



Articles of Incorporation

RESTATED ARTICLES OF INCORPORATION of FARM BUREAU MULTI-STATE SERVICES, INC.

Pursuant to Section 1007 of the Iowa Business Corporation Act, the undersigned corporation hereby adopts the following restated Articles of Incorporation:

Article I - Name

The name of the Corporation is FBL Financial Group, Inc. (the "Corporation").

Article II - Duration

The Corporation shall have perpetual duration.

Article III - Powers

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act.

Article IV - Capital Stock

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares which shall be divided into classes of which Ten Million (10,000,000) shares without par value shall be designated Preferred Stock, Eighty-eight Million Five Hundred Thousand (88,500,000) shares without par value shall be designated Class A Common Stock and One Million Five Hundred Thousand (1,500,000) shares without par value shall be designated Class B Common Stock. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the shares of each class are as follows:

1. The powers, preferences and rights of the Class A Common Stock and Class B Common Stock, and the qualifications, limitations or restrictions thereof, shall be in all respects identical, except as otherwise required by law or expressly provided in this Article IV.
2. Except as required pursuant to the Iowa Business Corporation Act, all matters submitted to a vote of the stockholders shall be voted on separately by the holders of the Class A Common Stock and by the holders of the Class B Common Stock voting as separate voting groups. At any meeting of stockholders at which any Class A Directors are elected, each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock standing in such holder's name on the stock transfer records of the Corporation, for the election of Class A Directors, and the holders of Class B Common Stock shall not be entitled to any vote with respect to the election of Class A Directors. At any meeting of stockholders at which any Class B Directors are elected, each holder of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock standing in such holder's name on the stock transfer records of the Corporation, for the election of Class B Directors, and the holders of Class A Common Stock shall not be entitled to any vote with respect to the election of Class B Directors.
3. If and when dividends on the Class A Common Stock or Class B Common Stock are declared payable from time to time by the board of directors from funds legally available therefor, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, share for share, in such dividends. No dividend of shares of Class B Common Stock may be paid, and in the event that a dividend of shares of Class A Common Stock is paid, such dividend shall be payable, share for share, to the holders of the Class A Common Stock and to the holders of the Class B Common Stock.
4. (a) The holder of each outstanding share of Class B Common Stock shall have the right at any time, or from time to time, at such holder's option to convert such share into one fully paid and non-assessable share of Class A Common Stock, on and subject to the terms and conditions hereinafter set forth.

(b) In order to exercise the conversion privilege, the holder of any shares of Class B Common Stock to be converted shall present and surrender the certificate representing such shares during usual business hours at any office or agency of the Corporation maintained for the transfer of Class B Common Stock and shall deliver a written notice of the election of the holder to convert the shares represented by such certificate or any portion thereof specified in such notice. Such notice shall also state the name or names (with address) in which the certificate or certificates for shares of Class A Common Stock which shall be issuable on such conversion shall be issued. If so required by the Corporation, any certificate for shares surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder of such shares or such holder's duly authorized representative. Except in the case of an automatic conversion pursuant to paragraph 5 of this Article IV, each conversion of shares of Class B Common Stock shall be deemed to have been effected on the date (the "Conversion Date") on which the certificate or certificates representing such shares shall have been surrendered and such notice and any required instruments of transfer shall have been received as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable on such conversion shall be deemed to have become immediately prior to the close of business on the Conversion Date the holder or holders of record of the shares of Class A Common Stock represented thereby.

© As promptly as practicable after the presentation and surrender for conversion, as herein provided, of any certificate for shares of Class B Common Stock, the Corporation shall issue and deliver at such office or agency, to or upon the written order of the holder thereof, certificates for the number of shares of Class A Common Stock issuable upon such conversion. In case any certificate for shares of Class B Common Stock shall be surrendered for conversion of a part only of the shares represented thereby, the Corporation shall deliver at such office or agency, to or upon the written order of the holder thereof, a certificate or certificates for the number of shares of Class B Common Stock represented by such surrendered certificate, which are not being converted. The issuance of certificates for shares of Class A Common Stock issuable upon the conversion of shares of Class B Common Stock shall be made without charge to the converting holder for any tax imposed on the Corporation in respect of the issue thereof. The Corporation shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issue and delivery of any certificate in a name other than that of the holder of the shares being converted, and the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issue thereof shall have paid to the Corporation the amount of such tax or has established to the satisfaction of the Corporation that such tax has been paid.

(d) Upon any conversion of shares of Class B Common Stock into shares of Class A Common Stock pursuant hereto, no adjustment with respect to dividends shall be made; only those dividends shall be payable on the shares so converted as may be declared and may be payable to holders of record of shares of Class B Common Stock on the date prior to the Conversion Date with respect to the shares so converted; and only those dividends shall be payable on shares of Class A Common Stock issued upon such conversion as may be declared and may be payable to holders of record of shares of Class A Common Stock on or after such Conversion Date.

(e) All shares of Class B Common Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding, and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall thereupon cease and terminate, except only the right of the holders thereof, subject to the provisions of subparagraph © of this paragraph 4, to receive shares of Class A Common Stock in exchange therefor. All shares of Class B Common Stock surrendered for conversion shall be canceled and may not be reissued.

(f) Such number of shares of Class A Common Stock as may from time to time be required for such purpose shall be reserved for issuance upon conversion of outstanding shares of Class B Common Stock.

5. (a) No person holding shares of Class B Common Stock (hereinafter called "Class B holder") may transfer, and the Corporation shall not register the transfer of, such shares of Class B Common Stock, whether by sale, assignment, gift, bequest, appointment or otherwise, except as permitted in any Class B Common Stockholder agreement to which the Class B holder and the Corporation is a party.

(b) Any purported transfer of shares of Class B Common Stock not permitted hereunder shall result, without further action, in the automatic conversion of the transferee's shares of Class B Common Stock, on a one for one basis, into shares of Class A Common Stock, effective on the date of such purported transfer. The Corporation may, as a condition to the transfer or the registration of transfer of shares of Class B Common Stock, require the furnishing of such affidavits or other proof as it deems necessary to establish that such transfer is permitted by the terms of any Class B Common Stockholder agreement to which the holder of such Class B Common Stock is a party.

6. The Corporation shall note on the certificates representing the shares of Class B Common Stock that there are restrictions on transfer and registration of transfer imposed by, or as described in, paragraph 5.

7. The Class A Common Stock and Class B Common Stock is subject to all the powers, rights, privileges, preferences and priorities of the Preferred Stock as may be stated herein and as shall be stated and expressed in any resolution or resolutions adopted by the board of directors pursuant to authority expressly granted to and vested in it by the provisions of this Article IV.

8. Authority is hereby expressly granted to the board of directors of the Corporation, subject to the provisions of this Article IV and to the limitations prescribed by law, by delivering to the Iowa Secretary of State for filing articles of amendment hereto, which will be effective without shareholder action, to authorize the issuance of one or more series of Preferred Stock and with respect to each series to fix by resolution or resolutions providing for the issuance of the series the voting powers, full or limited, if any, of the shares of the series and the designations, preferences and relative, participating optional or other special rights, and the qualifications, limitations or restrictions thereof. Each series shall consist of such number of shares as shall be stated and expressed in the resolution or resolutions providing for the issuance of the stock of the series together with such additional number of shares as the board of directors by resolution or resolutions may from time to time determine to issue as a part of the series. The board of directors may from time to time decrease the number of shares of any series of Preferred Stock (but not below the number thereof then outstanding) by providing that any unissued shares previously assigned to the series shall no longer constitute a part thereof and may assign the unissued shares to an existing or newly created series.

The authority of the board of directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

1. The designation of the series.
2. The dividend rate of the series, the conditions and dates upon which dividends shall be payable, the relation which the dividends shall bear to the dividends payable on any other class or classes of stock, and whether the dividends shall be cumulative or non-cumulative.
3. Whether the shares of the series shall be subject to redemption by the Corporation and, if made subject to redemption, the times, prices and other terms and conditions of the redemption.
4. The rights of the holders of the shares of the series upon the dissolution of, or upon the distribution of assets of, the Corporation, and the amount payable on the shares in the event of voluntary or involuntary liquidation.
5. The terms and amount of any sinking fund provided for the purchase or redemption of the shares of the series.
6. Whether or not the shares of the series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of the conversion or exchange.
7. The extent, if any, to which the holders of the shares of the series shall be entitled to vote with respect to the election of directors or otherwise.

9. The holders of shares of each series of Preferred Stock shall be entitled to receive, when and as declared by the board of directors, out of funds legally available for the payment of dividends, dividends at the rates fixed by the board of directors for such series, and no more, before any dividends, other than dividends payable in Class A Common Stock, shall be declared and paid, or set apart for payment, on the Class A Common Stock and the Class B Common Stock with respect to the same dividend period.

10. Whenever, at any time, dividends on the then outstanding Preferred Stock as may be required with respect to any series outstanding shall have been paid or declared and set apart for payment, and after complying with respect to any retirement or sinking fund or funds for any series of Preferred Stock, the board of directors may, subject to the provisions of the resolution or resolutions creating any series of Preferred Stock, declare and pay dividends on the Class A Common Stock and the Class B Common Stock out of funds legally available for the payment of dividends, and the holders of shares of Preferred Stock shall not be entitled to share therein.

11. The holders of shares of each series of Preferred Stock shall be entitled upon liquidation or dissolution or upon the distribution of the assets of the Corporation to such preferences as provided in the resolution or resolutions creating the series, and no more, before any distribution of the assets of the Corporation shall be made to the holders of shares of Class A Common Stock and Class B Common Stock. Whenever the holders of shares of Preferred Stock shall have been paid the full amounts to which they shall be entitled, the holders of shares of the Class A Common Stock and Class B Common Stock shall be entitled to share ratably in all the remaining assets of the Corporation.

12. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the board of directors providing for the issuance of any series of Preferred Stock, the holders of the series shall have no voting power whatsoever.

13. No holder of any share of any class of stock of the Corporation shall have any preemptive right to subscribe for or acquire additional shares of stock of any class of the Corporation or warrants or options to purchase, or securities convertible into, shares of any class of stock of the Corporation.

Article V - Registered Office and Agent

The street address of the registered office of the Corporation is 5400 University Avenue, West Des Moines, Iowa 50266, and the name of the Registered Agent at that office is Stephen M. Morain.

Article VI - Directors

1. Definitions: For purpose of these restated articles of incorporation, the following terms have the meanings given below.
 - a. "Class A Director" means a director elected by the holders of the Class A Common Stock and any director appointed to fill a vacancy in the position of a director so elected.
 - b. "Class B Director" means a director elected by the holders of the Class B Common Stock and any director appointed to fill a vacancy in the position of a director so elected.
2. Number: The number of Class A Directors of the Corporation shall be not less than three (3) nor more than (5). The number of Class B Directors shall be not less than ten (10) nor more than twenty (20).
3. Class A Director Qualifications and Removal. Not less than three nor more than five Class A Directors (the exact number to be set from time to time by resolution of the Board of Directors) shall be elected annually by the holders of the Class A Common Stock. Class A Directors may be removed without cause by the holders of a majority of the outstanding Class A Common Stock. A person who is an officer, director or employee of a Class B Common Stockholder, any other Farm Bureau organization or any affiliate thereof shall not be qualified to serve as a Class A Director.
4. Class B Director Qualifications and Removal. Not less than ten nor more than twenty Class B Directors (the exact number to be set from time to time by the terms of an agreement among the Class B Common Stockholders) shall be elected annually by the holders of the Class B Common Stock. Class B Directors may be removed without cause by the holders of a majority of the outstanding Class B Common Stock.

Article VII - Personal Liability of Directors

A Director of this Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (1) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derives an improper personal benefit or (iv) under Section 490.833, Code of Iowa. No amendments to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of said Director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its shareholders, then the liability of a Director of this Corporation shall be automatically eliminated or limited to the full extent then permitted without further action of the Corporation or its Board of Directors. The Directors of this Corporation have agreed to serve and assume the duties of Directors in reliance upon the provisions of this Article.

Article VIII - Indemnification of Directors

Each individual who is or was a Director of the Corporation (and the heirs, executors, personal representatives of administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. This Article shall prevail over any inconsistent bylaw or resolution adopted by the Corporation.

Article IX - Reclassification of Capital Stock

Each share of the par value of \$100.00 of the capital stock of this Corporation outstanding at the effective date and time of these restated articles of incorporation shall automatically and without any further action by the Corporation or the shareholders be and become nineteen hundred (1,900) shares without par value of the Class A Common Stock of this Corporation and one hundred (100) shares without par value of the Class B Common Stock of this Corporation.

Certificate of Adoption

- A. The duly adopted restated articles of incorporation set forth above supersede the original articles of incorporation of the

Corporation and all amendments to them.

B. The restated articles of incorporation amend the articles of incorporation requiring shareholder approval. The restated articles of incorporation were approved by the shareholders on March 12, 1996. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the restated articles of incorporation, and the number of votes of each voting group indisputably represented at the meeting are as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON RESTATED ARTICLES	VOTES REPRESENTED AT MEETING
Par Value \$100.00 Shares	11,929.9	11,929.9	11,929.9

C. The total number of votes cast for and against the restated articles of incorporation by each voting group entitled to vote separately on the restated articles of incorporation is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Par Value \$100.00 Shares	11,929.9	None

D. The total number of undisputed votes cast for the restated articles of incorporation by each voting group was:

VOTING GROUP	VOTES FOR
Par Value \$100.00 Shares	11,929.9

E. The number of votes cast for the restated articles of incorporation by each voting group was sufficient for approval by that voting group.

**FARM BUREAU MULTI-STATE
SERVICES, INC.**

March 19, 1996

By: /s/ Eugene R. Maahs
Eugene R. Maahs, Senior Vice President,
Secretary and Treasurer

ARTICLES OF AMENDMENT

Certificate of Designations - Series A Cumulative Voting Preferred Stock of FBL Financial Group, Inc.

Pursuant to Section 490.602 of the Iowa Code (1995)

RESOLVED, that pursuant to the authority vested in the Board of Directors of FBL Financial Group, Inc. (the "Company") in accordance with the provisions of its Restated Articles of Incorporation, a series of Preferred Stock of the Company, be and hereby is, authorized to be issued with voting powers, designations, preferences, and other special rights, qualifications, limitations and restrictions as follows:

1. Designation and Amount; Restricted Transfer Issue.

(a) The shares of this series of Preferred Stock shall be designated as Series A Cumulative Voting Preferred Stock with no par value (hereinafter referred to as "Series A Preferred Stock") and the number of shares constituting this series shall be five million (5,000,000).

(b) Shares of Series A Preferred Stock shall be initially issued only to a Farm Bureau organization as defined in Section 9 hereof. In the event any shares of Series A Preferred Stock shall, as a result of any transfer or otherwise, cease to be beneficially owned, directly or indirectly by a Farm Bureau organization, the shares of Series A Preferred Stock ceasing to be so owned shall immediately and without any further action by the Company or the holder thereof, become subject to redemption by the Company, at the option of the Company, pursuant to Section 5 hereof. Certificates representing shares of Series A Preferred Stock shall be legended to reflect such right of redemption.

2. Dividends and Distributions.

(a) Subject to the provision for adjustment hereinafter set forth, the holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Company out of funds legally available therefor, cumulative cash dividends ("Series A Dividends") in an amount per share equal to One Dollar (\$1.00) per share per annum, payable quarterly, one-fourth on the last day of March, June, September and December (each a "Dividend Payment Date"), to holders of record at the start of business on such Dividend Payment Date. In the event that any Dividend Payment Date shall fall on any day other than a business day, the dividend payment due on such Dividend Payment Date shall be paid on the business day immediately preceding such Dividend Payment Date. Series A Dividends shall begin to accrue on outstanding shares of Series A Preferred Stock from the date of issuance of such shares of Series A Preferred Stock. Series A Dividends shall accrue on a daily basis whether the Company shall have earnings or surplus at the time. Series A Dividends accrued for any period less than a full quarterly period shall be computed on the basis of a 360-day year of 30-day months. Accrued but unpaid Series A Dividends shall cumulate as of the Dividend Payment Date on which they first become payable, but no interest shall accrue on accumulated but unpaid Series A Dividends.

(b) So long as any Series A Preferred Stock shall be outstanding, no dividend shall be declared or paid or set apart for payment on any other series of stock ranking on a parity with the Series A Preferred Stock as to dividends, unless there shall also be or have been declared or paid or set apart for payment on the Series A Preferred Stock, dividends for all dividend payment periods of the Series A Preferred Stock ending on or before the dividend payment date of such parity stock, ratably in proportion to the respective amounts of dividends accumulated and unpaid through such dividend payment period of the Series A Preferred Stock and accumulated and unpaid or payable on such parity stock through the dividend payment period on such parity stock next preceding such dividend payment date. In the event that full cumulative dividends on the Series A Preferred Stock have not been declared and paid or set apart for payment when due, the Company shall not declare or pay or set apart for payment any dividends or make any other distributions on, or make any payment on account of the purchase, redemption or other retirement of, any other class of stock or series thereof of the Company ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series A Preferred Stock until full cumulative dividends on the Series A Preferred Stock shall have been declared and paid or set apart for payment; *provided, however,* that the foregoing shall not apply to (i) any dividend payable solely in any shares of stock ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series A Preferred Stock, or (ii) the acquisition of shares of any stock ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series A Preferred Stock either (A) pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Company or any subsidiary of the Company heretofore or hereafter adopted or (B) in exchange solely for shares of any other stock ranking junior to the Series A Preferred Stock.

3. Voting Rights. The holders of the shares of Series A Preferred Stock shall have the following voting rights:

(a) The holders of Series A Preferred Stock shall, if the holder is a Farm Bureau organization as defined in Section 9 hereof, be entitled to vote on all matters submitted to a vote of the holders of Class A Common Stock of the Company, voting together with the holders of Class A Common Stock as one class. Each share of the Series A Preferred Stock shall be entitled to one vote, adjusted as provided in Section 7 hereof. Notwithstanding the preceding provisions of this paragraph 3(a), the voting rights of the Series A Preferred Stock specified in this paragraph 3(a) shall terminate automatically in the event such Series A Preferred Stock shall cease to be beneficially owned directly or indirectly, by a Farm Bureau organization as defined in Section 9 hereof, with respect to the shares ceasing to be so owned.

(b) Except as otherwise required by the Iowa Business Corporation Act or set forth herein, holders of Series A Preferred Stock shall have no special voting rights as a separate voting group and their consent shall not be required (except to the extent they are entitled to vote with holders of Class A Common Stock as set forth herein) for the taking of any corporate action; provided, however, that the vote of at least a majority of the outstanding shares of Series A Preferred Stock, voting as a separate voting group, shall be necessary to adopt any alteration, amendment or repeal of any provision of the Restated Articles of Incorporation of the Company, as amended, or this Resolution (including any such alteration, amendment or repeal effected by any merger or consolidation in which the Company is the surviving or resulting corporation) if such amendment, alteration or repeal would alter or change the powers, preferences or special rights of the shares of Series A Preferred Stock so as to affect them adversely.

4. Liquidation, Dissolution or Winding-up.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, the holders of shares of Series A Preferred Stock shall be entitled to receive out of the assets of the Company which remain after the debts or obligations of the Company have been paid and which are available for payment to stockholders and subject to the rights of the holders of stock of the Company ranking senior to or on a parity with the Series A Preferred Stock in respect of distributions upon liquidation, dissolution or winding-up of the Company, before any amount shall be paid or distributed among the holders of Common Stock or any other shares ranking junior to the Series A Preferred Stock in respect of distributions upon liquidation, dissolution or winding-up of the Company, liquidating distributions in cash in the amount of Twenty Dollars (\$20.00) per share, plus an amount in cash equal to all accrued and unpaid dividends thereon to the date fixed for distribution. If upon any liquidation,

dissolution or winding-up of the Company, the amounts payable with respect to the Series A Preferred Stock and any other stock ranking as to any such distribution on a parity with the Series A Preferred Stock are not paid in full, the holders of the Series A Preferred Stock and such other stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. After payment of the full amount to which they are entitled as provided by the foregoing provisions of this paragraph 4(a), the holders of shares of Series A Preferred Stock shall not be entitled to any further right or claim to any of the remaining assets of the Company.

(b) Neither the merger or consolidation of the Company with or into any other corporation, nor the merger or consolidation of any other corporation with or into the Company, nor the sale, transfer, exchange or lease of all or any portion of the assets of the Company, shall be deemed to be a dissolution, liquidation or winding-up of the affairs of the Company for purposes of this Section 4, but the holders of Series A Preferred Stock shall nevertheless be entitled in the event of any such merger or consolidation to the rights provided by Section 6 hereof.

© Written notice of any voluntary or involuntary liquidation, dissolution or winding-up of the Company, stating the payment date or dates when, and the place or places where, the amounts distributable to holders of Series A Preferred Stock in such circumstances shall be payable, shall be given by first-class mail, postage prepaid, mailed not less than twenty (20) days prior to any payment date stated therein, to the holders of shares of Series A Preferred Stock at the address shown on the books of the Company or any transfer agent for the Series A Preferred Stock.

5. Redemption at the Option of the Company.

(a) Any shares of Series A Preferred Stock ceasing to be beneficially owned, directly or indirectly, by a Farm Bureau organization, shall be redeemable, in whole or in part, out of funds legally available therefor, at the option of the Company at any time after the date they ceased to be so owned by a Farm Bureau organization, at the price of Twenty Dollars (\$20.00) per share plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption (the "Redemption Price").

(b) Unless otherwise required by law, notice of redemption will be sent to the holders of Series A Preferred Stock at the address shown on the books of the Company or any transfer agent for the Series A Preferred Stock by first class mail, postage prepaid, mailed not less than twenty (20) days nor more than sixty (60) days prior to the redemption date. Each such notice shall state: (i) the redemption date; (ii) the total number of shares of the Series A Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the Redemption Price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the Redemption Price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date. Upon the date fixed for redemption, the Company shall set aside cash funds having a value equal to the aggregate Redemption Price for the shares of Series A Preferred Stock to be redeemed. Payment of the Redemption Price shall be made by the Company within five (5) days after the date fixed for redemption upon surrender of the certificates evidencing the shares of Series A Preferred Stock so redeemed, properly endorsed or assigned for transfer.

© From and after the date fixed for redemption, and provided the Company shall have set aside funds sufficient to redeem the shares, dividends on shares of Series A Preferred Stock called for redemption will cease to accrue, such shares will no longer be deemed to be outstanding and all rights in respect of such shares of the Company shall cease, except the right to receive the Redemption Price therefor, without interest, upon surrender to the Company of the certificates evidencing such shares, properly endorsed or assigned for transfer. If less than all of the outstanding shares of Series A Preferred Stock are to be redeemed, the Company shall redeem a portion of the shares of each holder which is not a Farm Bureau organization determined pro rata based on the number of shares held by each such holder.

6. Consolidation, Merger, etc.

(a) In the event that the Company shall consummate any consolidation or merger or similar transaction, however named, pursuant to which the outstanding shares of Class A Common Stock are by operation of law exchanged solely for or changed, reclassified or converted solely into stock of any successor or resulting company (including the Company), and, if applicable, for a cash payment in lieu of fractional shares, if any, the shares of Series A Preferred Stock shall be assumed by and shall become preferred stock of such successor or resulting company, having in respect of such company insofar as possible the same powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereon, that the Series A Preferred Stock had immediately prior to such transaction. The rights of the Series A Preferred Stock as preferred stock of such successor or resulting company shall successively be subject to adjustments pursuant to Section 7 hereto after any such transaction as nearly equivalent to the adjustments provided for by such section prior to such transaction. The Company shall not consummate any such merger, consolidation or similar transaction unless all then outstanding shares of the Series A Preferred Stock shall be assumed and authorized by the successor or resulting company as aforesaid.

(b) In the event the Company shall enter into any agreement providing for any consolidation or merger or similar transaction described in paragraph (a) of this Section 6, then the Company shall as soon as practicable thereafter (and in any event at

least ten (10) business days before consummation of such transaction) give notice of such agreement and the material terms thereof to each holder of Series A Preferred Stock and each such holder shall have the right to elect, by written notice to the Company, to receive, upon consummation of such transaction (if and when such transaction is consummated), from the Company or the successor of the Company, in redemption and retirement of such Series A Preferred Stock, a cash payment equal to the amount payable in respect of shares of Series A Preferred Stock at the Redemption Price. No such notice of redemption shall be effective unless given to the Company prior to the close of business on the fifth business day prior to consummation of such transaction, unless the Company or the successor of the Company shall waive such prior notice, but any notice of redemption so given prior to such time may be withdrawn by notice of withdrawal given to the Company prior to the close of business on the fifth business day prior to consummation of such transaction.

7. Anti-dilution Voting Adjustments.

(a) In the event the Company shall, at any time or from time to time while any of the shares of the Series A Preferred Stock are outstanding, (i) pay any dividend or make a distribution in respect of the Class A Common Stock in shares of Class A Common Stock, (ii) subdivide the outstanding shares of Class A Common Stock, or (iii) combine the outstanding shares of Class A Common Stock into a smaller number of shares, in each case whether by reclassification of shares, recapitalization of the Company (including a recapitalization effected by a merger or consolidation to which Section 6 hereof does not apply) or otherwise, the voting rights of a share of Series A Preferred Stock in effect immediately prior to such action shall be adjusted by multiplying such voting right by a fraction, the numerator of which is the number of shares of Class A Common Stock outstanding immediately before such event and the denominator of which is the number of shares of Class A Common Stock outstanding immediately after such event. An adjustment made pursuant to this paragraph 7(a) shall be given effect, upon declaration of such a dividend or distribution, as of the record date for the determination of shareholders entitled to receive such dividend or distribution (on a retroactive basis) and in the case of a subdivision or combination shall become effective immediately as of the effective date thereof.

(b) Notwithstanding any other provisions of this Section 7, the Company shall not be required to make any adjustment of the voting rights of Series A Preferred Stock unless such adjustment would require an increase or decrease of at least one percent (1%) in the voting rights. Any lesser adjustment shall be carried forward and shall be made no later than the time of, and together with, the next subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to an increase or decrease of at least one percent (1%) in the voting rights.

© If the Company shall make any dividend or distribution of the Class A Common Stock or issue any Class A Common Stock, other capital stock or other security of the Company or any rights or warrants to purchase or acquire any such security, which transaction does not result in an adjustment to the voting rights pursuant to the foregoing provisions of this Section 7, the Board of Directors of the Company shall consider whether such action is of such a nature that an adjustment to the voting rights should equitably be made in respect of such transaction. If in such case the Board of Directors of the Company determines that an adjustment to the voting rights should be made, an adjustment shall be made effective as of such date, as determined by the Board of Directors of the Company. The determination of the Board of Directors of the Company as to whether an adjustment to the voting rights of the Series A Preferred Stock should be made pursuant to the foregoing provisions of this paragraph 7©, and, if so, as to what adjustment should be made and when, shall be final and binding on the Company and all stockholders of the Company.

(d) Whenever an adjustment to the voting rights of the Series A Preferred Stock is required pursuant to this Resolution, the Company shall forthwith place on file with the transfer agent for the Class A Common Stock and the Series A Preferred Stock if there be one, and with the Secretary of the Company, a statement signed by two officers of the Company stating the voting rights (as appropriately adjusted), of the Series A Preferred Stock. Such statement shall set forth in reasonable detail such facts as shall be necessary to show the reason and the manner of computing such adjustment. Promptly after each adjustment to the voting rights of the Series A Preferred Stock, the Company shall mail a notice thereof to each holder of shares of the Series A Preferred Stock.

8. Ranking; Retirement of Shares.

(a) The Series A Preferred Stock shall rank senior to the Class A Common Stock and the Class B Common Stock as to the payment of dividends and the distribution of assets upon liquidation, dissolution and winding-up of the Company, and, unless otherwise provided in the Restated Articles of Incorporation of the Company, or a Certificate of Designations relating to any other series of preferred stock of the Company, the Series A Preferred Stock shall rank on a parity with all other series of the Company's Preferred Stock, as to the payment of dividends and the distribution of assets on liquidation, dissolution or winding-up.

(b) Any shares of Series A Preferred Stock acquired by the Company by reason of the redemption of such shares as provided by this Resolution, or otherwise so acquired, shall be retired as shares of Series A Preferred Stock and restored to the status of authorized but unissued shares of preferred stock of the Company, undesignated as to series, and may thereafter be reissued as part of a new series of such preferred stock as permitted by law.

9. Definition of Farm Bureau Organization.

For purposes of this Resolution, "Farm Bureau organization" shall mean (i) the American Farm Bureau Federation, an Illinois not for profit corporation formed to promote agriculture and to correlate and strengthen various state Farm Bureau federations, county Farm Bureau organizations and any other state organizations controlled by or under common control with any such federation or organization; and (ii) the state Farm Bureau federations, the county Farm Bureau organizations, and all corporations, partnerships, and other entities controlled by or under common control with the American Farm Bureau Federation, any state Farm Bureau federation, or any county Farm Bureau organization, or entity authorized by the American Farm Bureau to use the trade-names, "Farm Bureau" or "FB" in its name or operations.

10. Miscellaneous.

(a) All notices referred to herein shall be in writing, and all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three (3) business days after the mailing thereof if sent by registered mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Resolution) with postage prepaid, addressed: (i) if to the Company, to its office at 5400 University Avenue, West Des Moines, Iowa 50266 (Attention: Secretary) or other agent of the Company designated as permitted by this Resolution, or (ii) if to any holder of the Series A Preferred Stock or Class A Common Stock, as the case may be, to such holder at the address of such holder as listed in the stock record books of the Company (which may include the records of any transfer agent for the Series A Preferred Stock or Class A Common Stock, as the case may be), or (iii) to such other address as the Company or any such holder, as the case may be, shall have designated by notice similarly given.

(b) The term "Class A Common Stock" as used in this Resolution means the Company's no par value Class A Common Stock, as the same exists at the date of filing of a Certificate of Designations relating to the Series A Preferred Stock, or any other class of stock resulting from successive changes or reclassifications of such Class A Common Stock consisting solely of changes in par value, or from par value to no par value or from no par value to par value.

© The Company shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Series A Preferred Stock or certificates representing such shares or securities. The Company shall not, however, be required to pay any such tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of Series A Preferred Stock in a name other than that in which the shares of Series A Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any person with respect to any such shares or securities other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the person otherwise entitled to such issuance, delivery or payment has paid to the Company the amount of any such tax or has established, to the satisfaction of the Company, that such tax has been paid or is not payable.

(d) Unless otherwise provided in the Restated Articles of Incorporation of the Company, all payments in the form of dividends, distributions on voluntary or involuntary dissolution, liquidation or winding-up or otherwise made upon the shares of Series A Preferred Stock and any other stock ranking on a parity with the Series A Preferred Stock with respect to such dividend or distribution shall be made pro rata, so that amounts paid per share on the Series A Preferred Stock and such other stock shall in all cases bear to each other the same ratio that the required dividends, distributions or payments, as the case may be, then payable per share on the shares of the Series A Preferred Stock and such other stock bear to each other.

(e) The Company may (but shall not be required to) appoint, and from time to time discharge and change, a transfer agent for the Series A Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Company shall send notice thereof by first-class mail, postage prepaid, to each holder of record of Series A Preferred Stock.

FURTHER RESOLVED, that the Chairman of the Board, the Chief Executive Officer, any Vice President, the Secretary, or the Treasurer of the Company be, and hereby is, authorized for and on behalf of the Company, to perform any and all acts and execute any and all documents necessary or advisable to effectuate the foregoing Resolution.

3. The date of adoption of the amendment was April 29, 1996.

4. The amendment was duly adopted and approved by the board of directors without shareholder approval, pursuant to Section 1002 of the Iowa Business Corporation Act.

5. This document is effective at the time of filing on the date of filing as evidenced by the endorsement of the Iowa Secretary of State.

FBL FINANCIAL GROUP, INC.

By /s/ Stephen M. Morain
Stephen M. Morain, Senior Vice

Certificate of Designations - Series B Cumulative Voting Preferred Stock of FBL Financial Group, Inc.

Pursuant to Section 490.602 of the Iowa Code (1995)

RESOLVED, that pursuant to the authority vested in the Board of Directors of FBL Financial Group, Inc. (the "Company") in accordance with the provisions of its Restated Articles of Incorporation, a series of Preferred Stock of the Company, be and hereby is, authorized to be issued with voting powers, designations, preferences, and other special rights, qualifications, limitations and restrictions as follows:

1. Designation and Amount; Restricted Transfer Issue.

(a) The shares of this series of Preferred Stock shall be designated as Series B Cumulative Voting Preferred Stock with no par value (hereinafter referred to as "Series B Preferred Stock") and the number of shares constituting this series shall be five million (5,000,000).

(b) Shares of Series B Preferred Stock shall be initially issued only to a Farm Bureau organization as defined in Section 9 hereof. In the event any shares of Series B Preferred Stock shall, as a result of any transfer or otherwise, cease to be beneficially owned, directly or indirectly by a Farm Bureau organization, the shares of Series B Preferred Stock ceasing to be so owned shall immediately and without any further action by the Company or the holder thereof, become subject to redemption by the Company, at the option of the Company, pursuant to Section 5 hereof. Certificates representing shares of Series B Preferred Stock shall be legended to reflect such right of redemption.

2. Dividends and Distributions.

(a) Subject to the provision for adjustment hereinafter set forth, the holders of shares of Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Company out of funds legally available therefor, cumulative cash dividends ("Series B Dividends") in an amount per share equal to Three Cents (\$.03) per share per annum, payable quarterly, one-fourth on the last day of March, June, September and December (each a "Dividend Payment Date"), to holders of record at the start of business on such Dividend Payment Date. In the event that any Dividend Payment Date shall fall on any day other than a business day, the dividend payment due on such Dividend Payment Date shall be paid on the business day immediately preceding such Dividend Payment Date. Series B Dividends shall begin to accrue on outstanding shares of Series B Preferred Stock from the date of issuance of such shares of Series B Preferred Stock. Series B Dividends shall accrue on a daily basis whether the Company shall have earnings or surplus at the time. Series B Dividends accrued for any period less than a full quarterly period shall be computed on the basis of a 360-day year of 30-day months. Accrued but unpaid Series B Dividends shall cumulate as of the Dividend Payment Date on which they first become payable, but no interest shall accrue on accumulated but unpaid Series B Dividends.

(b) So long as any Series B Preferred Stock shall be outstanding, no dividend shall be declared or paid or set apart for payment on any other series of stock ranking on a parity with the Series B Preferred Stock as to dividends, unless there shall also be or have been declared or paid or set apart for payment on the Series B Preferred Stock, dividends for all dividend payment periods of the Series B Preferred Stock ending on or before the dividend payment date of such parity stock, ratably in proportion to the respective amounts of dividends accumulated and unpaid through such dividend payment period of the Series B Preferred Stock and accumulated and unpaid or payable on such parity stock through the dividend payment period on such parity stock next preceding such dividend payment date. In the event that full cumulative dividends on the Series B Preferred Stock have not been declared and paid or set apart for payment when due, the Company shall not declare or pay or set apart for payment any dividends or make any other distributions on, or make any payment on account of the purchase, redemption or other retirement of, any other class of stock or series thereof of the Company ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series B Preferred Stock until full cumulative dividends on the Series B Preferred Stock shall have been declared and paid or set apart for payment; provided, however, that the foregoing shall not apply to (i) any dividend payable solely in any shares of stock ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series B Preferred Stock, or (ii) the acquisition of shares of any stock ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Company, junior to the Series B Preferred Stock either (A) pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Company or any subsidiary of the Company heretofore or hereafter adopted or (B) in exchange solely for shares of any other stock ranking junior to the Series B Preferred Stock.

3. Voting Rights. The holders of the shares of Series B Preferred Stock shall have the following voting rights:

(a) The holders of Series B Preferred Stock shall, if the holder is a Farm Bureau organization as defined in Section 9 hereof, be entitled to vote on all matters submitted to a vote of the holders of Class A Common Stock of the Company, voting together

with the holders of Class A Common Stock as one class. Each share of the Series B Preferred Stock shall be entitled to one vote, adjusted as provided in Section 9 hereof. Notwithstanding the preceding provisions of this paragraph 3(a), the voting rights of the Series B Preferred Stock specified in this paragraph 3(a) shall terminate automatically in the event such Series B Preferred Stock shall cease to be beneficially owned directly or indirectly, by a Farm Bureau organization as defined in Section 9 hereof, with respect to the shares ceasing to be so owned.

(b) Except as otherwise required by the Iowa Business Corporation Act or set forth herein, holders of Series B Preferred Stock shall have no special voting rights as a separate voting group and their consent shall not be required (except to the extent they are entitled to vote with holders of Class A Common Stock as set forth herein) for the taking of any corporate action; provided, however, that the vote of at least a majority of the outstanding shares of Series B Preferred Stock, voting as a separate voting group, shall be necessary to adopt any alteration, amendment or repeal of any provision of the Restated Articles of Incorporation of the Company, as amended, or this certificate (including any such alteration, amendment or repeal effected by any merger or consolidation in which the Company is the surviving or resulting corporation) if such amendment, alteration or repeal would alter or change the powers, preferences or special rights of the shares of Series B Preferred Stock so as to affect them adversely.

4. Liquidation, Dissolution or Winding-up.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, the holders of shares of Series B Preferred Stock shall be entitled to receive out of the assets of the Company which remain after the debts or obligations of the Company have been paid and which are available for payment to stockholders and subject to the rights of the holders of stock of the Company ranking senior to or on a parity with the Series B Preferred Stock in respect of distributions upon liquidation, dissolution or winding-up of the Company, before any amount shall be paid or distributed among the holders of Common Stock or any other shares ranking junior to the Series B Preferred Stock in respect of distributions upon liquidation, dissolution or winding-up of the Company, liquidating distributions in cash in the amount of Sixty Cents (\$.60) per share, plus an amount in cash equal to all accrued and unpaid dividends thereon to the date fixed for distribution. If upon any liquidation, dissolution or winding-up of the Company, the amounts payable with respect to the Series B Preferred Stock and any other stock ranking as to any such distribution on a parity with the Series B Preferred Stock are not paid in full, the holders of the Series B Preferred Stock and such other stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. After payment of the full amount to which they are entitled as provided by the foregoing provisions of this paragraph 4(a), the holders of shares of Series B Preferred Stock shall not be entitled to any further right or claim to any of the remaining assets of the Company.

(b) Neither the merger or consolidation of the Company with or into any other corporation, nor the merger or consolidation of any other corporation with or into the Company, nor the sale, transfer, exchange or lease of all or any portion of the assets of the Company, shall be deemed to be a dissolution, liquidation or winding-up of the affairs of the Company for purposes of this Section 4, but the holders of Series B Preferred Stock shall nevertheless be entitled in the event of any such merger or consolidation to the rights provided by Section 6 hereof.

© Written notice of any voluntary or involuntary liquidation, dissolution or winding-up of the Company, stating the payment date or dates when, and the place or places where, the amounts distributable to holders of Series B Preferred Stock in such circumstances shall be payable, shall be given by first-class mail, postage prepaid, mailed not less than twenty (20) days prior to any payment date stated therein, to the holders of shares of Series B Preferred Stock at the address shown on the books of the Company or any transfer agent for the Series B Preferred Stock.

5. Redemption at the Option of the Company.

(a) Any shares of Series B Preferred Stock ceasing to be beneficially owned, directly or indirectly, by a Farm Bureau organization, shall be redeemable, in whole or in part, out of funds legally available therefor, at the option of the Company at any time after the date they ceased to be so owned by a Farm Bureau organization, at the price of Sixty Cents (\$.60) per share plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption (the "Redemption Price").

(b) On and after the date when less than Ten Percent (10%) of the Class A Common Stock of the Company is owned, directly or indirectly, by a Farm Bureau organization, any shares of Series B Preferred Stock shall be redeemable, in whole or in part, out of funds legally available therefor, at the option of the Company at any time at the Redemption Price.

© Unless otherwise required by law, notice of redemption will be sent to the holders of Series B Preferred Stock at the address shown on the books of the Company or any transfer agent for the Series B Preferred Stock by first class mail, postage prepaid, mailed not less than twenty (20) days nor more than sixty (60) days prior to the redemption date. Each such notice shall state: (i) the redemption date; (ii) the total number of shares of the Series B Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the Redemption Price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the Redemption Price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date. Upon

the date fixed for redemption, the Company shall set aside cash funds having a value equal to the aggregate Redemption Price for the shares of Series B Preferred Stock to be redeemed. Payment of the Redemption Price shall be made by the Company within five (5) days after the date fixed for redemption upon surrender of the certificates evidencing the shares of Series B Preferred Stock so redeemed, properly endorsed or assigned for transfer.

(d) From and after the date fixed for redemption, and provided the Company shall have set aside funds sufficient to redeem the shares, dividends on shares of Series B Preferred Stock called for redemption will cease to accrue, such shares will no longer be deemed to be outstanding and all rights in respect of such shares of the Company shall cease, except the right to receive the Redemption Price therefor, without interest, upon surrender to the Company of the certificates evidencing such shares, properly endorsed or assigned for transfer. If less than all of the outstanding shares of Series B Preferred Stock are to be redeemed, the Company shall redeem a portion of the shares of each holder which is not a Farm Bureau organization determined pro rata based on the number of shares held by each such holder.

6. Consolidation, Merger, etc.

(a) In the event that the Company shall consummate any consolidation or merger or similar transaction, however named, pursuant to which the outstanding shares of Class A Common Stock are by operation of law exchanged solely for or changed, reclassified or converted solely into stock of any successor or resulting company (including the Company), and, if applicable, for a cash payment in lieu of fractional shares, if any, the shares of Series B Preferred Stock shall be assumed by and shall become preferred stock of such successor or resulting company, having in respect of such company insofar as possible the same powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereon, that the Series B Preferred Stock had immediately prior to such transaction. The rights of the Series B Preferred Stock as preferred stock of such successor or resulting company shall successively be subject to adjustments pursuant to Section 7 hereto after any such transaction as nearly equivalent to the adjustments provided for by such section prior to such transaction. The Company shall not consummate any such merger, consolidation or similar transaction unless all then outstanding shares of the Series B Preferred Stock shall be assumed and authorized by the successor or resulting company as aforesaid.

(b) In the event the Company shall enter into any agreement providing for any consolidation or merger or similar transaction described in paragraph (a) of this Section 6, then the Company shall as soon as practicable thereafter (and in any event at least ten (10) business days before consummation of such transaction) give notice of such agreement and the material terms thereof to each holder of Series B Preferred Stock and each such holder shall have the right to elect, by written notice to the Company, to receive, upon consummation of such transaction (if and when such transaction is consummated), from the Company or the successor of the Company, in redemption and retirement of such Series B Preferred Stock, a cash payment equal to the amount payable in respect of shares of Series B Preferred Stock at the Redemption Price. No such notice of redemption shall be effective unless given to the Company prior to the close of business on the fifth business day prior to consummation of such transaction, unless the Company or the successor of the Company shall waive such prior notice, but any notice of redemption so given prior to such time may be withdrawn by notice of withdrawal given to the Company prior to the close of business on the fifth business day prior to consummation of such transaction.

7. Anti-dilution Voting Adjustments.

(a) In the event the Company shall, at any time or from time to time while any of the shares of the Series B Preferred Stock are outstanding, (i) pay any dividend or make a distribution in respect of the Class A Common Stock in shares of Class A Common Stock, (ii) subdivide the outstanding shares of Class A Common Stock, or (iii) combine the outstanding shares of Class A Common Stock into a smaller number of shares, in each case whether by reclassification of shares, recapitalization of the Company (including a recapitalization effected by a merger or consolidation to which Section 6 hereof does not apply) or otherwise, the voting rights of a share of Series B Preferred Stock in effect immediately prior to such action shall be adjusted by multiplying such voting right by a fraction, the numerator of which is the number of shares of Class A Common Stock outstanding immediately before such event and the denominator of which is the number of shares of Class A Common Stock outstanding immediately after such event. An adjustment made pursuant to this paragraph 7(a) shall be given effect, upon declaration of such a dividend or distribution, as of the record date for the determination of shareholders entitled to receive such dividend or distribution (on a retroactive basis) and in the case of a subdivision or combination shall become effective immediately as of the effective date thereof.

(b) Notwithstanding any other provisions of this Section 7, the Company shall not be required to make any adjustment of the voting rights of Series B Preferred Stock unless such adjustment would require an increase or decrease of at least one percent (1%) in the voting rights. Any lesser adjustment shall be carried forward and shall be made no later than the time of, and together with, the next subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to an increase or decrease of at least one percent (1%) in the voting rights.

© If the Company shall make any dividend or distribution of the Class A Common Stock or issue any Class A Common Stock, other capital stock or other security of the Company or any rights or warrants to purchase or acquire any such security, which transaction does not result in an adjustment to the voting rights pursuant to the foregoing provisions of this Section 7, the

Board of Directors of the Company shall consider whether such action is of such a nature that an adjustment to the voting rights should equitably be made in respect of such transaction. If in such case the Board of Directors of the Company determines that an adjustment to the voting rights should be made, an adjustment shall be made effective as of such date, as determined by the Board of Directors of the Company. The determination of the Board of Directors of the Company as to whether an adjustment to the voting rights of the Series B Preferred Stock should be made pursuant to the foregoing provisions of this paragraph 7©, and, if so, as to what adjustment should be made and when, shall be final and binding on the Company and all stockholders of the Company.

(d) Whenever an adjustment to the voting rights of the Series B Preferred Stock is required pursuant to this Resolution, the Company shall forthwith place on file with the transfer agent for the Class A Common Stock and the Series B Preferred Stock if there be one, and with the Secretary of the Company, a statement signed by two officers of the Company stating the voting rights (as appropriately adjusted), of the Series B Preferred Stock. Such statement shall set forth in reasonable detail such facts as shall be necessary to show the reason and the manner of computing such adjustment, including any determination of Fair Market Value involved in such computation. Promptly after each adjustment to the voting rights of the Series B Preferred Stock, the Company shall mail a notice thereof to each holder of shares of the Series B Preferred Stock.

8. Ranking; Retirement of Shares.

(a) The Series B Preferred Stock shall rank senior to the Class A Common Stock and the Class B Common Stock as to the payment of dividends and the distribution of assets upon liquidation, dissolution and winding-up of the Company, and, unless otherwise provided in the Restated Articles of Incorporation of the Company, or a Certificate of Designations relating to any other series of preferred stock of the Company, the Series B Preferred Stock shall rank on a parity with all other series of the Company's Preferred Stock, as to the payment of dividends and the distribution of assets on liquidation, dissolution or winding-up.

(b) Any shares of Series B Preferred Stock acquired by the Company by reason of the redemption of such shares as provided by this Resolution, or otherwise so acquired, shall be retired as shares of Series B Preferred Stock and restored to the status of authorized but unissued shares of preferred stock of the Company, undesignated as to series, and may thereafter be reissued as part of a new series of such preferred stock as permitted by law.

9. Definition of Farm Bureau Organization.

For purposes of this Resolution, "Farm Bureau organization" shall mean (i) the American Farm Bureau Federation, an Illinois not for profit corporation formed to promote agriculture and to correlate and strengthen various state Farm Bureau federations, county Farm Bureau federations and any other state organizations controlled by or under common control with any of such federations; and (ii) the state Farm Bureau federations, the county Farm Bureau federations, and all corporations, partnerships, and other entities controlled by or under common control with the American Farm Bureau Federation, any state Farm Bureau federation, or any county Farm Bureau federation, or entity authorized by the American Farm Bureau to use the trade-names, "Farm Bureau" or "FB" in its name or operations.

10. Miscellaneous.

(a) All notices referred to herein shall be in writing, and all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three (3) business days after the mailing thereof if sent by registered mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Resolution) with postage prepaid, addressed: (i) if to the Company, to its office at 5400 University Avenue, West Des Moines, Iowa 50266 (Attention: Secretary) or other agent of the Company designated as permitted by this Resolution, or (ii) if to any holder of the Series B Preferred Stock or Class A Common Stock, as the case may be, to such holder at the address of such holder as listed in the stock record books of the Company (which may include the records of any transfer agent for the Series B Preferred Stock or Class A Common Stock, as the case may be), or (iii) to such other address as the Company or any such holder, as the case may be, shall have designated by notice similarly given.

(b) The term "Class A Common Stock" as used in this Resolution means the Company's no par value Class A Common Stock, as the same exists at the date of filing of a Certificate of Designations relating to the Series B Preferred Stock, or any other class of stock resulting from successive changes or reclassifications of such Class A Common Stock consisting solely of changes in par value, or from par value to no par value or from no par value to par value.

© The Company shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Series B Preferred Stock or certificates representing such shares or securities. The Company shall not, however, be required to pay any such tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of Series B Preferred Stock in a name other than that in which the shares of Series B Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any person with respect to any such shares or securities other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the person otherwise entitled to such issuance,

delivery or payment has paid to the Company the amount of any such tax or has established, to the satisfaction of the Company, that such tax has been paid or is not payable.

(d) Unless otherwise provided in the Restated Articles of Incorporation of the Company, all payments in the form of dividends, distributions on voluntary or involuntary dissolution, liquidation or winding-up or otherwise made upon the shares of Series B Preferred Stock and any other stock ranking on a parity with the Series B Preferred Stock with respect to such dividend or distribution shall be made pro rata, so that amounts paid per share on the Series B Preferred Stock and such other stock shall in all cases bear to each other the same ratio that the required dividends, distributions or payments, as the case may be, then payable per share on the shares of the Series B Preferred Stock and such other stock bear to each other.

(e) The Company may (but shall not be required to) appoint, and from time to time discharge and change, a transfer agent for the Series B Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Company shall send notice thereof by first-class mail, postage prepaid, to each holder of record of Series B Preferred Stock.

FURTHER RESOLVED, that the Chief Executive Officer, any Vice President, the Secretary, or the Treasurer of the Company be, and hereby is, authorized for and on behalf of the Company, to perform any and all acts and execute any and all documents necessary or advisable to effectuate the foregoing Resolution.

3. The date of adoption of the amendment was May 30, 1997.

4. The amendment was duly adopted and approved by the board of directors without shareholder approval, pursuant to Section 1002 of the Iowa Business Corporation Act.

5. This document is effective at the time of filing on the date of filing as evidenced by the endorsement of the Iowa Secretary of State.

FBL FINANCIAL GROUP, INC.

By /s/ William J. Oddy
William J. Oddy, Chief Operating Officer

ARTICLES OF CORRECTION - Relating to the Articles of Amendment Certificate of Designations - Series B Cumulative Voting Preferred Stock

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 124 of the Iowa Business Corporation Act, the undersigned Corporation adopts the following Articles of Correction.

1. The name of the Corporation is FBL Financial Group, Inc..

2. The title of the document to be corrected is: "Articles of Amendment, Certificate of Designations, Series B Cumulative Voting Preferred Stock." A copy of the document to be corrected is attached.

3. The document to be corrected was filed by the Iowa Secretary of State on May 30, 1997.

4. The incorrect statement in the document to be corrected is Section 7(a).

5. The reason that the document is incorrect is that said Section 7(a) erroneously included the following statement describing a fraction in which the numerator and the denominator were inadvertently reversed: "a fraction, the numerator of which is the number of shares of Class A Common Stock outstanding immediately before such event and the denominator of which is the number of shares of Class A Common Stock outstanding immediately after such event."

6. The corrected statement of the document is as follows:

The description of the fraction should be revised. With this correction, Section 7(a) shall read as follows:

"(a) In the event the Company shall, at any time or from time to time while any of the shares of the Series B Preferred Stock are outstanding, (i) pay any dividend or make a distribution in respect of the Class A Common Stock in shares of Class A Common Stock, (ii) subdivide the outstanding shares of Class A Common Stock, or (iii) combine the outstanding shares of Class A Common Stock into a smaller number of shares, in each case whether by reclassification of shares, recapitalization of the Company (including a recapitalization effected by a merger or consolidation to which Section 6 hereof does not apply) or otherwise, the voting rights of a share of Series B Preferred Stock in effect immediately prior to such action shall be adjusted by multiplying such voting right by a

fraction, the numerator of which is the number of shares of Class A Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Class A Common Stock outstanding immediately before such event. An adjustment made pursuant to this paragraph 7(a) shall be given effect, upon declaration of such a dividend or distribution, as of the record date for the determination of shareholders entitled to receive such dividend or distribution (on a retroactive basis) and in the case of a subdivision or combination shall become effective immediately as of the effective date thereof."

7. These Articles are effective on the effective date of the document they correct, except as to persons relying on the incorrect document and adversely affected by the correction. As to those persons, these Articles are effective on the date of filing, as evidenced by the endorsement of the Iowa Secretary of State.

FBL FINANCIAL GROUP, INC.

By /s/ William J. Oddy
William J. Oddy,
Chief Operating Officer

Amendments to Article VII and Article VIII

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment (s) to the Corporation's Articles of Incorporation.

1. The name of the corporation is FBL Financial Group, Inc.
2. Article VII is amended and restated in its entirety to read as follows:

ARTICLE VII PERSONAL LIABILITY OF DIRECTORS

A director of this Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of section 490.833 of the Code of Iowa; and (4) an intentional violation of criminal law. No amendments to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of said Director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its shareholders, then the liability of a Director of this Corporation shall be automatically eliminated or limited to the full extent then permitted without further action of the Corporation or its Board of Directors. The Directors of this Corporation have agreed to serve and assume the duties of Directors in reliance upon the provisions of this Article.

Article VIII is amended and restated in its entirety to read as follows:

ARTICLE VIII INDEMNIFICATION OF DIRECTORS

Each individual who is or was a Director of the Corporation (and the heirs, executors, personal representatives of administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. An Indemnitee shall be indemnified by the Corporation for any action taken, or failure to take any action, as a director, except liability for (1) receipt of a financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the Corporation or its shareholders; (3) a violation of section 490.833 of the Code of Iowa; and (4) an intentional violation of criminal law. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. This Article shall prevail over any inconsistent bylaw or

resolution adopted by the Corporation.

3. The date of adoption of the amendment was May 14, 2003.

4. The amendment was approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting is as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON AMENDMENT	VOTES REPRESENTED AT MEETING
Class A Common Stock; Series B Preferred Stock, and Series C Preferred Stock	35,048,537	40,048,537	38,278,607
Class B Common Stock	1,192,990	1,192,990	1,183,590

5A. The total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Class A Common Stock; Series B Preferred Stock, and Series C Preferred Stock	38,119,423	134,858
Class B Common Stock	1,183,590	0

The number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FBL FINANCIAL GROUP, INC.

By /s/ William J. Oddy
William J. Oddy, Chief Executive Officer
Date: May 14, 2003

Amendment to Article VI

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment (s) to the Corporation's Articles of Incorporation.

1. The name of the corporation is FBL Financial Group, Inc.

2. Sections 2, 3 and 4 of Article VI are amended to read as follows:

2. Number: The number of Class A Directors of the Corporation shall be not less than eight (8) nor more than ten (10). The number of Class B Directors of the Corporation shall be not less than five (5) nor more than seven (7). The number of Class B Directors of the Corporation shall be not less than three (3) less than the number of Class A Directors of the Corporation.

3. Class A Director Qualification and Removal. Not less than eight (8) nor more than ten (10) Class A Directors (the exact number to be set from time to time by resolution of the Board of Directors) shall be elected annually by the holders of the Class A Common Stock. Class A Directors may be removed without cause by the holders of a majority of the outstanding Class A Common Stock.

4. Class B Director Qualifications and Removal. Not less than five (5) nor more than seven (7) Class B Directors (the exact number to be set from time to time by the terms of an agreement among the Class B Common Stockholders) shall be elected annually by the holders of the Class B Common Stock. Class B Directors may be removed without cause by the holders of a majority of the outstanding Class B Common Stock.

3. The date of adoption of the amendment was May 14, 2004.

4. The amendment was approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting is as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON AMENDMENT	VOTES REPRESENTED AT MEETING
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Class A Common Stock; Class B Common Stock; Series B Preferred Stock, and Series C Preferred Stock	35,277,681	40,227,681	39,281,992
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4A. The total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Class A Common Stock; Class B Common Stock; Series B Preferred Stock, and Series C Preferred Stock	39,177,758	149,320

The number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FBL FINANCIAL GROUP, INC.

/s/ William J. Oddy
William J. Oddy, Chief Executive Officer
Date: May 14, 2004