

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CM INDEMNITY INSURANCE COMPANY

These Second Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Amended and Restated Articles of Incorporation of CM Indemnity Insurance Company (f/k/a American Sterling Insurance Company), a Wisconsin insurance corporation, and have been duly adopted pursuant to authority and provisions of Section 611.12 and Section 180.0202 of the Wisconsin Statutes.

ARTICLE I
NAME

The name of the corporation is CM Indemnity Insurance Company (the "Corporation").

ARTICLE II
PURPOSES

The Corporation is incorporated under Chapter 180 of the Wisconsin Statutes and is organized under Chapter 611 of the Wisconsin Statutes. The purposes of the Corporation are to engage in any lawful activity for which insurance corporations may be organized under Chapter 611 of the Wisconsin Statutes.

ARTICLE III
SHARES

Section 3.1 Number. The aggregate number of shares the Corporation is authorized to issue is Five Million (5,000,000) and each share shall have a par value of \$200.

Section 3.2 Class. Of its aggregate number of authorized shares, the Corporation is authorized to issue Five Million (5,000,000) as common shares, all within one class designated as "Common Shares." Each outstanding Common Share shall be entitled to one vote per share on all matters submitted to the shareholders of the Corporation for a vote, except as may otherwise be required by law. The Corporation may not issue or redeem any Common Shares without the approval of the holders of all of its then outstanding Common Shares, but subject in each case to any required approval by the Wisconsin Insurance Commissioner.

ARTICLE IV
REGISTERED AGENT

The address of the registered agent of the Corporation is 33 East Main Street, Suite 610, Madison, WI 53703. The name of the registered agent of the Corporation at that address is Corporation Service Company.

**ARTICLE V
ACTION BY SHAREHOLDERS WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Corporation's shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by is signed by all of the shareholders entitled to vote with respect to the subject matter thereof, and such consent or consents are delivered to the Corporation, all in conformance with Wisconsin law.

**ARTICLE VI
QUORUM AND VOTING REQUIREMENT FOR SHAREHOLDERS**


The Bylaws of the Corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by applicable law.

**ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by Wisconsin law at the time of the amendment.

Executed this 14th day of July, 2023.

By: 
Michael M. Smith
Senior Vice President-Secretary and General Counsel

Attest: 
Cynthia M. Brandt
Assistant Secretary



ARTICLES OF AMENDMENT

OF

CM INDEMNITY INSURANCE COMPANY

(a Wisconsin Insurance Corporation)

These Articles of Amendment for CM Indemnity Insurance Company (“Corporation”) are filed with the Office of the Commissioner of Insurance pursuant to Chapters 611 and 180 of the Wisconsin Statutes.

1. The name of the corporation is CM Indemnity Insurance Company.
2. The text of the resolution and the amendments adopted by the Corporation’s Board of Directors at its July 14, 2023 Board meeting are below. The Article IV identified is stricken in its entirety and replaced with the language below. Articles V and VI are added as new Articles.

Resolution - Articles of Incorporation Amendment

WHEREAS, CM Indemnity Insurance Company (the “Company”) desires to now amend its Articles of Incorporation to revise its registered agent and to add Articles providing for Shareholder actions without a meeting and Shareholder quorum and voting requirements; and the amendments, by filing, shall be subject to the Wisconsin Office of the Commissioner of Insurance (“OCI”) approval,

NOW, THEREFORE, BE IT RESOLVED, that the Company’s Board of Directors does hereby approve the amendment of the Company’s Articles of Incorporation to include the following amended Article IV, and new Articles V and VI; and that the Company’s Articles of Incorporation are so amended subject to OCI approval:

ARTICLE IV REGISTERED AGENT

The address of the registered agent of the Corporation is 33 East Main Street, Suite 610, Madison, WI 53703. The name of the registered agent of the Corporation at that address is Corporation Service Company.

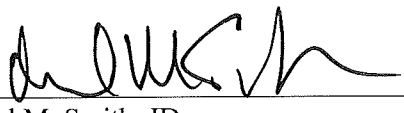
ARTICLE V ACTION BY SHAREHOLDERS WITHOUT A MEETING

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ARTICLE VI QUORUM AND VOTING REQUIREMENT FOR SHAREHOLDERS

The Bylaws of the Corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by applicable law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Amendment for CM Indemnity Insurance Company on this 31st day of August, 2023.

By: 
Michael M. Smith, JD
Senior Vice President-Secretary & General Counsel

This instrument was drafted by, and is returnable to:
Cynthia M. Brandt
CM Indemnity Insurance Company
3000 Schuster Lane
Merrill, WI 54452
Phone: (800) 554-2642
cbrandt@churchmutual.com