BYLAWS OF

PATRIOT GENERAL INSURANCE COMPANY

ARTICLE I
SHAREHOLDERS

SECTION 1 QUALIFICATIONS OF SHAREHOLDERS

A natural person, corporation, association, partnership or trust may be a shareholder. A corporation, association, partnership or trust, if a shareholder, may authorize in writing any person to vote and act on its behalf at any meeting of the shareholders. Until the Company shall have received written notice to the contrary from a corporation, association, partnership or trust, or until some other person shall have been authorized in writing to represent the corporation, association, partnership or trust and the Company shall have received written notice thereof, the Company may conclusively assume that any officer of such corporation or association, or member of such partnership, or trustee of such trust, is the duly authorized representative of such corporation, association, partnership or trust and entitled to vote and act on its behalf at any meeting of the shareholders.

Stock held by an administrator, executor, guardian, conservator, trustee in bankruptcy, receiver, or assignee for creditors may be voted by him, either in person or by proxy, without a transfer of such stock to his name provided that proof of his authority is duly filed with the Company.

A shareholder whose stock is pledged shall be entitled to vote such stock until the stock has been transferred into the name of the pledgee on the books of the Company.

SECTION 2 ANNUAL MEETINGS OF THE SHAREHOLDERS

The regular annual meeting of the shareholders shall be held on the third Wednesday of April of each year at 10:30 a.m., or on such other date as may be fixed by or under the authority of the Board of Directors or the President. At such meeting, the member shareholders shall elect directors and transact such other business as shall lawfully come before them.

SECTION 3 SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held at such place and at such time as shall be specified in the notice thereof. Special meetings shall be called by the Secretary. The Secretary shall not call a special meeting unless requested to do as herein provided. Whenever the President, or a majority of the Board of Directors or the Executive Committee, or the holders of at least 25% of the outstanding shares, shall make a request to the Secretary, stating the time, place and purpose of such meeting, the Secretary shall call such special meeting to be held at the time and place so requested.

SECTION 4 NOTICE OF MEETING OF SHAREHOLDERS

Unless waived, written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Company, with postage thereon prepaid. Meetings of shareholders shall be held at the Company's home office in Stevens Point, Wisconsin, or, upon notice from the Secretary, elsewhere in the United States.

SECTION 5 QUORUM

A quorum shall be required for the transaction of business at any meeting of the shareholders. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting if it had been held at the time originally fixed therefor.

SECTION 6 VOTING AT MEETINGS OF SHAREHOLDERS

Each shareholder shall be entitled to as many votes as the shareholder shall own full shares of stock in the Company and may vote the same in person or by proxy at each annual or special meeting of the shareholders, provided, however, that no shareholder shall be entitled to vote at any such meeting by proxy unless such proxy be in writing, signed by the shareholder or by the shareholder's duly authorized attorney-in-fact, and filed with the Secretary of the Company no later than ten (10) days prior to such meeting, but no proxy shall be valid after six (6) months from the date of such filing thereof with the Secretary, and the date of filing as endorsed thereon by the Secretary shall be conclusive.

If deemed advisable by the Board of Directors with respect to any particular meeting of the shareholders, the Secretary shall mail, or cause to be mailed, to each shareholder, a form of written proxy for use at such meeting, which form of proxy shall name as proxy a Committee designated by the Board of Directors and shall contain a blank space in which the shareholder may designate some other person or persons as proxy in place of such Proxy Committee. Where a proxy is to two or more, it may be voted by any one or more of the proxies so named, if present, and if the proxies so named disagree, then the vote shall be recorded as indicated by the majority of the proxies so present and voting, and if no majority can agree, then no vote shall be cast by such proxy. All proxies shall be checked and verified by the Secretary, who shall certify to the proxies on file at the opening of each annual or special meeting of the shareholders of this Company, and such certificate shall be conclusively deemed to be correct unless some shareholder shall file specific objections to some one or more, in which event the objection shall be disposed of by the shareholders present at such meeting in person and by the shareholders represented at such meeting by uncontested proxy in such manner as they may there agree upon.

SECTION 7 ACTION BY CONSENT

Where time is of the essence, but not in lieu of a regularly scheduled meeting, any action required or permitted to be taken by shareholders may be taken without a meeting if all shareholders entitled to vote on the matter consent in writing to the action and such written consents are filed with the records of the meetings of shareholders. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE II
DIRECTORS

SECTION 1 NUMBER OF DIRECTORS

The number of directors which shall constitute the whole Board shall be not less than five (5) nor more than twenty-one (21). Within said limits, the number of directors shall be determined, from time to time, by resolution of the directors or the shareholders.

SECTION 2 ELECTION OF DIRECTORS

Each director in office as of February 18, 1980, shall hold office until the expiration of the term for which he was elected or until his death, resignation or removal. Each director elected or reelected after such date shall hold office until the next annual meeting of the shareholders and until his successor shall have been elected and qualified or until his death, resignation or removal. Any vacancy in the Board of Directors, unless otherwise provided by law, may be filled by the affirmative vote of a majority of the directors then in office, and such person shall serve until the next annual meeting of shareholders or until his death, resignation or removal. The Board of Directors may elect a Chairman to preside at meetings of the Board and to assume any obligations and perform any duties imposed by these Bylaws or the Board of Directors of the Company, or as required by the laws of any state in which the Company is licensed to do business.

SECTION 3 POWERS OF DIRECTORS

The Board of Directors shall direct the management of the business and affairs of the Company. The Board shall provide a suitable home office for the Company, and may provide such other offices as deemed necessary. The Board shall fix the compensation of directors, members of the Executive Committee and of any other Committee established by the Board, and of all principal officers of the Company, and shall fix or determine the manner of fixing the compensation of associate officers, legal counsel, representatives and employees of the Company. The Board shall, pursuant to the Articles of Incorporation, determine the kind and nature of hazards against which policyholders may be insured. The Board shall direct the investment of the reserve and surplus funds of the Company. The Board may grant such powers and assign such duties to Committees of the Board, to other Committees created by the Board, or to the officers of the Company as the Board may from time to time deem advisable. The Board may make rates for insurance or authorize any Committee of the Board or other Committee appointed by the Board or any officer or officers of the Company or any other person or persons, to determine the rates of insurance or the manner or method by which such rates shall be established. The Board may reinsure risks or classes of risks and may authorize any Committee of the Board or other Committee created by the Board or any officer or officers of the Company or any other person or persons, to reinsurance risks or classes of risk and to enter into contracts in respect thereto. The Board may classify risks by kind, type or line of insurance or subdivision thereof, by the degree of hazard assumed, or by any standard the Board may determine is fair and reasonable and may assign the risks into groups, divisions or classes. In addition to the duties and powers enumerated in these Bylaws, the directors shall have and may exercise all powers and duties necessary or incident to such office, except as, by law or the Articles of Incorporation, are conferred upon or reserved to the shareholders.

SECTION 4 MEETINGS OF DIRECTORS

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Special meetings of the Board of Directors shall be called whenever the Chairman of the Board, the President, a Vice President or any two directors shall so request. At least forty-eight (48) hours notice shall be given of such special meetings and such notice may be given in any manner whatsoever; and every director shall for all purposes be deemed to have been duly notified of a meeting if he shall be present at such meeting or shall in writing waive notice thereof either before or after the meeting.

SECTION 5 ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the directors consent to the action in writing and such consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III
EXECUTIVE COMMITTEE

SECTION 1 ELECTION AND APPOINTMENT

The Board of Directors may elect an Executive Committee to be composed of three or more members of the Board of Directors. Members of the Executive Committee shall serve for a term of one year and until their successors are chosen and qualified.

SECTION 2 POWERS

In addition to the powers expressly conferred by these Bylaws, the Executive Committee shall have and exercise such powers and shall perform such duties as may be specified from time to time by resolution of the Board of Directors.

SECTION 3 MEETINGS

A Chairman shall be chosen by the members to preside at meetings. Regular meetings of the Executive Committee shall be held at such times and places as the Committee may determine. Special meetings of the Executive Committee shall be called whenever any member of the Committee shall so request. Reasonable notice shall be given of such special meetings, but the action of a majority of the Executive Committee at any meeting shall be valid, notwithstanding any want of or defect in any such notice.

ARTICLE IV
FINANCE COMMITTEE

SECTION 1 **ELECTION AND APPOINTMENT**

The Board of Directors may elect a Finance Committee to be composed of three or more members of the Board of Directors. Members of the Finance Committee shall serve for a term of one year and until their successors are elected and qualified.

SECTION 2 **POWERS**

The Finance Committee shall have control of the assets of the Company. It shall have charge of investing, managing, collecting, selling and otherwise disposing of the same, and the designation of depositories for the Company's funds. It shall have power to appoint one or more loan agents and to fix their salaries. It may, from time to time, borrow money for the use and benefit of the Company in such amount and on such terms as it shall in each case determine by resolution, and may authorize and direct designated officials to evidence such loans by the promissory note of the Company and to pledge as security for the payment thereof the assets and property specified in such resolution. To carry out these ends, it may do all such acts and things as it may deem necessary and proper.

SECTION 3 **MEETINGS**

A Chairman shall be chosen by the members to preside at meetings. Regular meetings of the Finance Committee shall be held as the Committee shall elect. Special meetings of the Finance Committee shall be called whenever any member of the Committee shall so request. Reasonable notice shall be given of such special meetings, but the action of a majority of the Finance Committee at any meeting shall be valid, notwithstanding any want of or defect in any such notice.

SECTION 4 **REPORTS**

The Finance Committee shall keep a record of its transactions, which record shall be available for inspection at any regular or special meeting of the Executive Committee or Board of Directors.

ARTICLE V
OTHER COMMITTEES

SECTION 1 **COMMITTEES OF THE BOARD**

The Board of Directors, by resolution, may at any time elect or may authorize the Chairman of the Board or the President to appoint three or more Directors to constitute a Committee of the Board, and may confer such powers and impose such duties upon any such Committee as the Board may deem advisable. The Committee may elect a Chairman to preside at meetings of the Committee. Any such Committee shall make reports at such times and in such form and manner as the Board may require. Members of any such Committee shall serve at the pleasure of the Board of Directors, but in no event for a term longer than one year or until their respective successors are chosen and qualified. Pending the filing of any vacancy on such Committee, the remaining members shall exercise its function.

SECTION 2 OTHER COMMITTEES

The Board of Directors may, by resolution, provide for such Committees, not elsewhere herein provided for, as it may deem advisable and select the members thereof or provide for their selection. Each such Committee shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, except as otherwise provided by law.

ARTICLE VI
QUORUM OF DIRECTORS AND COMMITTEES

A quorum for the transaction of business at any meeting of the Board of Directors or at any meeting of any Committee shall consist of a majority of the Directors or the members of such Committee, as the case may be, provided that at least five Directors shall be necessary to constitute a quorum of the Board of Directors. Less than a quorum may adjourn a meeting from time to time until a quorum shall be present.

ARTICLE VII
OFFICERS

SECTION 1 PRINCIPAL OFFICERS

The principal officers of the Company shall be a President, a Vice President, a Secretary, and a Treasurer. The office of Treasurer may be combined with any other office. In addition, the Board of Directors may elect assistant officers.

SECTION 2 ELECTION

The principal officers of the Company shall be elected annually by the Board of Directors at its first meeting following the annual shareholders meeting. Each principal officer shall hold office until a successor shall have been elected and qualified, or until the principal officer's prior death, resignation or removal. Any assistant officer elected by the Board of Directors shall hold office for a term not to exceed one year or until the assistant officer's prior death, resignation or removal.

SECTION 3 PRESIDENT

The President shall, subject to the control of the Board of Directors, be responsible for supervising the day-to-day operations of the Company. The President shall have authority to sign, execute and acknowledge, on behalf of the Company, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Company's regular business, or which shall be authorized by resolution of the Board of Directors; and except as otherwise provided by law or by the Board of Directors, the president may authorize the Vice President or any other officer or agent of the Company to sign, execute and acknowledge such documents or instruments in the President's place and stead. In addition, the

President shall exercise all other powers and duties expressly conferred upon or assigned by these Bylaws or the Board of Directors, or as may be incident to the office of President.

SECTION 4 VICE PRESIDENT

In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event that for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President may sign, with the Secretary, certificates for shares of the Company and shall perform such other duties and have such authority as may be delegated or assigned by the Board of Directors or the President. The execution of any instrument or document of the Company by the Vice President shall be conclusive evidence, as to third parties, of the Vice President's authority to act in the stead of the President.

SECTION 5 SECRETARY

The Secretary shall: (a) keep the minutes of the meetings of the shareholders and of the Board of Directors; (b) provide any notice required by the provisions of the Articles of Incorporation or the Bylaws, or by the laws of any state in which the Company is licensed to do business; (c) act as custodian of the corporate records and of the corporate seal and arrange to have the seal affixed to all documents of which the execution, on behalf of the Company and under its seal, is duly authorized; (d) maintain a register of the Company's shareholders and shareholders' addresses; (e) sign, with the Chairman of the Board, the President or the Vice President, stock certificates which have been authorized by the Board of Directors; (f) maintain the stock transfer books of the Company; and (g) generally perform all duties incident to the office of Secretary and have such other duties and exercise such authority as may be delegated or assigned by the Board of Directors or the President.

SECTION 6 TREASURER

The Treasurer shall: (a) maintain custody of and be responsible for all funds and securities of the Company and all accounting therefor; (b) be responsible for receiving and accounting for all moneys due and payable to the Company from any source whatsoever, and arrange for deposit of all such moneys in the name of the Company in such banks, trust companies or other depositories as selected in accordance with the provisions of these Bylaws; and (c) generally perform all duties incident to the office of Treasurer and have such other duties and exercise such authority as may be delegated or assigned by the Board of Directors or the President.

SECTION 7 ASSISTANT OFFICERS

The Board of Directors may elect any person to act as an assistant officer. An assistant officer shall have the power to perform all the duties of the office to which he or she is so elected to be assistant, except as such power or duties may be otherwise defined or restricted by the Board of Directors.

ARTICLE VIII
RESIGNATIONS AND VACANCIES

Any Director may resign by giving written notice to the Board of Directors, the President or the Secretary.' Vacancies in the board of Directors and in any principal office, however, occurring, shall be filled by the Board of Directors. The person chosen to fill any vacancy shall hold office for the unexpired term for which his or her predecessor was elected, except as otherwise provided by law or these Bylaws. The continuing Directors may act notwithstanding any vacancy on the Board, and all acts of the Board of Directors shall be valid notwithstanding any defect in the election or qualification of any Director.

ARTICLE IX
CAPITAL STOCK

SECTION 1 CERTIFICATES OF STOCK

Each shareholder shall be entitled to a certificate in the form approved by the Board of Directors stating the number, class and designation of series, if any, of the shares held by the shareholder. Such certificates shall be signed by the President or the Vice President and by the Secretary or by the Treasurer.

SECTION 2 TRANSFER

Shares of stock shall be transferred of record on the books of the Company only upon the surrender to the Company of the certificate therefor properly endorsed for transfer (or accompanied by a written assignment and power of attorney properly executed for transfer), and only upon compliance with provisions, if any, respecting restrictions on transfer contained in the Articles of Incorporation, these Bylaws or any agreement to which the Company is a party. The Company may require proof of the genuineness of the signature and the capacity of the party presenting the certificate for transfer.

SECTION 3 SETTING RECORD DATE AND CLOSING TRANSFER RECORDS

The Board of Directors may fix in advance a time not more than sixty (60) days before (i) the date of any meeting of the shareholders, or (ii) the date for the payment of any dividend or the making of any distribution to shareholders, or (iii) the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to notice of and to vote at such meeting or any adjournment thereof, or the right to receive such dividend or distribution or the right to give such consent or dissent. If a record date is fixed by the Board of Directors, only shareholders of record on such date shall have such rights notwithstanding any transfer of stock on the records of the Company after such date. Without fixing such record date, the Board of Directors may close the transfer records of the Company for all or any part of such sixty-day period.

If no record is fixed and the transfer books are not closed, then the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before notice is given, and the record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors acts with respect thereto.

SECTION 4 **ISSUE OF STOCK**

The Board of Directors may, from time to time, issue any of the authorized capital stock of the Company for cash, property, services or expenses, or as a stock dividend, and on any terms permitted by law and the Articles of Incorporation. No stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the Company or is in its possession as surplus.

ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any director or officer of the Company shall be indemnified to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE XI
AMENDMENT OF BYLAWS

The shareholders may amend these Bylaws by vote of a majority in interest of the capital stock entitled to vote, represented at a meeting at which a quorum is present. These Bylaws may also be amended by the directors to the extent permitted by law.

ARTICLE XII
EFFECTIVENESS

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