

**BOARD RESOLUTION**

I hereby certify that I am the duly elected and qualified Secretary of Green County Mutual Insurance Company and the keeper of the records of said Company, the following is a true and correct copy of the Resolution adopted at a meeting of the Board of Directors thereof held in accordance with its Bylaws at its office in the City of Monroe, Green County, Wisconsin on the 7 day of Nov, 23 that at the said meeting of the Board, 9 were in attendance and 9 Directors voted in favor of said resolutions and 0 Directors voted against the same and that the said resolutions are now in full force and effect.

BE IT RESOLVED that the Board of Directors of Green County Mutual Insurance Company, a Wisconsin town mutual insurance company, believe that it is in the best interest of the Company and its members, for the reasons stated in the Plan of Conversion, that the Company make application, pursuant to the provisions of Wis. Stats Section 612.23, to the Wisconsin Commissioner of Insurance for conversion of the Company to a domestic mutual insurance company governed by Wis Stats. Ch. 611.

BE IT FURTHER RESOLVED, that the Board hereby adopts the Plan of Conversion for Green County Mutual Insurance Company attached hereto and the restated Articles and Bylaws incorporated herein.

BE IT FURTHER RESOLVED, that the President and Secretary of the Company be, and the same hereby are, directed and authorized to take all necessary actions to submit the said Plan of Conversion to the Wisconsin Commissioner of Insurance to obtain approval of the said conversion of the Company to a mutual insurance company organized pursuant to the provisions of Chapter 611, Wis. Stats

IN WITNESS WHEREOF, I have affixed my name as Secretary this 7 day of Nov, 23.

  
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Craig Shager, Secretary and General Manager

Attest:

  
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Tom Rowe, President