

FILED/EFFECTIVE

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SEC 9 DATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED HERITAGE MUTUAL LIFE INSURANCE COMPANY

Pursuant to the Idaho Business Corporation Act ("Business Corporation Act") and Idaho Code § 41-3821 ("Mutual Holding Company Act"), the undersigned Idaho domestic mutual life insurance company adopts the following Amended and Restated Articles of Incorporation pursuant to its conversion to a stock insurance company within a mutual holding company system:

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

Second: The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Business Corporation Act ("the Act") and Mutual Holding Company Act:

- A. Existing Sections I-VII are deleted in their entirety and replaced as set forth below.
- B. The following Amended and Restated Articles of Incorporation are hereby adopted:

I.

The name of this Corporation shall be United Heritage Life Insurance Company. The Corporation was formerly known as United Heritage Mutual Life Insurance Company.

II.

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

III.

The registered office and principal place of business of this Corporation shall be 707 E. United Heritage Court, Meridian, Ada County, 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

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Territories of the United States and any foreign countries. The registered agent at such address is the Corporation's Secretary, Deborah K. Sloan, or any successor in that capacity as Secretary of the Corporation.

IV.

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, annuities, accident insurance, disability insurance, sickness and health insurance, including insurance against injuries, disablement or death 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 or foreign countries 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.

V.

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 shareholders and policyholders of this Corporation. Any Director ceasing to be a shareholder and policyholder of this Corporation shall cease to be a Director and his or her office shall thereupon become vacant.

VI.

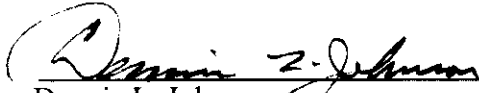
The total number of par value shares which the Corporation shall have authority to issue is 1,500,000 shares, each of a par value of \$1 which shares shall be common stock with uniform rights and shall not be subject to assessment.


VII.

No issued and outstanding shares of common stock shall be subject to assessment."

Third: These Amended and Restated Articles of Incorporation were duly approved by the Board of Directors and duly approved and adopted by vote of the members of the Corporation in accordance with the provisions of the Corporation's Amended and Restated Articles of Incorporation, the Corporation's Bylaws, the Mutual Holding Company Act and the Idaho Business Corporation Act at a member meeting held pursuant to Idaho Code Section 41-2831 on August 23, 2001. The number of Members at such meeting entitled to vote on the matter was 14,317. The number of Members who voted in favor of adopting these Amended and Restated Articles of Incorporation was 13,922. The number of Members who voted against adopting these Amended and Restated Articles of Incorporation was 395.

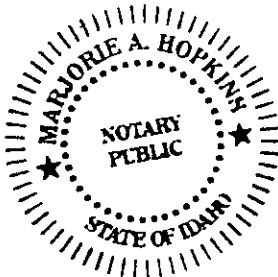
Dated: August 23, 2001


Dennis L. Johnson,
President and Chief Executive Officer


Deborah K. Sloan,
Secretary

STATE OF IDAHO }
 } ss.
County of Ada }

I, Marjorie A. Hopkins, a notary public, do hereby certify that on this 23rd day of August, 2001, 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 Life Insurance Company, that he signed the foregoing document as President and Chief Executive Officer of the Corporation, and that the statements therein contained are true.




Marjorie A. Hopkins
Notary Public
Commission expires 4/25/06

APPROVAL

The within foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF UNITED HERITAGE MUTUAL LIFE INSURANCE COMPANY, having been submitted to the undersigned pursuant to Idaho Code § 41-2827 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 AMENDED AND RESTATED ARTICLES OF INCORPORATION OF UNITED HERITAGE MUTUAL LIFE INSURANCE 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