MW DRAFT
09/16/13

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF INVESTORS CONSOLIDATED INSURANCE COMPANY

Pursuant to the provisions of Chapter 23B of the Washington Business Corporations Act, Investors Consolidated Insurance Company (the "Corporation"), pursuant to resolutions duly adopted by its Board of Directors and Sole-Shareholder, hereby adopts the following Amended and Restated Articles of Incorporation as a result of a corporate redomestication pursuant to which the Corporation changed its state of domicile from New Hampshire to Washington:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is Investors Consolidated Insurance Company. Upon the effective date of these Amended and Restated Articles of Incorporation, the name of the Corporation is Western United Life Assurance Company.

ARTICLE II
FORM OF ORGANIZATION; TERM OF CORPORATE EXISTENCE

The Corporation is a Washington stock insurance company and shall have perpetual existence.

ARTICLE III
PRINCIPAL OFFICE

The Corporation's principal place of business shall be in Spokane, Washington.

ARTICLE IV
PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in the business of insurance, and any other business in which it may lawfully engage, under the laws of the State of Washington, other states, territories, possessions and protectorates of the United States of any other country.

The Corporation will engage generally in the insurance business as a stock insurer for the transaction of any or all of the following kinds of insurance.

a. Life insurance and annuities pursuant to RCW 48.11.020, being insurance on human lives and all insurances appertaining thereto or connected therewith.

b. Disability and health insurance pursuant to RCW 48.11.030, being insurance against bodily injury, disablement by death or accident, disablement resulting from sickness, and every insurance appertaining thereto, and including also insurance pertaining to medical, surgical, hospital, and other health care services related to any injury, disease, illness or bodily condition.

The Corporation may do all and everything necessary and proper for the accomplishment of the stated purposes herein or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other firms, individuals, companies, or associations, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects and the furtherance of such purposes or objects of the Corporation.

ARTICLE V
CAPITAL STOCK AND SURPLUS

The Corporation shall be a stock insurance corporation authorized to Ten Million (10,000,000) shares of common stock at a par value of One Dollar ($1.00) per share, all of the same class and equal in all respects. The minimum amount of paid in capital with which the Corporation shall commence business shall be Two Million Four Hundred Thousand Dollars ($2,400,000), and the minimum paid in surplus with which the Corporation shall commence business shall be Two Million Four Hundred Thousand Dollars ($2,400,000), as required by the Washington Insurance Code for a life and disability insurer.

ARTICLE VI
CUMULATIVE VOTING; PREEMPTIVE RIGHT

Cumulative voting of shares of stock for election of directors of the corporation is expressly prohibited.

The shareholders of the corporation shall not have the preemptive right to subscribe to any issue of shares of securities of the corporation.

ARTICLE VII
DIRECTORS

The number of directors of the Corporation shall be not less than five (5) nor more than fifteen (15), with the exact number to be determined as prescribed in the Bylaws of the Corporation.

ARTICLE VIII
BYLAWS

The Board of Directors of this Corporation shall have the power to make and amend its Bylaws, but subject to the power of the stockholders to change or repeal such Bylaws or any part thereof. The Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE IX
LIMITED LIABILITY

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her acts or omissions as a director except to the extent otherwise expressly provided by a statute of the State of Washington. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE X
ACTIONS WITHOUT A MEETING

Any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder or holders of all shares entitled to vote on the action were present and voted.

ARTICLE XI
REDOMESTICATION TO WASHINGTON

The redomestication to the State of Washington has been approved by the Commissioner of Insurance of the State of Washington on _____, 2013. A copy of the Order approving the redomestication has been provided to the New Hampshire Insurance Department. Once the Amended and Restated Certificate of Authority is approved by the Washington Secretary of State and filed with the Washington State Office of the Insurance Commissioner, it will then be filed with the New Hampshire Insurance Department and New Hampshire Department of State so the Corporation will be authorized in the State of New Hampshire as a foreign insurer and in Washington as a domestic insurer.

ARTICLE XII
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation and the redomestication shall be effective as of _____, 2013.

ARTICLE XIII
INCORPORATION DATE

The Corporation's date of incorporation in Washington is _____, 2013.

ARTICLE XIV
CONFLICT

These Amended and Restated Articles of Incorporation include the prior Articles of Incorporation of Investors Consolidated Insurance Company, which includes all amendments thereto, as though they are fully and expressly incorporated herein. If any provision in the prior Articles of Incorporation of Investors Consolidated Insurance Company are inconsistent with or conflicts with any provision in these Amended and Restated Articles of Incorporation, the Amended and Restated Articles of Incorporation provision contained herein shall supercede and govern the specific provision or term.

IN WITNESS WHEREOF, Investors Consolidated Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed by its President and Treasurer, and Secretary on _____, 2013.

INVESTORS CONSOLIDATED INSURANCE COMPANY

By: _____
Name: Daniel J. George
Title: President and Treasurer

Attest:

By: _____
Name: John E. McGettigan
Title: Secretary

CERTIFICATION

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Daniel J. George known to me to be the President and Treasurer of Investors Consolidated Insurance Company whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

SWORN TO AND SUBSCRIBED BEFORE ME on _____, 2013 to certify which witness my hand and seal of office.

[SEAL]

_____
Notary Public in and for State of Texas