MW Draft
10/16/13

AMENDED AND RESTATED

BYLAWS

OF

WESTERN UNITED LIFE ASSURANCE COMPANY

ARTICLE I
Offices

The registered office of the corporation shall be located at Spokane, Washington.

The board of directors may change the location of the principal office of the corporation and may, from time to time, designate other offices within or without the State as the business of the corporation may require.

ARTICLE II
Capital Stock

Section 1: Certificates: The shares of the corporation shall be represented by certificates prepared or obtained by the board of directors or by an executive committee of the directors and signed by the president or a vice president and either the treasurer or secretary and sealed with the seal of the corporation or a facsimile thereof. The certificates shall be numbered consecutively and in the order in which they are issued; they shall be bound in a book and shall, be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person to whom the shares represented by each certificate are issued, the number and class or series of such shares, and the date of issue. Each certificate shall state upon its face that the corporation is organized under the laws of the State of Washington, the name of the person to whom issued, the number and class of shares and designation of the series, if any, represented thereby, date of issue and the par value of each share. No certificate shall be issued for any share until such share is fully paid.

Section 2: Transfer of Shares: The shares of the corporation shall be assignable and transferable only on the books and records of the corporation by the registered owner, or by his duly authorized attorney, upon surrender of the certificate duly and properly endorsed with proper evidence of authority to transfer. The corporation shall issue a new certificate for the shares surrendered to the person or persons entitled thereto.

Section 3: Return Certificates: All certificates for shares exchanged or returned to the corporation for transfer shall be marked by the secretary "cancelled" with the date of

cancellation, and the transaction shall be immediately recorded in the certificate book opposite the memorandum of their issue. The returned certificates may be inserted in the certificate book.

ARTICLE III
Shareholders' Meetings

Section 1: Annual Meetings: The annual meeting of the shareholders for the election of directors and the transaction of such other business as may properly come before it shall be held at the registered office of the corporation or at such place within or without the State of Washington as shall be set forth in the notice of the meeting. The meeting shall be held in April of each year at the time designated in the call for such meeting or at such time to which the meeting may be then or from time to time thereafter adjourned. The president, secretary of officer or persons calling the meeting shall give personally or by mail, not less than ten (10) nor more than fifty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting, written notice stating the place, date and hour of the meeting. If mailed, notice shall be addressed to the shareholder at his address as it appears on the record of shareholders of the corporation unless he shall have filed with the secretary of the corporation a written request that notices intended for him be mailed to a different address, in which case it shall be mailed to the address designated in the request. Any notice of meetings may be waived by a shareholder be submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

Section 2: Special Meeting: Special meetings of shareholders, other than those regulated by statute, may be called at any time by the president, the vice president, or the board of directors or by the secretary upon request in writing by holders of record of not less than one-tenth (1 /10) of all the shares entitled to vote at the meeting. Written notice of such meetings stating the place within or without the State of Washington, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom the meeting is called shall be given not less than ten (10) nor more than fifty (60) days before the date set for the meeting. The notice shall be given to each shareholder of record in the same manner as notice of the annual meeting. No business other than that specified in the notice shall be transacted at any such special meeting. Notice of a special meeting may be waived by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

Section 3: Quorum: The presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote thereat shall be necessary to constitute a quorum for the transaction of business at all meetings of shareholders. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4: Voting: A shareholder entitled to vote at the meeting may vote at such meeting in person or by proxy. Except as otherwise provided by law or the Articles of Incorporation, every shareholder shall be entitled to one vote for each share outstanding in his name on the record of shareholders. Except as herein or in the Articles of Incorporation otherwise provide, all corporate action shall be determined by vote of a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Section 5: Proxy: Every proxy must be dated and signed by the shareholder or by his attorney in fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided therein. Every proxy shall be revocable at the pleasure of the shareholder executing it, except where the proxy expressly states that it is irrevocable.

Section 6: Consent: Whenever by a provision of statute or by the Articles of Incorporation or by these Bylaws the vote of a shareholder is required or permitted to be taken at a meeting thereof in connection with any corporate action, the meeting and vote of the shareholders may be dispensed with, if all of the shareholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate actions being taken.

Section 7: Telephone Meetings: Shareholders may participate in meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

ARTICLE IV
Directors

Section 1: Number and Qualification: The board of directors shall consist of at least five (5) directors nor more than fifteen (15) directors with the specific number to be determined from time to time by resolution of the board of directors.

Section 2: Manner of Election: The directors shall be elected at the annual meeting of shareholders by a plurality vote except as otherwise prescribed by statute.

Section 3: Term of Office: The term of office of each director shall be until the next annual meeting of the shareholders and until his successor has been duly elected and has qualified.

Section 4: Duties and Powers: The board of directors shall have control and management of the affairs and business of the corporation, and the directors shall in all cases act as a board, regularly convened, and in the transaction of business the act of a majority present at a meeting,

except as otherwise provided by law or the Articles of Incorporation, shall be the act of the board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, not inconsistent with law or these Bylaws. By resolution, the directors may designate among their members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have any may exercise all authority of the board of directors, except as provided by law.

Section 5: Meetings: The board of directors shall meet for the election or appointment officers and for the transaction of any other business immediately after the adjournment of the annual meeting of the shareholders, and other regular meetings of the board shall be held at such times as the board may from time to time determine. Special meetings of the board of directors may be called by the president at any time, and he must, upon the written request of any director, call a special meeting to be held not more than seven (7) days after the date of such request.

Section 6: Notice of Meeting: No notice need by given of any regular meeting of the board. Notice of special meetings shall be served upon each director in person or by mail and addressed to him at his last known post office address, at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted, if the meeting had been duly called.

Section 7: Place of Meeting: The board of directors may hold its meetings either within or without the State of Washington, and such place shall be designated in the notice of any such meeting.

Section 8: Quorum: At any meeting of the board of directors, the presence of a majority of the board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time.

Section 9: Telephone Meetings: Members of the board of directors and members of any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

Section 10: Consent: Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly held meeting thereof, provided that such written consent is inserted in the minute book.

Section 11: Voting: At all meetings of the board of directors, each director shall have one vote, irrespective of the number of shares that he may hold.

Section 12: Compensation: Each director shall be entitled to receive for attendance at each meeting of the board or of any duly constituted committee thereof which the director attends such fee as is fixed by the board of directors.

Section 13: Vacancies: Any vacancy occurring in the board of directors by death, resignation or otherwise shall be promptly filled by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within thirty (30) days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

Section 14: Removal of Director: Any director may be removed either with or without cause, at any time, by a vote of the shareholders holding a majority of the shares then issued and outstanding, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by statute, the director may be removed for cause by a vote of a majority of the entire board.

Section 15: Resignation: Any director may resign his office at any time. Such resignation to be made in writing and to take effect immediately without acceptance.

ARTICLE V
Officers

Section 1: Officers and Qualifications: The officers of the corporation shall be a chairman of the board, a president, one or more vice presidents, a secretary, a treasurer and such other officers as the board of directors may determine.

Section 2: Election: All officers of the corporation shall be elected annually by the board of directors at its meeting held immediately after the adjournment of the annual meeting of the shareholders.

Section 3: Term of Office: All officers shall hold office until their successors have been duly elected and qualified or until removed as hereinafter provided.

Section 4: Removal of Officers: Any officer may be removed either with or without cause by the vote of a majority of the board of directors.

Section 5: Duties of Officers: The duties and powers of the officers of the corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors.

Chairman of the Board

The chairman of the board shall preside at all meetings of the Board of Directors and, in the absence of the President, the chairman of the Board shall preside at all meetings of the shareholders.

President

A. The president shall preside at all meetings of the shareholders and, in the absence or incapacity of the chairman of the board, the president shall also preside at all meetings of the board of directors.

B. The president shall present at each annual meeting of the shareholders and directors a report of the condition of the business of the corporation.

C. The president shall cause to be called regular and special meetings of the shareholders and directors in accordance with the requirements of statute and these bylaws.

D. The president shall appoint, discharge and fix the compensation of all employees and agents of the corporation other than the duly elected officers, subject to the approval of the Board of Directors.

E. The President shall sign and execute all contracts in the name of the corporation.

F. The President shall sign all certificates representing shares.

G. The President shall cause all books, reports, statements and certificates to be property kept and filed as required by law.

H. The President shall enforce these Bylaws and perform all duties incident to his office and which are required by law, and generally, the president shall supervise and control the business and affairs of the corporation.

Vice President

During the absence or incapacity of the president, the Vice President in order of seniority of election shall perform the duties of the President, and which so acting, shall have all the powers and be subject to all the responsibilities of the office of the President and shall perform such duties and functions as the board may prescribe.

Secretary

A. The secretary shall record all votes and proceedings of the shareholders and directors or any executive committee thereof.

B. The secretary shall attend to the giving of notices of special meetings of the board of directors and of all of the meetings of the shareholders of the corporation.

C. The secretary shall be custodian of the records and seal of the corporation and shall affix the seal to the certificates representing shares and other corporate papers when required.

D. The secretary shall maintain an office in the State of Washington or such other place as may be designated by the board of directors, where the corporate records of the corporation shall be kept and the secretary shall procure and file in the secretary's office certified copies of all papers required by law to be filed with the Secretary of State.

E. The secretary shall maintain a book or record containing the names, alphabetically arranged, of all persons who are shareholders of the corporation, showing their places of residence, the number and class of shares held by them respectively, and the times when they respectively acquired the shares, and the times of any transfers thereof. The secretary shall keep such book or record and the minutes of the proceedings of the shareholders open daily during the usual business hours for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, the secretary shall prepare and make available a current list of the officers and directors of the corporation and their residences.

F. The secretary shall sign all certificates representing shares and affix the corporate seal thereto.

G. The secretary shall attend to all correspondence and present to the Board of Directors at the meeting all official communications received by the secretary.

H. The secretary shall perform the duties incident to the office of the secretary of the corporation and as required by the laws of the State of Washington.

Treasurer

A. The treasurer shall have the care and custody of and be responsible for all the funds and securities of the corporation, and shall deposit such funds and securities in the name of the corporation in such banks or safe deposit companies as the Board of Directors may designate.

B. The treasurer shall oversee the making, signing and endorsing in the name of the corporation of all checks, drafts, notes and other orders for the payment of money and the paying out and disposing of such under the direction of the President or Board of Directors.

C. The treasurer shall keep at the principal office of the corporation accurate books of account of all its business and transaction and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the corporation.

D. The treasurer shall render a report of the condition of the finances of the corporation at each regular meeting of the Board of Directors and at such other times as shall be required of the treasurer and the treasurer shall make a full financial report at the annual meeting of the shareholders.

E. The treasurer shall further perform all duties incident to the office of treasurer of the corporation.

Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 6: Vacancies: All vacancies in any office shall be promptly filled by the Board of Directors, either at a regular meeting or at a meeting specifically called for that purpose.

Section 7: Compensation of Officers: The officers shall receive such salary or compensation as may be fixed by the Board of Directors.

ARTICLE VI
Dividends

Section 1: Declaration of Dividend: The Board of Directors at any regular or special meeting may declare dividends or corporate distributions, whenever in the exercise of its discretion it may deem such declaration advisable and in accordance with the laws of the State of Washington. Such dividend or distribution may be paid in cash, property or shares of the corporation.

ARTICLE VII
Bills. Notes. Etc.

Section 1: Execution: All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the corporation shall be made in the name of the corporation and shall be signed by such officer or officers as the Board of Directors shall from time to time by resolution direct. No officer or agent of the corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check draft, warrant or other negotiable instrument, or endorse the same in the name of the corporation or contract or cause to be contracted in debt or liability in the name and on behalf of the corporation except as herein expressly prescribed and provided.

ARTICLE VIII
Fiscal Year

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE IX
Seal

Section 1: Seal: The seal of the corporation shall be imprinted or embossed and shall contain thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Washington."

ARTICLE X
Indemnity

10.1(A): RIGHT TO INDEMNIFICATION

(1) Except as provided in subsection (D) of this Article 10,1 (a), each person who was or is made a party or is threatened to be made a party to or is involved (including but limited to being a witness) in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or administrative by reason of the fact that he or she is or was a director, officer, employee, consultant, or agent of this corporation, including service with respect to an employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity or in any other capacity while service as a director, officer, employee, consultant, or agent shall be indemnified and held harmless to the full extend authorized by the Washington Business Corporation Act or other applicable law, as the same exists or may hereafter be amended, against all expense, liability, and loss, including attorney's fees, judgments, settlements, fines, ERISA excise taxes or penalties, actually and reasonably incurred or by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, consultant, or agent and shall insure to the benefit of his or her heirs, executors, and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by a person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification shall be subject to the following conditions:

(a) The person acted in good faith; and

(b) The person reasonably believed:

(i) In the case of conduct in the person's individual official capacity, that the person's conduct was in the corporation's best interests; and

(ii) In all other cases, that the person's conduct was at least not opposed to the corporation's best interests; and

(c) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

(2) A person's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the best interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (A)(1)(b)(ii).

(3) The termination of a proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself determinative that the person did not meet the standard of conduct described above.

(4) A director, officer, employee, consultant, or agent shall not be indemnified under this Article if:

(a) In connection with a proceeding by or in the right of the corporation in which the person was abjudged liable to the corporation; or

(b) In connection with any other proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was abjudged liable on the basis that personal benefit was improperly received by the person.

10.1(B): RIGHT TO ADVANCE FOR EXPENSES.

(1) A director, officer, employee, consultant, or agent shall be reimbursed for his or her reasonable expenses as they are incurred by the person who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in RCW 23.B.08.510; and

(b) The person furnishes the corporation a written undertaking executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the required standard of conduct.

(2) The undertaking required by 10.1(B)(1)(b) must be an unlimited general obligation of the person but need not be secured and may be accepted without reference to financial ability to make payment.

10.1(C): MEANS OF AUTHORIZATION.

Authorization of payments under this Article 10 shall be made by resolution adopted by the Board of Directors.

10.1(D): INSURANCE.

The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, consultant, or agent of the corporation against liability asserted against or incurred by the person in that capacity.

ARTICLE XI
Amendments

Section 1: Manner of Amending: These Bylaws may be altered, amended, repealed or supplemented by the affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote in the election of any director at any annual meeting or special meeting called for that purpose, provided that a written notice shal1 have been sent to each shareholder of record entitled to vote at such meeting at his last known post office address at least ten (10) days before such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice. The Bylaws may also be altered, amended, repealed or supplemented by a two-thirds (2/3) majority of the entire Board of Directors at a regular or special meeting of the board. However, any Bylaws adopted by the board may be altered, amended, repealed or supplemented by the shareholders.

CERTIFICATE OF ADOPTION

The undersigned Secretary of Western United Life Assurance Company (the "Corporation"), does hereby certifies that the above and foregoing Bylaws of the Corporation are the Amended and Restated Bylaws of the Corporation, and were duly adopted by the Sole-Shareholder and acknowledged by the Board of Directors of the Corporation, and the same do now constitute the bylaws of the Corporation, effective on _____, 2013.

By: _____
Name: John Egan McGettigan
Title: Secretary

Attest:

By: _____
Name: Daniel James George
Title: President and Treasurer