PATRIOT GENERAL INSURANCE COMPANY

FILED
JUN 27 2012
INSURANCE COMMISSION
STATE OF WISCONSIN

ARTICLES OF AMENDMENT

I, Kenneth J. Erler, Secretary of Patriot General Insurance Company (the "Company"), do hereby certify that at its annual meeting held on June 20, 2012, the sole shareholder of the Company, Middlesex Insurance Company, proposed and adopted a resolution to the following amendment of Article VII of the Articles of Incorporation of the Company dated April 29, 1994, to read in its entirety:

> <u>Officers:</u> The principal officers of the Company shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers specifically designated as principal officers by the Board of Directors.

I further certify that the amendment was duly adopted, pursuant to Section 108.1003 of the Wisconsin Business Corporation Law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Company this 22nd day of June, 2012.

Kenneth J. Erler, Secretary

[Seal]

Eff. 4/29/94

RESTATED
ARTICLES OF INCORPORATION
OF
PATRIOT GENERAL INSURANCE COMPANY

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 611 of the Wisconsin Statutes, supersede and take the place of all prior Articles of Incorporation of Patriot General Insurance Company (the "Company") and amendments thereto:

ARTICLE I

Name and Location. The name of the Company shall be Patriot General Insurance Company, and its location, home office and principal place of business shall be in Stevens Point, Wisconsin.

ARTICLE II

Purpose. The Company is organized for the purpose of transacting any and all kinds of insurance authorized or permitted to be transacted by insurance companies under the laws of the State of Wisconsin as they are or may hereafter be amended.

ARTICLE III

Capital Stock. The capital stock of the Company shall be Four Million Dollars ($4,000,000) and shall be divided into Twenty Thousand (20,000) shares of one class only, designated as Common Shares, with a par value of Two Hundred Dollars ($200) each.

ARTICLE IV

Restrictions on Transfer of Stock. Transferring shares of the Company's stock may be restricted provided that any such restriction shall be stated upon the certificate representing the shares so restricted.

ARTICLE V

Preemptive Rights. No shareholder shall, because of ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of the Company issued, optioned or sold by it after its incorporation, unless specifically authorized by the Board of Directors.

ARTICLE VI

Directors. The business and affairs of the Company shall be managed by a Board of Directors. The number of Directors constituting the Board shall be not less than five (5) nor more than twenty-one (21), the actual number of Directors, within said limits, to be fixed by the Bylaws of the Company. Directors need not be shareholders of the Company nor residents of Wisconsin.

ARTICLE VII

Officers. The principal officers of the Company shall be a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers specifically designated as principal officers by the Board of Directors.

ARTICLE VIII

Meetings of Shareholders. Meetings of shareholders shall be held as prescribed by the Bylaws. A quorum, as defined in the Bylaws, shall be required for the transaction of business at any meeting of the shareholders.

ARTICLE IX

Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X

Amendments. Amendments to these Restated Articles of Incorporation may be made at any special meeting duly called for that purpose, or at any annual meeting of the shareholders, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting, upon receiving the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon.

ARTICLE XI

Effectiveness. These Restated Articles of Incorporation shall become effective upon the issuance by the Wisconsin Commissioner of Insurance of a Certificate of Authority identifying the Company as a Wisconsin corporation.