

RURAL MUTUAL
INSURANCE
COMPANY

ARTICLES OF
INCORPORATION

AMENDED
1969

WILLINK & THOMPSON

ATTORNEYS AT LAW
FIRST FEDERAL BUILDING
202 STATE STREET
MADISON, WISCONSIN 53703
TELEPHONE 257-2291

DONALD D. WILLINK
DALE R. THOMPSON

January 22, 1970

Mr. Fay J. Meade, Secretary
Rural Mutual Insurance Company
P.O. Box 1149
Madison, Wisconsin 53701

Re: Amendment of Articles of Incorporation

Dear Fay:

Enclosed please find the recorded copy of the recent amendment restating the articles of incorporation of Rural Mutual Insurance Company. Also enclosed is the certificate from the office of the Commissioner of Insurance evidencing the filing and recording of this amendment.

Sincerely,

WILLINK & THOMPSON



Donald D. Willink
DDW/ah
enc.

cc: Howard D. Wright, Exec. Vice President

(Certificate of Amendment of Articles)

STATE OF WISCONSIN
COMMISSIONER OF INSURANCE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, S. C. DuRose, Commissioner
of Insurance of the State of Wisconsin, do hereby certify that on the
22nd day of December, A.D., 19 69, there was filed in
the office of the Commissioner of Insurance an amendment of the Articles
of Incorporation of

RURAL MUTUAL INSURANCE COMPANY,
Madison, Wisconsin,

Constituting a restatement of Articles of Incorporation.

I further certify that a certificate has been filed in the
office of the Commissioner of Insurance to the effect that said Amendment
was recorded in the Office of the Register of Deeds of Dane
County, Wisconsin on the 5th day of January A.D., 19 70.

In Witness Whereof I have hereunto sub-
scribed my name and affixed the official
seal of the Insurance Department, in the
City of Madison, State of Wisconsin, this
8th day of January A.D.,
1970.

S. C. DuRose

Commissioner of Insurance

1256919

UNITED STATES OF AMERICA

State of Wisconsin

Department of Insurance

The undersigned, Commissioner of Insurance of the State of Wisconsin, hereby certifies that

Restated ~~the original~~ articles of incorporation of the

RURAL MUTUAL INSURANCE COMPANY

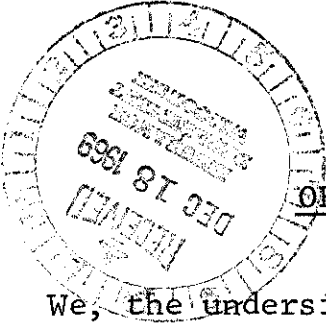
of which the hereto attached is a verified copy, were on the 22nd day of December, 19 69
accepted and filed in the office of the Commissioner of Insurance.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the City of Madison, State of Wisconsin,
this 22nd day of December, A. D. 19 69.

SC Dan Fox

Commissioner of Insurance



CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

FILED
DEC 22 1969
INSURANCE DEPARTMENT
STATE OF WISCONSIN

We, the undersigned President and Secretary of RURAL MUTUAL INSURANCE COMPANY, a Wisconsin corporation located at Madison, Wisconsin, do hereby certify that the amendments to the articles of incorporation of said corporation set forth on Exhibit A which is attached hereto and hereby incorporated by reference herein, were duly adopted at the annual meeting of the members of said corporation, duly convened according to the articles of incorporation and by-laws of said corporation, and which meeting was held at the Dell View Hotel in the City of Lake Delton, Sauk County, Wisconsin, on the 18th day of November, 1969.

That on the 21st day of October, 1969, a copy of said proposed amendments to the articles of incorporation was filed with the Secretary of the corporation, and that on the 23rd day of October, 1969, a copy of said proposed amendments was duly filed with the Commissioner of Insurance as provided by law.

We further certify that notice of said meeting, giving the date and time and place of such meeting and the purposes thereof, including a copy of said proposed amendments to articles of incorporation, was published in the Wisconsin State Journal, a newspaper of general state-wide circulation published at Madison, Wisconsin, on the 3rd day of November, 1969 and on the 10th day of November, 1969, such publication constituting a class 2 notice as prescribed under Chapter 985, Wisconsin Statutes.

We do further certify that such amendments were duly adopted at said meeting by the affirmative votes of more than three-fourths of the members voting. The total number of members present at said

meeting was 278. The number of members voting for said proposed amendments was 278 and the number of members present voting against said proposed amendments was none; that the total membership of said corporation at the time of holding such meeting was 51,330.

We further certify that the foregoing copy of such resolution and the amendments to said articles of incorporation is a full, true, and correct copy of the original thereof.

IN WITNESS WHEREOF, we, Neelian O. Nelson, President, and Fay J. Meade, Secretary of said Rural Mutual Insurance Company have hereunto set our hands this 12th day of December, 1969.



(CORPORATE SEAL)

Neelian O. Nelson
President

Fay J. Meade
Secretary

RESOLUTION

RESOLVED, That the Articles of Incorporation of RURAL MUTUAL INSURANCE COMPANY be amended to read as follows:

RESTATED ARTICLES OF INCORPORATION
OF
RURAL MUTUAL INSURANCE COMPANY

Article I

Name and Location

The name of the corporation is

RURAL MUTUAL INSURANCE COMPANY

and its principal office shall be in the City of Madison, Dane County, Wisconsin.

Article II

Purpose and Business

The corporation is organized as a mutual insurance company for the purpose of insuring its members against any of the hazards, and engaging in any other lawful activities, which now are, or in the future may be, authorized or permitted under the Laws of the State of Wisconsin.

Article III

Membership

Members of the Wisconsin Farm Bureau Federation, Cooperative and other persons enjoying derivatively the incidents of membership in the Wisconsin Farm Bureau Federation, Cooperative in accordance with its Articles of Association, By-laws and membership policy shall constitute the exclusive class entitled to insurance and

membership in this corporation; provided that other persons or classes shall be entitled to such insurance, other than automobile insurance, and membership if approved by the Board of Directors. Each policyholder shall be a member and shall have one vote.

Each policyholder shall be liable for a pro rata share of losses and expenses incurred during the time the member has been a policyholder of the corporation; provided, that such liability during any year in addition to the annual premium shall not exceed one times the aggregate annual premium whether such premium is paid in one sum or in periodic installments; provided further, that the corporation may issue nonassessable policies as provided by law.

Article IV

Exercise of Corporate Powers

The Board of Directors shall consist of nine policyholders who shall be elected by the members.

At the 1969 annual meeting three directors shall be elected for terms of three years, three directors shall be elected for terms of two years, and three directors shall be elected for terms of one year; thereafter all directors shall be elected for terms of three years. Each director shall hold office for a term commencing with adjournment or recess of the annual meeting at which he is elected and expiring with adjournment or recess of the third succeeding annual meeting, or such other time as his successor is elected and enters upon his duties (except that directors elected in 1969 for one and two year terms shall hold office until adjournment or recess of the 1970 and 1971 annual meetings, respectively).

The Board of Directors shall have general control of the business and affairs of the corporation, and may exercise all powers consistent with these articles of incorporation and the Laws of the State of Wisconsin.

In case of vacancy the Board of Directors may elect a director to serve until adjournment, or recess of the next succeeding annual meeting at which the members shall by election fill the unexpired term.

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors, but less than a quorum may adjourn the meeting from time to time until a quorum shall be present.

The Board of Directors shall enact By-Laws for the conduct of the business and affairs of the corporation consistent with these Restated Articles of Incorporation and the Laws of the State of Wisconsin.

Article V

General Officers

The general officers of the corporation shall be a President, a First Vice President, an Executive Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers, including Vice Presidents of particular divisions, departments or functions of the corporation, and assistant officers, as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. The President and First Vice President shall be elected from the members of the Board of Directors. All officers of the corporation shall be policyholders.

Article VI

Amendment

These Restated Articles of Incorporation may be amended by a three-fourths vote of the members of the corporation voting at a meeting of such members after the proposed amendment has been filed with the Secretary of the corporation and the Commissioner of Insurance of the State of Wisconsin and a copy thereof with notice of time and place of meeting has been mailed to each member of the corporation at least thirty days prior to such meeting.

In lieu of the foregoing notification to each member, the corporation may publish a copy of such notice as a Class 2 notice under Chapter 985 of the Wisconsin Statutes, together with such additional notice as such commissioner requires, or upon such notice and in such manner as may be provided by the Laws of the State of Wisconsin in effect at such time.

Article VII

Restated Articles of Incorporation

These Restated Articles of Incorporation shall supersede and take the place of the heretofore existing articles of incorporation and all amendments thereto.

of *Harold K. Hill*
and recorded in vol. _____
A. D. 1970
Received for Recording _____ M.
Dane County, Wisconsin
Office of Register of Deeds

Office of Register of Deeds } ss.
Dane County, Wisconsin }

Recorded Jan. 5 19 70
At 1:25 o'clock P.M.

Harold K. Hill, Register

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Certified Copy of Restated Articles of Incorporation

Rural Mutual Insurance Company

72305-5

Office of Register of Deeds
Dane County, Wisconsin

Received for Record Jan 5
A. D. 1977 at 1:28 o'clock P. M.

and recorded in vol. 153
of Records on page 125

Stanley J. Higgins

Wm. Howard & Willink
262 State St
Madison Pa 5300