

EXHIBIT E

Form of Amended and Restated Articles of Incorporation of the Company

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE UNION CENTRAL LIFE INSURANCE COMPANY

FIRST. The name of the Corporation shall be The Union Central Life Insurance Company.

SECOND. These Amended and Restated Articles of Incorporation amend the existing Amended Articles of Incorporation and restate them in their entirety pursuant to a Plan of Reorganization adopted by the Corporation under Sections 3913.25 to 3913.38 of the Ohio Revised Code whereby the Corporation, incorporated under the laws of the State of Ohio on _____, will hereafter continue its corporate existence as a stock life insurance company within a mutual insurance holding company structure.

THIRD. The principal office and place of business of this Corporation shall be located in the County of Hamilton and State of Ohio, but it may establish other offices or places of business in the State of Ohio or elsewhere.

FOURTH. The business to be undertaken by and the objects and purposes of this Corporation shall be to insure the lives of persons in and out of the State of Ohio, to insure against accident to persons or sickness, temporary or permanent physical disability, to take all risks in connection with or pertaining to such insurances, to grant, purchase and dispose of annuities providing for fixed or variable benefits, or both, to set up and operate separate accounts, to carry on all of said business under either the participating or non-participating plan, or both, and do any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a stock life insurance corporation.

FIFTH. The number of shares which the Corporation is authorized to have outstanding is 1,000 shares and all of which shares shall be common shares with a par value of \$0.01 each. At all times, a majority of the voting stock of the Corporation shall be owned by a mutual insurance holding company or all of the voting stock of the Corporation shall be owned by an intermediate holding company in compliance with the laws of the State of Ohio relating to mutual insurance holding companies. If a majority of the Corporation's voting stock is owned directly by a mutual insurance holding company, the Corporation shall not issue shares of stock, in addition to the shares issued pursuant to the reorganization plan under which the Corporation was reorganized, without the prior approval of the mutual insurance holding company as its majority shareholder. The prior approval of the mutual insurance holding company must be evidenced by a resolution of its Board of Directors of the Corporation (the "Board") prior to the issuance of the additional shares.

SIXTH. The Corporation, pursuant to authorization of the Board and without action by shareholders of the Corporation, may acquire, hold, sell and dispose of shares of any class of stock, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation (or any other corporation) in such manner, upon such terms and in such amounts as the Board may determine. In addition to the foregoing powers, the Board shall have the authority to adopt amendments to the articles determining, in whole in part, the express terms, within the limits set forth in chapter 1701 of the Ohio Revised Code, of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series. The shareholders of the Corporation shall have no preemptive rights and specifically shall not have the right to purchase shares which are offered or sold for cash of the same class to purchase such shares in proportion to the respective shares of such class.

SEVENTH. The corporate powers of the Corporation shall be exercised by and its business and affairs shall be under the control of a Board of eleven (11) directors unless this number is changed by the vote of at least two-thirds (2/3) of the directors in office. The directors may increase the number to not more than fifteen (15) persons and may decrease the number to not less than nine (9) persons. Any Director's Office created by the directors by reason of an increase in their number may be filled by action of a majority of the directors in office. No reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director. Not more than five (5) directors may be officers of the Corporation. The directors shall be elected at the annual meeting of the shareholders by the shareholders of the Corporation entitled to vote thereon and shall serve until their successors are elected and qualified. The Board shall have the authority to fill any vacancy in the Board for the unexpired term.

EIGHTH. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect or appoint other officers with appropriate titles. Officers shall be elected by the Board at its first meeting held in each calendar year and shall hold their respective offices for one year or until their successors are elected and qualified. Any officer may be removed or suspended at any time without cause and without notice by an affirmative vote of the majority of the whole Board. Any two offices except the offices of President and Vice President may be filled by the same person. Vacancies shall be filled by the Board. The Board may elect a Chairman of the Board if it so desires, otherwise the President shall serve as Chairman of the Board.

NINTH. The Corporation shall, to the fullest extent permitted by the provisions of the Ohio Revised Code, as the same may be amended and supplemented, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified hereunder may be entitled and this indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH. The power to alter, amend or repeal the Code of Regulations of this Corporation shall be vested in the Board.

Pursuant to the Resolution of the Board authorizing the filing of these proposed Amended and Restated Articles of Incorporation of the Corporation and pursuant to Section 3913.26(G)(4) of the Ohio Revised Code, the undersigned Chairman of the Board, President and Chief Executive Officer and the undersigned Secretary of the Corporation have signed their names to these proposed Amended and Restated Articles of Incorporation on this _____ day of _____, 2005.

John Jacobs
Chairman of the Board, President and
Chief Executive Officer

David F. Westerbeck
Secretary