws of the State of Nevada pursuant to Restated Articles of Incorporation as filed in the office of the Nevada Secretary of State on December 30, 1988 and as currently on file in such office on the date hereof (the "Nevada Articles"); and

ULIC has been and remains in good standing in the State of Nevada and has been and is now qualified to do insurance business as a foreign insurer in the State of Idaho; and

ULIC desires to change its domicile from the State of Nevada to the State of Idaho pursuant to Sections 41-342 through 41-344 of the Idaho Code (the "Idaho Act") and Nevada Revised Statutes Sections 680A.173 through 680A.177 (the "Nevada Act"); and

In accordance with the Idaho Act, the Nevada Act, the Idaho and Nevada Insurance Codes and the Idaho Business Corporation Laws, the Board of Directors and sole Shareholder of ULIC, by written action and consent dated November 16, 1989 and by written consent dated November 16, 1989, respectively, have adopted Articles of Redomestication and this Amendment and Restatement of Articles of Incorporation containing (among other changes) such amendments to the Nevada

Articles as required to comply with the requirements of Idaho Code Section 30-1-54 and the insurance laws of the State of Idaho; and

The proposed redomestication of ULIC under the Idaho Act and this Amendment and Restatement of Articles of Incorporation were approved by the Idaho Department of Insurance upon issuance of its Certificate of Redomestication on December 29, 1989, and the proposed redomestication of ULIC under the Nevada Act was approved by the Nevada Department of Insurance on December 29, 1989; and

The following Amended and Restated Articles of Incorporation amend the Nevada Articles in their entirety and, as so amended and restated herein, supersede and replace the Nevada Articles as the governing articles of incorporation of the redomesticated corporation:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSE LIFE INSURANCE COMPANY**

ARTICLE I

The name of the corporation is THE UNIVERSE LIFE INSURANCE COMPANY.

ARTICLE II

The corporation shall continue to exist perpetually as an Idaho corporation commencing on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Idaho, provided that the corporation shall, pursuant to Idaho Code Sections 41-342 through 41-344, be considered to be the same corporation as that corporation which existed since April 22, 1947 under the laws of the State of Nevada, where the corporation was formerly domiciled, and shall be considered as having been an operating insurer

since from May 1, 1949, the date that the corporation was authorized to do business as an insurer in the State of Nevada.

ARTICLE III

The registered office of this corporation in the State of Idaho is located at One Lewis Clark Plaza, in the City of Lewiston, County of Nez Perce, State of Idaho 83501; and the name of the Registered Agent at such address is R. John Taylor.

ARTICLE IV

The general nature of the business, objects and purposes proposed to be transacted, promoted or carried on by this corporation are as follows:

A. To make insurance on the lives of persons and every insurance appertaining thereto or connected therewith; to grant, purchase or dispose of annuities, including but not limited to, policies of life and endowment insurance and annuity contracts; and to otherwise transact life insurance business as defined in Section 41-502 of the Idaho Code;

B. To make insurances against bodily injury, disablement or death by accident, and against disablement resulting from sickness, and every insurance appertaining thereto; and to otherwise transact health insurance business and disability insurance as defined in Section 41-503 of the Idaho Code Statutes; and

C. To transact any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act and the Idaho Insurance Code.

ARTICLE V

Section 1. The total number of shares of stock which the corporation shall have authority to issue is one million (1,000,000) shares of voting common stock with the par value of one dollar (\$1.00) per share. The corporation shall at all

times comply with the capital stock and surplus requirements of Section 41-313 of the Idaho Code or other applicable law.

Section 2. The 19,500 authorized, issued and outstanding shares of preferred stock (\$15 par value) of the corporation's Nevada predecessor shall be and, upon filing of these Amended and Restated Articles of Incorporation, are hereby cancelled automatically without further action by the corporation.

Section 3. Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

ARTICLE VI

Section 1. The members of the governing board shall be styled Directors. The number of such Directors shall be not less than five (5) nor more than fifteen (15). The number of Directors constituting the initial Board of Directors shall be five (5); and the names and addresses of the persons who are to serve as Directors until the next annual meeting of shareholders and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
R. John Taylor	P.O. Box 538 Lewiston ID 83501
Paul D. Durant II	P.O. Box 538 Lewiston ID 83501
Benedict J. Dasher	300 East First Street Reno NV 89505
Mary K. Frost	P.O. Box 538 Lewiston ID 83501
Bruce Sweeney	P.O. Box 538 Lewiston ID 83501

Section 2. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number

of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any amendment to the articles of incorporation which limits or removes an existing right of a shareholder to cumulate his votes shall be adopted only upon receiving the affirmative vote of the holders of at least three-fourths (3/4) of the shares of each class entitled to vote thereon as a class and of the total shares entitled to vote thereon.

ARTICLE VII

After the amount of the subscription price or par value has been paid in, the common stock of this corporation shall not be subject to assessment to pay debts of this corporation. No stock issued as fully paid shall ever be assessable or assessed; and the articles of incorporation shall not be amended in this particular.

ARTICLE VIII

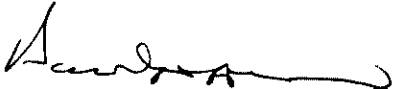
A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Idaho Code Section 30-1-48, (d) under Idaho Code Section 41-2843 or (e) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors,

then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eighth by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of two-thirds (2/3) (or, in the case of Article VI Section 2, three-fourths (3/4)) of each class of outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, The Universe Life Insurance Company has caused its President and Secretary to execute this Amendment and Restatement of Articles of Incorporation of The Universe Life Insurance Company on this 22nd day of December, 1989.


Paul D. Durant II, President


STATE OF IDAHO)
)SS.
County of Ada)

PAUL D. DURANT II does hereby swear under penalty of perjury that the assertions of this verification are true.

PAUL D. DURANT II is the President of The Universe Life Insurance Company, the corporation mentioned and described in the foregoing _____* of The Universe Life Insurance Company. Said President was authorized to execute this document by the Board of Directors of said corporation by consent resolution dated November 16, 1989 and by consent resolution of this corporation's sole stockholder on November 16, 1989. The foregoing instrument correctly sets forth the complete text of the _____* of The Universe Life Insurance Company as of the date hereof.


Paul D. Durant II, President

SUBSCRIBED AND SWORN to before me on this 22nd day of December, 1989.


Notary Public for Idaho
Residing at Boise ID
My Commission Expires: 5/30/94

*Amendment and Restatement of Articles of Incorporation

IN WITNESS WHEREOF, The Universe Life Insurance Company has caused its President and Secretary to execute this Amendment and Restatement of Articles of Incorporation of The Universe Life Insurance Company on this 27th day of December, 1989.

Daniel L. Spickler
Daniel L. Spickler, Secretary

STATE OF IDAHO)
)ss.
County of Nez Perce)

DANIEL L. SPICKLER does hereby swear under penalty of perjury that the assertions of this verification are true.

DANIEL L. SPICKLER is the Secretary of said corporation. Said Secretary was authorized to execute this document by the Board of Directors of said corporation by consent resolution dated November 16, 1989 and by consent resolution of this corporation's sole stockholder on November 16, 1989. The foregoing instrument correctly sets forth the complete text of the _____* of The Universe Life Insurance Company as of the date hereof.

Daniel L. Spickler
Daniel L. Spickler, Secretary

SUBSCRIBED AND SWORN to before me on this 27th day of December, 1989.

Sally Reed
Notary Public for Idaho
Residing at Lewiston ID
My Commission Expires: 3/9/94

*Amendment and Restatement of Articles of Incorporation