

FILED EFFECTIVE

03 MAY 21 11:21 AM
FIRST ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE
STATE OF IDAHO UNITED HERITAGE MUTUAL HOLDING COMPANY

Pursuant to the Idaho Business Corporation Act ("Business Corporation Act") and the Idaho Insurance Code ("Insurance Code"), the undersigned Idaho domestic mutual insurance holding company adopts the following First Articles of Amendment to Articles of Incorporation.

First: The name of the corporation is United Heritage Mutual Holding Company (the "Corporation").

Second: The following amendments to the Corporation's articles of incorporation were adopted by the Corporation in the manner prescribed by the Business Corporation Act and Insurance Code.

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 either United Heritage Life Insurance Company or Sublimity Insurance Company. Any Director ceasing to be a policyholder of either United Heritage Life Insurance Company or Sublimity Insurance Company shall cease to be a Director and his or her office shall thereupon become vacant.

2. No Director may be nominated or elected who is a resident of a state having citizens who are policyholders of United Heritage Life Insurance Company or Sublimity 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 and the policyholders of Sublimity Insurance Company as further described in this Article VI.

2. Each owner of one or more valid and existing contracts of insurance of any kind issued by United Heritage Life Insurance Company, other than a contract of

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reinsurance, and each owner of one or more valid and existing contracts of insurance of any kind issued by Sublimity Insurance Company, other than a contract of reinsurance, is a member of this Corporation. A membership in this Corporation shall automatically follow and shall not be severable from the insurance policy by virtue of which the membership in the Corporation is derived. Upon lapse or termination of the insurance policy by virtue of which the membership in the Corporation is derived, the membership in the Corporation shall automatically terminate and cease and the member shall not be entitled to receive any distribution or compensation from the Corporation for 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."

Third: These First Articles of Amendment to Articles of Incorporation were duly approved and recommended to the members by the Board of Directors of the Corporation and duly approved and adopted by vote of the members of the Corporation in accordance with the Business Corporation Act and Insurance Code at a special member meeting held on May 19, 2003. The number of members entitled to vote on the amendment was 56,227. The number of members voting in favor of adopting this amendment was 13,073. The number of members voting against adopting these First Articles of Amendment to Articles of Incorporation was 274. The effective date and time of these Articles of Amendment shall be May 23, 2003 at 11:00 a.m.

Dated: May, 19, 2003

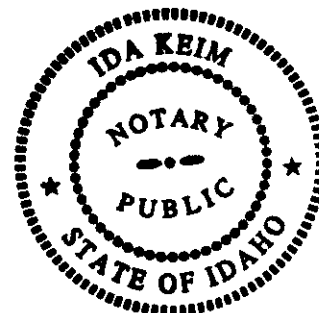
Dennis L. Johnson
Dennis L. Johnson,
President and Chief Executive Officer

Kent Delana
Kent Delana,
Assistant Secretary

STATE OF IDAHO }
 } ss.
County of Ada }

I, Ida Keim, a notary public, do hereby certify that on this
19 day of May, 2003, personally appeared before me Dennis L. Johnson, who, being
duly sworn, declared that he is the President and Chief Executive Officer of United Heritage
Mutual Holding Company, that he signed the foregoing document as President and Chief
Executive Officer of the Corporation, and that the statements therein contained are true.


Ida Keim
Notary Public
Commission expires 10-9-07



APPROVAL

The within foregoing FIRST ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNITED HERITAGE MUTUAL HOLDING COMPANY, having been submitted to the undersigned, and the form and the content of the FIRST ARTICLES OF AMENDMENT TO 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 21st day of May, 2003.

IN WITNESS WHEREOF, I have hereto affixed the seal of the Director of the Department of Insurance at Boise, Idaho, this 21st day of May, 2003.



MARY L. HARTUNG
Director
Idaho Department of Insurance

1822