Article I
Meeting of Shareholders

A. Annual Meeting – The Company shall hold an annual meeting of shareholders as follows:

1. The meeting shall be held at the principal office of the Company or at such other location in or outside the State of Wisconsin as designated in the notice for the annual meeting.

2. The purpose of the meeting shall be to elect directors and to transact such business as may properly be brought before the meeting.

3. The meeting shall be held during the first quarter of the year, or at such time as designated by the Directors.

B. Special Meetings – The Company may hold special meetings of the shareholders as follows:

1. Special meetings may be called by the written request of the holders of at least twenty-five percent (25%) of the capital stock of the Company entitled to vote on the issues to be considered or may be called by the Board of Directors or the President.

2. Special meetings of the shareholders may be held at the principal office of the Company or at such other place in or outside the State of Wisconsin as may be designated in the notice.

3. Only the business prescribed in the meeting notice shall be conducted at a special meeting.

C. Notice of Meetings – The notice for the Annual or Special meetings of the shareholders shall be given by the President, Chairman of the Board or Corporate Secretary and shall be in accordance with the following:

1. The notice shall contain the date, time, place and purpose of the meeting and shall be provided not less than ten (10) nor more than fifty (50) days prior to the meeting.

2. Notice shall be given by any lawful means of communications to each shareholder of record as determined in accordance with Article I Section H.

3. A shareholder may waive any notice required by these Bylaws, the Articles of Incorporation, or applicable statues. The waiver shall be in writing and signed by the shareholder entitled to the notice. The waiver shall be delivered to the Company and included in the corporate records.

4. If an annual or special shareholders meeting is adjourned to a different date, time or place, the Company is not required to give notice of the change provided the change was announced at the meeting before the adjournment.

D. Shareholders List for Meeting – A complete list of the shareholders entitled to vote at a scheduled meeting shall be prepared by the Corporate Secretary or other officer of the Company having charge of the stock ledger. The list shall be arranged by class or series of shares and show the address of and number of shares held by each shareholder. The list shall be maintained open to inspection by any shareholder or shareholder's designee during ordinary business hours beginning on the day notice of the meeting is given and continuing through the meeting at the Company's principal office or at the place where the meeting will be held.

E. Voting Entitlement – Each issued and outstanding share, regardless of class, shall be entitled to one vote on each matter voted on at a shareholders meeting.

F. Proxies – A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form, either personally or by their attorney in fact. The appointment shall be effective for a period of eleven (11) months beginning when received by the Corporate Secretary or other officer or agent of the Company authorized to tabulate votes, unless otherwise stated in the appointment.

G. Quorum and Voting Requirements – A quorum for all meetings of shareholders shall consist of a majority of the holders of record of the issued and outstanding shares of stock of the Company, entitled to vote at the meeting whether present in person or by proxy. Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, any matters coming before any meeting of the shareholders shall be approved if the number of votes cast in favor of the action exceed the number of votes cast against the action.

H. Record Date – The record date for determining shareholders entitled to vote at any meeting or adjournment thereof shall be the close of business on the day before notice is given.

I. Closing Transfer Books – The Board of Directors shall be authorized to close the stock transfer books of the Company for a period not exceeding fifty (50) days preceding the date of any meeting of shareholders in which consent of the shareholders must be obtained, including the payment of dividends and the allotment of the rights of conversion or exchange of capital stock. In lieu of closing the stock transfer books, the Board of Directors may fix a date, not exceeding fifty (50) days preceding the date of any meeting of the shareholders as a record date. Only shareholders who are record holders on the date so fixed shall be entitled to notice of and to vote at any such meetings or adjournment thereof or to receive payment of dividend or allotment of rights, notwithstanding any transfer of shares of stock on the books of the Company after such record date.

J. Action Without Meeting – Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if action on the matter cannot be held over until the next annual meeting of the Shareholders. All such actions must be evidenced by one or more written consents describing the action taken, signed by each Shareholder having the right to vote on the proposed action and filed in the minutes of proceedings of the Shareholders.

Article II
Directors

A. Number and Qualifications – The property, affairs and business of the Company shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) members. The Board of Directors shall determine the size of the Boards. All directors shall be at least eighteen (18) years of age and the majority of members of the Board of Directors shall be citizens and residents of the United States of America.

B. Election – All directors shall be elected at the annual meeting of the shareholders by plurality vote. All directors shall be elected for one year terms and will remain in place until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

C. Chairman of the Board – The Chairman of the Board shall be elected by the Board of Directors. The Chairman of the Board shall preside at all meetings of the shareholders and Directors; discharge all the duties which devolve upon a presiding officer and perform such other duties as these Bylaws provide, or the Board of Directors may prescribe.

D. Vacancy on Board – If a vacancy occurs on the Board of Directors, the remaining directors may elect a successor to fill the unexpired term. If the directors remaining in office constitute less than a quorum of the authorized number of directors, a vacancy may be filled by an affirmative vote of a majority of all directors remaining in office.

E. Removal of Director – The shareholders may remove one or more directors with or without cause, in accordance with the following requirements:

1) A director may be removed by the shareholders only at a special meeting of the shareholders called in accordance with these Bylaws. Notice of the meeting shall state that at least one of the purposes of the meeting is removal of the director.

2) The director shall be removed by an affirmative vote of the holders of the majority of all the shares of stock outstanding and entitled to vote for the election of directors.

3) A successor may be elected by the shareholders at this special meeting. If the vacancy is not filled at the meeting, the Board of Directors may fill the vacancy in accordance with the provisions of Section D of this Article.

4) A director that is an employee of the Company will be automatically resigned from the Board when they cease to be an employee of the Company or an affiliated company.

E. Meetings – The Board of Directors may hold regular and special meetings in or outside this state, in accordance with the following:

1. The Board of Directors shall have an annual meeting as set by the Board and such other meetings as determined by the Board. Notice need not be given for the annual meeting.

2. Special meetings may be held at any time upon notice from the President, Chairman of the Board or a Chairman of the Executive Committee or a majority of the directors by any lawful means of communication provided at least forty-eight (48) hours before such meeting.

3. A meeting of the Board of Directors may be held without notice immediately following the annual meeting of shareholders.

4. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

5. The Board of Directors may permit any or all Directors to participate in regular and special meetings of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:
   a. All participating Directors may simultaneously hear each other during the meeting; and
   b. All communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

F. Quorum – A quorum of the Board of Directors shall consist of a majority of the duly elected and qualified directors. If a quorum is not present at any meeting of the directors, a majority of those present may adjourn the meeting, without further notice, until a quorum shall be obtained. Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, an affirmative vote of no less than a majority of the Directors then in office shall be required to constitute an action of the Board.

G. Indemnification – Officers and directors of the Company shall be indemnified in accordance with the following requirements:

   1. The Company shall indemnify all officers and directors against any and all liability and expenses incurred in any suit, proceeding or other action to which the director or officer becomes a party because of such position with the company unless the liability was incurred because the director or officer breached or failed to perform a duty that was owed to the Company and the breach or failure constituted any of the following:

      a. A willful failure to deal fairly with the Company or its shareholders in connection with the matter in which the director or officer had a material conflict of interest;

      b. A violation of a criminal law unless the director or officer had reasonable cause to believe that the conduct was lawful or no reasonable cause to believe that the conduct was unlawful;

      c. A transaction from which the director or officer derived an improper personal profit; or

      d. Willful misconduct.

   2. Unless otherwise provided by written agreement between the Company and the officer or director seeking indemnification, the right to indemnification shall be determined by a majority vote of the directors who are not at the time parties to the same or related proceeding.

   3. In cases where the Company is providing indemnification, the Company shall have the right to select counsel and direct the actions in the pending matter.

H. Action Without Meeting – Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if action on the matter cannot be held over until the next regular meeting of the Board of Directors. All such actions must be evidenced by one or more written consents describing the action taken, signed by each director or committee member and filed in the minutes of proceedings of the Board of Directors or committee.

I. Compensation of Directors – Directors may be allowed a fixed sum and expenses for attendance at regular and special meetings of the Board of Directors. Serving as a director shall not preclude any director from serving the Company in any other capacity and receiving compensation for such service. Members of standing committees and others who attend meetings pursuant to the direction of the Board may be allowed the same fixed sum and expenses for attending the meetings.

Article III
Committees

A. Appointment of Committees – By resolution passed by at least a majority of the Board of Directors, the Board of Directors may appoint committees for any lawful purpose. Each committee so appointed shall consist of at least three (3) directors. The powers of such committees shall be as specified in the resolution appointing the committee.

B. Committee Vacancies – Vacancies occurring in any committee for any reason shall be filled by the Board of Directors. The Board of Directors may provide by resolution that any vacancies on the committee shall be filled by the affirmative vote of a majority of the remaining committee members.

C. Committee Operations – Each committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board. The presence of a majority shall be necessary to constitute a quorum for the transaction of business. All votes of the committee shall be by affirmative vote of a majority of members present. Any action that may be taken by any committee at a meeting may be taken without a meeting if the consent is in writing, setting forth the action to be taken, and signed by all members of the committee.

D. Report to the Board – All action of any committee shall be reported to the Board of Directors at its next meeting.

E. Expenses – Members of committees duly appointed by the Board of Directors shall not receive salary for their services to the committee. The Board may pay fixed fees and expenses for attendance at any committee meetings. Nothing contained herein shall be construed to preclude any member of a committee from serving the Company in any other capacity as an officer, agent or otherwise and receiving compensation.

Article IV
Officers

A. Appointment of Officers – The Board of Directors shall appoint officers of the Company as it deems appropriate. At a minimum, the Board of Directors shall appoint a President, Treasurer and Corporate Secretary. Any two offices may be held by the same person except the office of President and Corporate Secretary and the offices of President and Vice President. However, no officer may act in more than one capacity on behalf of the Company where action by two or more officers is required.

B. Resignation and Removal of Officers – Any officer may be removed from office, with or without cause, at any time by the Board of Directors. An officer may resign at any time by delivering notice to the Company. The resignation is effective when the notice is delivered unless the notice specifies a later effective date. Officers will be automatically resigned from Office when they cease to be employees of the Company or an affiliated company.

Article V
Duties of Officers

A. President – The president shall:

1. Have general charge and control of all the business and affairs of the Company.

2. Preside at all meetings of the shareholders and in the absence of the Chairman of the Board, at the meetings of the Board of Directors;

3. From time to time secure information concerning the business and affairs of the Company and promptly provide such information to the Board of Directors;

4. Along with the Chairman of the Board and Corporate Secretary, shall have full power and authority to attend and to act at any meetings of shareholders of any corporation in which the Company may hold stock. The President may give a proxy in the name of the Company to any other person or persons who may vote the stock and exercise all rights; and

5. Have such other duties and powers as may be assigned from time to time by the Board of Directors.

B. Treasurer – The treasurer shall:

1. Have custody of all funds and securities of the Company;

2. Endorse and deposit on behalf of the Company all checks, notes and other obligations to the credit of the Company at such banks as designated by the Board of Directors;

3. Keep a full and accurate account of monies received and paid on behalf of the Company;

4. Render an account of all transactions and the financial condition of the Company as requested by the Board of Directors;

5. Provide a bond for the faithful discharge of the treasurer's duties when requested by the Board of Directors; and

6. Perform all tasks incident to the position of treasurer and as assigned from time to time by the Board of Directors.

C. Corporate Secretary – The Corporate Secretary shall:

1. Give or cause to be given notice of all meetings of shareholders and directors;

2. Attend and keep records of all votes and proceedings occurring at all shareholder, Board of Director and committee meetings as required;

3. Take an oath for the faithful discharge of duties; and

4. Perform such other duties as may be assigned from time to time by the Board of Directors.

D. Absence or Inability of Officer – In the case of absence or inability of an officer to act, the Board of Directors may from time to time delegate the powers of such officer to one of the other officers or directors or any other person they select.

Article VI
Certificates of Stock

A. Certificates – The interest of each shareholder of the Company shall be evidenced by stock certificates signed by the President and Corporate Secretary, prepared in a manner consistent with the Articles of Incorporation which shall, at a minimum state:

1. The name of the Company and its State of incorporation;

2. The number and class of shares represented by the certificate; and

3. The name of the person to whom the certificate is issued.

B. Transfer of Shares – The stock of the Company shall be transferred by the registered holder of the certificate or by an attorney authorized by the holder by a duly executed power of attorney filed with the Corporate Secretary or a transfer clerk or agent appointed as provided in Section D of this Article. The person in whose name the shares of stock are registered on the books of the Company shall be deemed to be owner for all corporate purposes. The Board may make such additional rules and regulations as it deems appropriate regarding transfer and registration of certificates for shares of capital stock of the Company.

C. Lost Certificate – In the event a certificate of stock of the Company is alleged to have been lost, destroyed or stolen, no new certificate shall be issued unless evidence can be delivered to the Company showing such loss, destruction or theft. In the event a duplicate certificate is issued, the Board of Directors may require a bond of indemnity in an amount not exceeding twice the value of the shares represented by the certificate.

D. Transfer Clerks or Agents – The Board of Directors may appoint one or more transfer clerks or agents and may require all certificates of shares to bear the signature or signatures of any of them.

Article VII
Corporate Records

A. Required Records – The Company shall keep a permanent record of the actions and proceedings of the shareholders, Board of Directors and committees of the Board.

B. Inspection of Records – Shareholders shall be allowed to inspect and copy the records of the Company to the extent allowed by statute or Board resolution

Article I
Meeting of Shareholders

A. Annual Meeting – The Company shall hold an annual meeting of shareholders as follows:

1. The meeting shall be held at the principal office of the Company or at such other location in or outside the State of Wisconsin as designated in the notice for the annual meeting.

2. The purpose of the meeting shall be to elect directors and to transact such business as may properly be brought before the meeting.

3. The meeting shall be held during the first quarter of the year, or at such time as designated by the Directors.

B. Special Meetings – The Company may hold special meetings of the shareholders as follows:

1. Special meetings may be called by the written request of the holders of at least twenty-five percent (25%) of the capital stock of the Company entitled to vote on the issues to be considered or may be called by the Board of Directors or the President.

2. Special meetings of the shareholders may be held at the principal office of the Company or at such other place in or outside the State of Wisconsin as may be designated in the notice.

3. Only the business prescribed in the meeting notice shall be conducted at a special meeting.

C. Notice of Meetings – The notice for the Annual or Special meetings of the shareholders shall be given by the President, Chairman of the Board or Corporate Secretary and shall be in accordance with the following:

1. The notice shall contain the date, time, place and purpose of the meeting and shall be provided not less than ten (10) nor more than fifty (50) days prior to the meeting.

2. Notice shall be given by any lawful means of communications to each shareholder of record as determined in accordance with Article I Section H.

3. A shareholder may waive any notice required by these Bylaws, the Articles of Incorporation, or applicable statues. The waiver shall be in writing and signed by the shareholder entitled to the notice. The waiver shall be delivered to the Company and included in the corporate records.

4. If an annual or special shareholders meeting is adjourned to a different date, time or place, the Company is not required to give notice of the change provided the change was announced at the meeting before the adjournment.

D. Shareholders List for Meeting – A complete list of the shareholders entitled to vote at a scheduled meeting shall be prepared by the Corporate Secretary or other officer of the Company having charge of the stock ledger. The list shall be arranged by class or series of shares and show the address of and number of shares held by each shareholder. The list shall be maintained open to inspection by any shareholder or shareholder's designee during ordinary business hours beginning on the day notice of the meeting is given and continuing through the meeting at the Company's principal office or at the place where the meeting will be held.

E. Voting Entitlement – Each issued and outstanding share, regardless of class, shall be entitled to one vote on each matter voted on at a shareholders meeting.

F. Proxies – A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form, either personally or by their attorney in fact. The appointment shall be effective for a period of eleven (11) months beginning when received by the Corporate Secretary or other officer or agent of the Company authorized to tabulate votes, unless otherwise stated in the appointment.

G. Quorum and Voting Requirements – A quorum for all meetings of shareholders shall consist of a majority of the holders of record of the issued and outstanding shares of stock of the Company, entitled to vote at the meeting whether present in person or by proxy. Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, any matters coming before any meeting of the shareholders shall be approved if the number of votes cast in favor of the action exceed the number of votes cast against the action.

H. Record Date – The record date for determining shareholders entitled to vote at any meeting or adjournment thereof shall be the close of business on the day before notice is given.

I. Closing Transfer Books – The Board of Directors shall be authorized to close the stock transfer books of the Company for a period not exceeding fifty (50) days preceding the date of any meeting of shareholders in which consent of the shareholders must be obtained, including the payment of dividends and the allotment of the rights of conversion or exchange of capital stock. In lieu of closing the stock transfer books, the Board of Directors may fix a date, not exceeding fifty (50) days preceding the date of any meeting of the shareholders as a record date. Only shareholders who are record holders on the date so fixed shall be entitled to notice of and to vote at any such meetings or adjournment thereof or to receive payment of dividend or allotment of rights, notwithstanding any transfer of shares of stock on the books of the Company after such record date.

J. Action Without Meeting – Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if action on the matter cannot be held over until the next annual meeting of the Shareholders. All such actions must be evidenced by one or more written consents describing the action taken, signed by each Shareholder having the right to vote on the proposed action and filed in the minutes of proceedings of the Shareholders.

Article II
Directors

A. Number and Qualifications – The property, affairs and business of the Company shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) and not more than twelve (12) persons. The Board of Directors shall determine the size of the Boards. All directors shall be at least eighteen (18) years of age and the majority of members of the Board of Directors shall be citizens and residents of the United States of America.

B. Election – All directors shall be elected at the annual meeting of the shareholders by plurality vote. All directors shall be elected for one year terms and will remain in place until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

C. Chairman of the Board – The Chairman of the Board shall be elected by the Board of Directors. The Chairman of the Board shall preside at all meetings of the shareholders and Directors; discharge all the duties which devolve upon a presiding officer and perform such other duties as these Bylaws provide, or the Board of Directors may prescribe.

D. Vacancy on Board – If a vacancy occurs on the Board of Directors, the remaining directors may elect a successor to fill the unexpired term. If the directors remaining in office constitute less than a quorum of the authorized number of directors, a vacancy may be filled by an affirmative vote of a majority of all directors remaining in office.

E. Removal of Director – The shareholders may remove one or more directors with or without cause, in accordance with the following requirements:

1) A director may be removed by the shareholders only at a special meeting of the shareholders called in accordance with these Bylaws. Notice of the meeting shall state that at least one of the purposes of the meeting is removal of the director.

2) The director shall be removed by an affirmative vote of the holders of the majority of all the shares of stock outstanding and entitled to vote for the election of directors.

3) A successor may be elected by the shareholders at this special meeting. If the vacancy is not filled at the meeting, the Board of Directors may fill the vacancy in accordance with the provisions of Section D of this Article.

4) A director that is an employee of the Company will be automatically resigned from the Board when they cease to be an employee of the Company or an affiliated company.

E. Meetings – The Board of Directors may hold regular and special meetings in or outside this state, in accordance with the following:

1. The Board of Directors shall have an annual meeting as set by the Board and such other meetings as determined by the Board. Notice need not be given for the annual meeting.

2. Special meetings may be held at any time upon notice from the President, Chairman of the Board or a Chairman of the Executive Committee or a majority of the directors by any lawful means of communication provided at least forty-eight (48) hours before such meeting.

3. A meeting of the Board of Directors may be held without notice immediately following the annual meeting of shareholders.

4. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

5. The Board of Directors may permit any or all Directors to participate in regular and special meetings of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:
   a. All participating Directors may simultaneously hear each other during the meeting; and
   b. All communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

F. Quorum – A quorum of the Board of Directors shall consist of a majority of the duly elected and qualified directors. If a quorum is not present at any meeting of the directors, a majority of those present may adjourn the meeting, without further notice, until a quorum shall be obtained. Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, an affirmative vote of no less than a majority of the Directors then in office shall be required to constitute an action of the Board.

G. Indemnification – Officers and directors of the Company shall be indemnified in accordance with the following requirements:

1. The Company shall indemnify all officers and directors against any and all liability and expenses incurred in any suit, proceeding or other action to which the director or officer becomes a party because of such position with the company unless the liability was incurred because the director or officer breached or failed to perform a duty that was owed to the Company and the breach or failure constituted any of the following:

    a. A willful failure to deal fairly with the Company or its shareholders in connection with the matter in which the director or officer had a material conflict of interest;

    b. A violation of a criminal law unless the director or officer had reasonable cause to believe that the conduct was lawful or no reasonable cause to believe that the conduct was unlawful;

    c. A transaction from which the director or officer derived an improper personal profit; or

    d. Willful misconduct.

2. Unless otherwise provided by written agreement between the Company and the officer or director seeking indemnification, the right to indemnification shall be determined by a majority vote of the directors who are not at the time parties to the same or related proceeding.

3. In cases where the Company is providing indemnification, the Company shall have the right to select counsel and direct the actions in the pending matter.

H. Action Without Meeting – Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if action on the matter cannot be held over until the next regular meeting of the Board of Directors. All such actions must be evidenced by one or more written consents describing the action taken, signed by each director or committee member and filed in the minutes of proceedings of the Board of Directors or committee.

I. Compensation of Directors – Directors may be allowed a fixed sum and expenses for attendance at regular and special meetings of the Board of Directors. Serving as a director shall not preclude any director from serving the Company in any other capacity and receiving compensation for such service. Members of standing committees and others who attend meetings pursuant to the direction of the Board may be allowed the same fixed sum and expenses for attending the meetings.

Article III
Committees

A. Appointment of Committees – By resolution passed by at least a majority of the Board of Directors, the Board of Directors may appoint committees for any lawful purpose. Each committee so appointed shall consist of at least three (3) directors. The powers of such committees shall be as specified in the resolution appointing the committee. The Board shall appoint a chairperson for each committee.

B. Committee Vacancies – Vacancies occurring in any committee for any reason shall be filled by the Board of Directors. The Board of Directors may provide by resolution that any vacancies on the committee shall be filled by the affirmative vote of a majority of the remaining committee members.

C. Committee Operations – Each committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board. The presence of a majority shall be necessary to constitute a quorum for the transaction of business. All votes of the committee shall be by affirmative vote of a majority of members present. Any action that may be taken by any committee at a meeting may be taken without a meeting if the consent is in writing, setting forth the action to be taken, and signed by all members of the committee.

D. Report to the Board – All action of any committee shall be reported to the Board of Directors at its next meeting.

E. Expenses – Members of committees duly appointed by the Board of Directors shall not receive salary for their services to the committee. The Board may pay fixed fees and expenses for attendance at any committee meetings. Nothing contained herein shall be construed to preclude any member of a committee from serving the Company in any other capacity as an officer, agent or otherwise and receiving compensation.

Article IV
Officers

A. Appointment of Officers – The Board of Directors shall appoint officers of the Company as it deems appropriate. At a minimum, the Board of Directors shall appoint a President, Treasurer and Corporate Secretary. Any two offices may be held by the same person except the office of President and Corporate Secretary and the offices of President and Vice President. However, no officer may act in more than one capacity on behalf of the Company where action by two or more officers is required.

B. Resignation and Removal of Officers – Any officer may be removed from office, with or without cause, at any time by the Board of Directors. An officer may resign at any time by delivering notice to the Company. The resignation is effective when the notice is delivered unless the notice specifies a later effective date. Officers will be automatically resigned from Office when they cease to be employees of the Company or an affiliated company.

Article V
Duties of Officers

A. President – The president shall:

1. Have general charge and control of all the business and affairs of the Company.

2. Preside at all meetings of the shareholders and in the absence of the Chairman of the Board, at the meetings of the Board of Directors;

3. From time to time secure information concerning the business and affairs of the Company and promptly provide such information to the Board of Directors;

4. Along with the Chairman of the Board and Corporate Secretary, shall have full power and authority to attend and to act at any meetings of shareholders of any corporation in which the Company may hold stock. The President may give a proxy in the name of the Company to any other person or persons who may vote the stock and exercise all rights;

and

5. Have such other duties and powers as may be assigned from time to time by the Board of Directors.

B. Treasurer – The treasurer shall:

1. Have custody of all funds and securities of the Company;

2. Endorse and deposit on behalf of the Company all checks, notes and other obligations to the credit of the Company at such banks as designated by the Board of Directors;

3. Keep a full and accurate account of monies received and paid on behalf of the Company;

4. Render an account of all transactions and the financial condition of the Company as requested by the Board of Directors;

5. Provide a bond for the faithful discharge of the treasurer's duties when requested by the Board of Directors; and

6. Perform all tasks incident to the position of treasurer and as assigned from time to time by the Board of Directors.

C. Corporate Secretary – The Corporate Secretary shall:

1. Give or cause to be given notice of all meetings of shareholders and directors;

2. Attend and keep records of all votes and proceedings occurring at all shareholder, Board of Director and committee meetings as required;

3. Take an oath for the faithful discharge of duties; and

4. Perform such other duties as may be assigned from time to time by the Board of Directors.

D. Absence or Inability of Officer – In the case of absence or inability of an officer to act, the Board of Directors may from time to time delegate the powers of such officer to one of the other officers or directors or any other person they select.

Article VI
Certificates of Stock

A. Certificates – The interest of each shareholder of the Company shall be evidenced by stock certificates signed by the President and Corporate Secretary, prepared in a manner consistent with the Articles of Incorporation which shall, at a minimum state:

1. The name of the Company and its State of incorporation;

2. The number and class of shares represented by the certificate; and

3. The name of the person to whom the certificate is issued.

B. Transfer of Shares – The stock of the Company shall be transferred by the registered holder of the certificate or by an attorney authorized by the holder by a duly executed power of attorney filed with the Corporate Secretary or a transfer clerk or agent appointed as provided in Section

D of this Article. The person in whose name the shares of stock are registered on the books of the Company shall be deemed to be owner for all corporate purposes. The Board may make such additional rules and regulations as it deems appropriate regarding transfer and registration of certificates for shares of capital stock of the Company.

C. Lost Certificate – In the event a certificate of stock of the Company is alleged to have been lost, destroyed or stolen, no new certificate shall be issued unless evidence can be delivered to the Company showing such loss, destruction or theft. In the event a duplicate certificate is issued, the Board of Directors may require a bond of indemnity in an amount not exceeding twice the value of the shares represented by the certificate.

D. Transfer Clerks or Agents – The Board of Directors may appoint one or more transfer clerks or agents and may require all certificates of shares to bear the signature or signatures of any of them.

Article VII
Corporate Records

A. Required Records – The Company shall keep a permanent record of the actions and proceedings of the shareholders, Board of Directors and committees of the Board.

B. Inspection of Records – Shareholders shall be allowed to inspect and copy the records of the Company to the extent allowed by statute or Board resolution

Re-executed this 10th day of March, 2006.

(Corporate Seal)

Peter G. McPartland, President and CEO

Anne B. Smith

Anne B. Smith, Corporate Secretary

Subscribed and sworn to before me this 10th day of March, 2006

Jodie L. Burtnett

Notary Public
Dane County, Wisconsin

My commission expires 12/30/2007.

BY - LAWS

OF THE

JEFFERSON-PILOT FIRE & CASUALTY COMPANY

AS AMENDED TO AND INCLUDING

FEBRUARY 7, 1992

2-7-92

BY-LAWS OF JEFFERSON-PILOT FIRE & CASUALTY COMPANY

ARTICLE I

Stockholders

SECTION 1. The annual meeting of the Stockholders shall be held on the Thursday before the first Monday in February of each and every year, and the fiscal year of the Company shall end on the 31st day of December of each and every year, and all the reports to the annual meetings shall be as of that date.

SECTION 2. Special meetings of the Stockholders may be called by order of the Chairman of the Board of Directors or by the Board of Directors, and it shall be the duty of the Board of Directors to call such meetings upon the written request of one-third of the stock.

SECTION 3. Two days' notice of a meeting shall be given to each Stockholder personally or by mail to his last known address, and no other notice shall be required.

SECTION 4. At all meetings of the Stockholders, each Stockholder shall be entitled to one vote for each share of stock held by him which may be given personally or by proxy duly authorized in writing, which proxy shall be filed with the Secretary.

SECTION 5. A quorum shall consist of Stockholders representing in person or by proxy a majority of the outstanding shares of stock. If no quorum is present at any meeting, it may be adjourned from time to time until a quorum shall be present.

ARTICLE II

Board of Directors

SECTION 1. The affairs of the Company shall be managed by a Board of Directors except as herein otherwise provided, to consist of not less than five and not more than twenty, to be elected annually of which number a majority shall constitute a quorum; provided, however, the Stockholders of the Company may, at any time in special meeting, elect an additional Director to serve until the next annual meeting of the Stockholders.

SECTION 2. The Board of Directors shall have power to fill all vacancies in their body until the next annual meeting of the Stockholders.

SECTION 3. The regular annual meeting of the Board of Directors shall be held on the Thursday before the first Monday in February of each and every year immediately following the annual meeting of the Stockholders. No notice of the annual meeting of the Board of Directors shall be necessary.

SECTION 4. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, or any two Directors, at any time. At least two days' notice of the special meeting of the Board of Directors shall be given to each Director personally or by mail to his last known address.

SECTION 5. The Directors shall have power to elect or appoint all officers, including Assistant Secretaries and Assistant Treasurers, and Committees, to employ agents, factors, clerks, and workmen, to fix their compensation, to prescribe their duties, to dismiss any officer or agent without previous notice, and generally to control and manage the affairs of the Company in all its departments.

SECTION 6. The Board of Directors may inaugurate, change and modify, continue or cancel, at any time and from time to time, the scale of dividends for policyholders.

ARTICLE III

Officers

SECTION 1. The Board of Directors shall annually elect the following officers, and such other officers as the Directors may from time to time deem desirable or necessary, who shall hold their respective offices subject to the will of the Board of Directors: Chairman of the Board of Directors, President, Vice Presidents, Secretary, Treasurer, and General Counsel, and may elect the same person to fill any two or more of these offices. The Directors may elect an Executive Committee whose membership shall consist of not less than five nor more than eight and a majority of said Executive Committee shall at all times be Directors of this Company, and any five members of the Executive Committee, any four of whom are also Directors of the Company, shall constitute a quorum of the Executive Committee.

SECTION 2. The Executive Committee may meet at any time upon call of the President and shall be duly constituted for the transaction of business whenever a quorum is present as defined in Section 1 of this Article.

SECTION 3. The Executive Committee, when the Directors are not in session, shall possess all the powers of the Directors, and shall be empowered to elect all officers of the Company except the Chairman of the Board of Directors and the President.

ARTICLE IV

Duties of Officers

SECTION 1. The Chairman of the Board of Directors, when present, shall preside at all meetings of the Board of Directors and perform such other duties as may be designated by the Board of Directors. The President of the Company shall see that all orders and resolutions of the Board of Directors and of the Executive Committee are carried out, and he is empowered to execute all conveyances, contracts, and agreements, in behalf of the Company, to sign all certificates of stock, and generally perform all the duties usually appertaining to that office.

SECTION 2. Each Vice President shall have such powers and shall perform such duties as may be assigned to him by the President, Board of Directors, or the Executive Committee.

SECTION 3. The Secretary shall be the Secretary of the Stockholders' meetings and shall be ex-officio the Secretary of the Board of Directors; shall give, or cause to be given, all required notices of meetings of the Stockholders and Directors; shall record all proceedings of the meetings of the Stockholders and Directors in books to be kept for that purpose; and shall perform such other duties as may be assigned to him by the President, Board of Directors, or Executive Committee; he shall have custody of the common seal of the corporation, and shall affix the same to any instrument when duly authorized to do so and attest the same; he shall countersign stock certificates and policies of insurance, although his facsimile signature may be used on policies of insurance. The common seal may be affixed to any instrument and the same attested, and stock certificates and policies of insurance may be countersigned, by Assistant Secretaries when duly authorized to do so, and they shall perform all other duties imposed upon them by the Board of Directors or the Executive Committee.

SECTION 4. The Treasurer shall perform all the duties usually performed by treasurers, and shall render full account at the Stockholders' meetings and whenever required by the Directors. Assistant Treasurers shall perform all the duties imposed upon them by the Board of Directors or the Executive Committee.

SECTION 5. The General Counsel shall have charge of the legal work of the Company and shall advise the Directors and Officers of the Company as may be required.

SECTION 6. The Board of Directors or the Executive Committee may, in the absence of an officer, delegate his powers and duties to any other person for the time being, who shall be the acting officer for such time.

ARTICLE V

Capital Stock

SECTION 1. Each holder of the capital stock of the Company shall be entitled to a certificate signed by the President and Secretary under the seal of the corporation, account of which certificate will be kept by the Secretary. No stock shall be transferable except upon the books of the Company, upon the surrender and cancellation of the outstanding certificates.

SECTION 2. The stock books of the Company shall be the only evidence as to who are Stockholders in the Corporation.

ARTICLE VI

Seal

SECTION 1. The impression here made is an impression of the seal adopted by the Stockholders of this Company and is the Corporate seal of the Company.

ARTICLE VII

Amendments

SECTION 1. These By-Laws may be amended or repealed at the annual meeting of the Stockholders or at a special meeting called for that purpose.