

ARTICLES OF INCORPORATION
OF
UNITED HERITAGE MUTUAL HOLDING COMPANY

AUG 28 12 46 PM '01

United Heritage Mutual Life Insurance Company, organized under the laws of the State of Idaho, acting as incorporator, does hereby form a mutual holding company pursuant to said incorporator's Plan of Reorganization into a mutual holding company system under Idaho Code Section 41-3821 (the "Mutual Holding Company Act"):

I.

The name of this corporation ("Corporation") and by which it shall be known is United Heritage Mutual Holding Company.

II.

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

III

The initial registered office and principal place of business of this Corporation shall be 707 E. United Heritage Court, Meridian, Idaho, 83642, 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. The registered agent at such address is the Corporation's Secretary, Anne Aschenbrener, and any successor in that capacity as Secretary of the Corporation.

IV.

The Corporation is a mutual insurance holding company, resulting from the reorganization of United Heritage Mutual Life Insurance Company pursuant to the Mutual Holding Company Act, and it shall have and exercise all powers and rights conferred upon corporations by the Idaho Business Corporation Act and Title 41 of the Idaho Code, including the Mutual Holding Company Act and any enlargements of such powers conferred by subsequent legislative acts.

V.

1. The affairs of this corporation shall be governed by a Board of Directors, composed of not less than five (5) nor more than fifteen (15) Directors, each of whom must be citizens of the United States and policyholders of United Heritage Life Insurance Company. Any Director ceasing to be a policyholder of United Heritage Life Insurance Company shall cease to be a Director and his or her office shall thereupon become vacant. The following

IDAHO SECRETARY OF STATE
08/28/2001 05:00
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persons are named initial directors of the Corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Dennis L. Johnson	P.O. Box 7777, Meridian, Idaho 83642
Richard Hall- Chairman	P.O. Box 7777, Meridian, Idaho 83642
Ned Clark	P.O. Box 7777, Meridian, Idaho 83642
Steve Hauschild	P.O. Box 7777, Meridian, Idaho 83642
Dean Metzler	P.O. Box 7777, Meridian, Idaho 83642
Julie Prafke	P.O. Box 7777, Meridian, Idaho 83642
Richard Waitley	P.O. Box 7777, Meridian, Idaho 83642
R.L. Smith - Vice Chairman	P.O. Box 7777, Meridian, Idaho 83642

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

VI.

1. This Corporation shall have no capital or other stock and is hereby established as a domestic mutual insurance holding company, the members of which are the policyholders of United Heritage Life Insurance Company as further described in this Article VI.

2. Each owner of shares issued by United Heritage Life Insurance Company is a member of this Corporation. Each member shall follow and shall not be severally liable for the debts of the Corporation is derived. Upon the termination of the membership in the Corporation the membership in the Corporation shall automatically terminate and each member shall be entitled to receive any distribution or compensation from the Corporation for the membership in the Corporation. The members present, in person or by proxy, at any regular or special meeting, shall constitute a quorum; a majority in number of members so present shall decide every question that may come before any such meeting.

*NO Stock
Entered
per Natalie*

ing contracts of insurance of any kind than a contract of reinsurance, is a Corporation shall automatically be entitled to receive any

3. A policyholder's membership in the Corporation or any rights appertaining thereto or derived therefrom shall not be conveyable, transferable, assignable, saleable (including disposition by judicial sale), devisable, inheritable, or alienable in any manner whatsoever, including transfer by operation of law. A policyholder's membership interest in the Corporation or any rights appertaining thereto or derived therefrom shall not, separate from the policy by virtue of which the policyholder's membership in the Corporation is derived, be subject to attachment, execution or levy or be subject to a lien, mortgage or security interest or in any manner be used as collateral or otherwise be hypothecated.

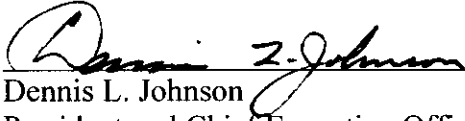
VII.

These Articles of Incorporation may be amended for any lawful purpose by affirmative vote of a majority of the members present (in person or by proxy) at any regular annual meeting of the members, or at any special meeting called for the purpose.

VIII.

The name and address of the incorporator is: United Heritage Mutual Life Insurance Company, 707 E. United Heritage Court, P.O. Box 7777, Meridian, Idaho 83642.

United Heritage Mutual Life Insurance Company, as incorporator

By: 
Dennis L. Johnson
Its: President and Chief Executive Officer

State of Idaho)
) ss.
County of Ada)

On this 23rd day of August, 2001, before me, the undersigned, a notary public in and for said state, personally appeared Dennis L. Johnson, known or identified to me to be the President and Chief Executive Officer of United Heritage Mutual Life Insurance Company, the corporation whose name is subscribed in the foregoing Articles of Incorporation as incorporator, and acknowledged to me that said corporation executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

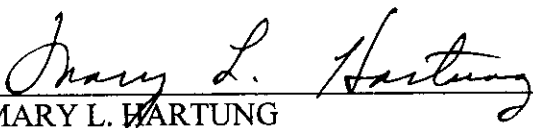


Marjorie A. Hopkins
Notary Public for Idaho
Commission Expires 4/25/06

APPROVAL

The within foregoing ARTICLES OF INCORPORATION OF UNITED HERITAGE MUTUAL HOLDING COMPANY, having been submitted to the undersigned pursuant to Idaho Code § 41-3821(3) and the Application for Approval of Mutual Holding Company Reorganization submitted in Docket No. 2042 pursuant to United Heritage Mutual Life Insurance Company's reorganization into a mutual holding company structure, and the form and the content of the ARTICLES OF INCORPORATION OF UNITED HERITAGE MUTUAL HOLDING COMPANY, 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 28th day of August, 2001.

IN WITNESS WHEREOF, I have hereto affixed the seal of
the Director of the Department of Insurance at Boise,
Idaho, this 28th day of August, 2001.



MARY L. HARTUNG
Director
Idaho Department of Insurance