

EXHIBIT G
Form of Articles of Incorporation of Union Central MHC

ARTICLES OF INCORPORATION

OF

UNION CENTRAL MUTUAL HOLDING COMPANY

FIRST. The name of the Corporation shall be Union Central Mutual Holding Company.

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

THIRD. The Corporation is formed for the purpose of owning a majority of the voting power of The Union Central Life Insurance Company ("Union Central Life"), which has converted from an Ohio mutual life insurance company to an Ohio stock insurance company pursuant to a Plan of Reorganization, dated as of July 20, 2005 (the "Plan"), either directly or through one or more intermediate holding companies as permitted by the laws of the State of Ohio, and doing any and all other acts either permitted or not prohibited under the laws of the State of Ohio for a mutual insurance holding company.

FOURTH. The Corporation shall have no capital stock but shall conduct its business as a mutual insurance holding company. In keeping with and to the extent provided by the applicable provisions of Sections 3913.25 to 3913.38 of the Ohio Revised Code as in effect or as may be amended from time to time, or in accordance with any successor provisions thereto: (1) the Corporation shall be deemed to be an insurer subject to the provisions of the Ohio Revised Code relating to the examination, supervision, rehabilitation or liquidation of insurers; (2) the assets of the Corporation shall be deemed to be assets of Union Central Life for purposes of satisfying the claims of policyholders of Union Central Life in any proceedings by the Superintendent of Insurance of the State of Ohio involving the supervision, liquidation or rehabilitation of Union Central Life; (3) the Corporation may not be dissolved or liquidated without complying with the provisions of Ohio law relating to the dissolution or liquidation of insurers, and the Corporation shall be deemed to be an Ohio domestic insurer for such purposes; and (4) the Corporation shall be subject to the jurisdiction of the Superintendent of Insurance of the State of Ohio in order to insure that the interests of policyholders of Union Central Life are protected.

FIFTH. Section 1. Each policyholder of Union Central Life shall be a member of the Corporation (each, a "Member"). The term "policyholder" as used herein shall be deemed to mean the person insured under an individual policy of life insurance, the person to whom any annuity or pure endowment is presently or prospectively payable by the terms of an individual annuity or pure endowment contract, except where the policy or contract declare some other person to be the owner or holder thereof, in which case such owner or policyholder shall be deemed the policyholder, and except in cases of assignment as hereinafter provided. In the case of any individual policy or contract insuring two or more persons jointly, the persons insured, or in case the policy or contract declares two or more persons to be the owner, the persons so declared to be the owner shall be deemed one policyholder for the purposes hereof. In case any such policy or contract shall have been assigned by an assignment on its face to an assignee other than Union Central Life, and such assignment shall be filed at the principal office of Union Central Life, then such assignee shall be deemed a policyholder within the meaning hereof, but for the purpose of determining voting rights such assignment shall not be effective until thirty days after it shall have been filed with Union Central Life. Except as provided herein an assignee of a policy or contract shall not be deemed to be a policyholder within the meaning hereof.

Section 2. Each policyholder insured in at least \$1,000 or holder of an annuity which at normal date of maturity requires the payment of \$100 or more annually and whose insurance or contract of annuity shall then be in force and which has been in force for at least one year prior to a policyholders' meeting, shall be entitled to one vote only irrespective of the number of policies or contracts held by him or the amount thereof, but said voting qualifications shall be subject to any change or amendment as may be prescribed by the laws of the State of Ohio. The employer shall be the qualified voter in the case of each group insurance master policy and holders of certificates issued under group insurance master policies shall not be qualified to vote. The same rule shall apply to group annuities and the holders of certificates issued thereunder.

Section 3. Membership shall automatically follow, and shall not be severable from, the policy or contract issued by Union Central Life pursuant to which Membership is conferred (the "Related Policy"). Membership shall automatically terminate when a Member no longer owns a Related Policy, whether by reason of the absolute assignment or transfer of ownership of the Related Policy, termination of the Related Policy or otherwise. Membership, or any rights appertaining thereto or derived therefrom, shall not be transferable in any manner whatsoever, including transfer by operation of law, except as the ownership of the Related Policy is recorded as transferred on the books and records of Union Central Life. Membership, or any rights appertaining thereto or derived therefrom, shall not be separate from the Related Policy, nor subject to attachment, execution or levy, nor subject to a lien, mortgage, security interest nor in any manner used as collateral or otherwise hypothecated. The Corporation may not assess Members for any of the costs, expenses or liabilities of the Corporation whenever and however incurred or for any other reason whatsoever.

SIXTH. Section 1. The Corporation shall not pay dividends or make other distributions or payments of income or profits to Members, except as provided herein, permitted under Section 1701.33 of the Revised Code and approved by the Superintendent of Insurance of the State of Ohio. Nothing herein shall be deemed to limit the payment of policyholder dividends by Union Central Life pursuant to any insurance policy issued by Union Central Life.

Section 2. Subject to Article Fourth hereof, in the event of the dissolution or liquidation of the Corporation, the surplus of cash or property of the Corporation remaining after payment of all liabilities of the Corporation shall be distributed to the Members at the time of such dissolution or liquidation in the same manner and in the same proportions as would be determined and made under the provisions of Ohio law applicable to distributions to policyholders upon the dissolution or liquidation of a domestic mutual life insurance company.

SEVENTH. Section 1. The corporate powers of the Corporation shall be exercised by, and the business and affairs of the Corporation shall be under the control of, a Board of Directors ("Board") comprised of 3 (three) natural persons.

Section 2. The directors shall be Members of the Corporation and at least eighteen years of age. At least three of the directors shall be persons who do not simultaneously serve as directors of, and who are not officers or employees of, any other corporation (an "Affiliated Corporation") which is a member of the insurance holding company system of which the Corporation is a member as defined in Section 3901.32 of the Ohio Revised Code. A majority of the directors shall be persons who are not officers or employees of the Corporation or of any Affiliated Corporation. Vacancies shall be filled by the Board. Other qualifications, if any, of the directors shall be as prescribed by the laws of Ohio.

Section 3. The directors (other than those named below in Section 5) shall be elected by the Members entitled to vote, either in person or by proxy, at an annual meeting to be held at the principal office of the Corporation on the [day] in [month] of each year at [time] prevailing local time or at such other time and place within or without the State of Ohio as may be set forth in an advance written notice to Members conforming with the requirements of Ohio law. All special meetings of Members shall be held at such time and place within or without the State of Ohio as may be set forth in an advance written notice to Members conforming to the requirements of Ohio law. Each director shall be elected for a term expiring at the next ensuing annual meeting of Members.

Section 4. No director may be removed from office other than for incapacity or for cause, except upon the vote of at least two-thirds of the Members present in person or by proxy at the annual meeting of Members or at a special meeting of Members called for the purpose of electing or removing directors.

Section 5. The initial directors of the Corporation shall be those persons specified below:

John H. Jacobs
Lawrence R. Pike
Dudley S. Taft

EIGHTH. 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.

NINTH. These Articles of Incorporation may be amended from time to time in any manner which may now or hereafter be permitted by the Ohio Revised Code at any annual or special meeting of the Members by the affirmative vote of two-thirds of the Members present and voting at the meeting.

Pursuant to the Resolution of the Board of Directors of The Union Central Life Insurance Company authorizing the filing of these proposed Articles of Incorporation for Union Central Mutual Holding Company (the proposed mutual insurance holding company), 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 Union Central Life Insurance Company have signed their names to these proposed Articles of Incorporation on this _____ day of _____, 2005.

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

David F. Westerbeck
Secretary