EXHIBIT K
Form of Articles of Incorporation of Intermediate Holding Company

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AMERITAS HOLDING COMPANY

The undersigned corporate entity, acting as the incorporator of a corporation under the Nebraska Business Corporation Act, adopts the following Articles of Incorporation of such corporation:

ARTICLE I.

Section 1.01. **Name: Principal Place of Business.** The name of the Company is Ameritas Holding Company (the "Company"). The principal place of business of the Company shall be at Lincoln, Lancaster County, Nebraska.

Section 1.02. **Resident Agent.** The resident agent of the Company shall be Ameritas whose address is the Company's office located at 5900 "O" Street, Lincoln, Nebraska.

ARTICLE II.

Section 2.01. **Commencement of Existence.** The Company shall commence and be in existence on January 1, 1998 at 12:01 a.m.

Section 2.02. **Duration.** The Company shall have perpetual duration.

ARTICLE III.

Section 3.01. **Purpose.** The purpose of the Company is to transact and engage in any and all lawful business for which corporations may be organized under the Nebraska Business Corporation Act or the Nebraska Mutual Insurance Holding Company Act, and any and all lawful business which, directly or indirectly, arises therefrom, is incidental thereto, is associated therewith, is in furtherance thereof, or which facilitates the foregoing.

Section 3.02. **Rights and Powers.** The Company shall have and exercise all powers and rights conferred upon corporations by the Nebraska Mutual Insurance Holding Company Act and the Nebraska Business Corporation Act, except as otherwise limited by the Nebraska Mutual Insurance Holding Company Act, and any enlargements of such powers conferred by subsequent legislative acts; and in addition thereto, the Company shall have and exercise all powers and rights not otherwise denied corporations by the laws of the State of Nebraska applicable to corporations organized pursuant to the Nebraska Mutual Insurance Holding Company Act and the Nebraska Business Corporation Act as necessary, suitable, proper, convenient or expedient for the attainment of the purposes set forth in Article III.

Section 3.03. **Corporate Nature and Capital.** The aggregate number of shares which the Company shall have authority to issue is 120 million shares of capital stock, of which 20 million shares shall be preferred stock, having a par value of $0.01 per share, issuable in one or more series, and 100 million shares shall be common stock, having a par value of $0.01 per share. Except as may be provided by written agreement with the mutual insurance holding company that is the beneficial majority owner of the corporation, no preemptive right to newly issued shares shall be granted to any person.

Section 3.04. **Limitations on Shares.** The Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights within the limits set forth in Neb. Rev. Stat. Section 21-2035, of (a) any class of shares before the issuance of any shares of that class or (b) one or more series within a class before the issuance of any shares of that Series.

Section 3.05. **Limited Liability.** The private property of the shareholders, officers and directors of the Company shall in no case be liable for corporate debts but shall be exempt therefrom.

ARTICLE IV.

Section 4.01. **Board of Directors.**

a. The business and affairs of the Company shall be conducted by a Board of Directors. Subject to reduction as provided in the By-laws of the Company, the number of persons constituting the entire Board of Directors (each, a "Director") of the Company shall consist of twenty-five (25) persons divided into three (3) staggered classes. Class I shall consist of nine (9) Directors; Class II shall consist of eight (8) Directors; Class III shall consist of eight (8) Directors, unless and until the number of Directors in any class is reduced as set forth in the By-laws of the Company. The initial term of the Class I Directors shall expire at the annual meeting of the shareholders in 2008. The initial term of Class II Directors shall expire at the annual meeting of shareholders in 2007 and the initial term of the Class III Directors shall expire at the annual meeting of shareholders in 2006. After the expiration of their initial term, the term of the Directors of each class shall be three (3) years.

b. The Board of Directors shall exercise all of the corporate powers of the Company, except as otherwise provided by law, and shall manage all the property, business, and affairs of the Company. A majority of the Board of Directors shall constitute a quorum. The Board of Directors may provide for the appointment of an Executive Committee and may, to the extent allowed by law and the Company's By-laws, delegate to such Committee any or all of its powers and authority not reserved or restricted by these Articles, the By-laws, or applicable law.

c. The Board of Directors shall have the full power from time-to-time to make, alter, amend or rescind by-laws, rules, and regulations for the conduct of the business and affairs of the Company in conformity with the provisions of these Articles and the By-laws and to employ or provide for the employment of such officers and agents and appoint such committees as it may, in its discretion, find appropriate for the conduct of such business and affairs.

d. At each annual meeting of the shareholders, there shall be elected for a term of three (3) years, a class of directors to replace those whose terms shall be then expiring.

e. At each annual meeting of the shareholders, there shall be elected for a term of three (3) years, a class of directors to replace those whose terms shall be then expiring. The persons constituting the initial Board of Directors and their respective terms shall be:

Class I:

Name:	Initial Term Expires:
James M. Anderson	2008
Lawrence J. Arth	2008
Bert A. Getz	2008
John H. Jacobs	2008
Floretta D. McKenzie	2008
Larry R. Pike	2008
Dudley S. Taft	2008
Winston J. Wade	2008
Robert M. Willis	2008

Class II:

Name:	Initial Term Expires:
James P. Abel	2007
Haluk Ariturk	2007
Michael S. Cambron	2007
Richard H. Finan	2007
Michael A. Fisher	2007
Francis v. Mastrianna, Ph.D.	2007
Tonn M. Ostergard	2007
D. Wayne Silby	2007

Class III:

Name:	Initial Term Expires:
William W. Cook Jr.	2006
James R. Knapp	2006
Patricia A. McGuire	2006
Thomas E. Petry	2006
Myrtis H. Powell, Ph.D.	2006
Edward J. Quinn Jr.	2006
Paul C. Schorr III	2006
John M. Tew, Jr., M.D.	2006

ARTICLE V.

Section 5.01. **Annual Meeting of Shareholders.** The annual meeting of the shareholders shall be held at the home office of the Company on such day and at such time of day as may be determined by the Board of Directors no later than June 30th of each year. Special meetings of shareholders may be called at any time by the Chief Executive Officer and shall be called by the Chief Executive Officer upon a request from the majority of the Board of Directors. Notice of every special meeting of shareholders shall be delivered to each of the shareholders entitled to vote thereon at his or her last known address not less than ten (10) nor more than fifty (50) days prior to the date set for the meeting. Such notice shall state the date and place of the special meeting as well as the purpose for which it is called.

Section 5.02. **Action Without Meetings.** Actions required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action. Such action shall be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the Company for inclusion in the minutes or filing with the corporate records.

Section 5.03. **Amendment.** Except as otherwise provided by law, these Articles may be amended at any annual meeting of the shareholders by a vote of two-thirds of the qualified voters present and voting in person or by proxy or at a special meeting of the shareholders by a like vote, but no amendment shall be acted upon at a special meeting unless the notice of such meeting includes a copy of the proposed amendment.

ARTICLE VI.

Section 6.01. **Indemnification.** Pursuant to the provisions of Neb. Rev. Stat. Section 21-20,110, the Company obligates itself in advance to provide indemnification in accordance with the provisions of Neb. Rev. Stat. Section 21-20,105 and shall be obligated to provide indemnification to the fullest extent permitted by law, including the provision of Neb. Rev. Stat. Sections 21-20,102 to 21-20,111 as provided in the By-laws of the Company.

ARTICLE VII.

Section 7.01. **Incorporator.** The name and address of the incorporator is: Ameritas Life Insurance Corp., P.O. Box 81889, Lincoln, Nebraska 68501-1889.

Ameritas Life Insurance Corp.

By: _____

Donald R. Stading
General Counsel