

ARTICLES OF INCORPORATION

OF

AMERICAN FAMILY INSURANCE MUTUAL HOLDING COMPANY (a Wisconsin Mutual Insurance Holding Company)

These Articles of Incorporation are executed for the purpose of forming a Wisconsin mutual holding company pursuant to the authority and provisions of Chapters 644, 611, and 181 of the Wisconsin Statutes.

ARTICLE I.

Name

The name of the Corporation is American Family Insurance Mutual Holding Company.

ARTICLE II.

Principal Office, Registered Office, and Registered Agent

The mailing and street address of the initial principal office of the Corporation is 6000 American Parkway, Madison, Dane County, Wisconsin 53783. The address of the initial registered office of the Corporation is 8040 Excelsior Drive, Suite 400, Madison, Wisconsin 53717. The name of the Corporation's initial registered agent at such address is Corporation Service Company.

ARTICLE III.

Incorporator

The name and address of the sole incorporator is Ann F. Wenzel, c/o American Family Mutual Insurance Company, S.I., 6000 American Parkway, Madison, Wisconsin 53783.

ARTICLE IV.

Purposes

The purposes for which this Corporation is organized are to (i) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under Chapter 644 of the Wisconsin Statutes, and (ii) to own at all times, directly or indirectly, at least fifty-one percent (51%) of the voting stock of American Family Mutual Insurance Company, S.I., the stock insurer into which American Family Mutual Insurance Company ("AFMIC") has been reorganized in accordance with the provisions of Chapter 644 of the Wisconsin Statutes and the Mutual Holding Company Plan filed with the Office of the Wisconsin Commissioner of Insurance (the "Plan").

ARTICLE V.

Members

5.1 Entitlement to Membership. The term “Member” shall mean, for purposes of these Articles and the Bylaws of the Corporation, each person and each entity which is deemed a Member of the Corporation pursuant to paragraphs (a) or (b) of this Section 5.1.

(a) Each person who, and each entity which, became a Member of the Corporation in accordance with the Mutual Holding Company Plan pursuant to which the Corporation was formed as of the effective date of such formation (the “Inception Date”) shall remain a Member so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

(b) Each person who, and each entity which: (i) is not a Member pursuant to Section 5.1(a); and (ii) is the owner of one (1) or more policies of insurance issued, renewed, or assumed after the Inception Date by an insurance company that has been designated in accordance with these Articles of Incorporation and the Bylaws of the Corporation as an American Family Member Company shall be a Member of the Corporation without further act, commencing with the date any such policy is first in force and continuing for so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

5.2 Cessation of Membership. Any person who, or entity which, has become a Member of the Corporation as described in Section 5.1(a) or (b) shall cease to be a Member; and all associated rights and privileges, including without limitation the Membership Interest and Rights in Surplus of such Member, if any, shall cease; as of the date no policy of insurance by virtue of which such Member status is derived remains in force, whether as a result of lapse, expiration, nonrenewal, cancellation, termination, or novation of such policy.

5.3 American Family Member Companies. Initially, the designated American Family Member Companies shall be American Family Mutual Insurance Company, S.I., American Standard Insurance Company of Ohio, and American Family Insurance Company. After the date hereof, the Board of Directors of the Corporation may take action to designate any direct or indirect subsidiary of the Corporation as an additional American Family Member Company. Notwithstanding the provisions of Section 5.1(b), at the time it takes action to designate an additional American Family Member Company, the Board of Directors may also specify the timing of admission of policyholders of such company as Members of the Corporation. For the avoidance of doubt: (a) once designated as an American Family Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Corporation; and (b) the Corporation may have subsidiaries that are not American Family Member Companies.

5.4 Meetings of Members. Annual and special meetings of the Members shall be held at such time, date and place as determined by the Board of Directors in accordance with the Bylaws. Each Member of record as of the record date for any meeting of Members shall be entitled to vote in person or by proxy at such meeting in accordance with procedures prescribed in the Bylaws.

5.5 Voting Rights of Members. Each Member shall be entitled to one vote on each matter coming before a meeting of the Members and for each director to be elected regardless of the number of policies or amount of insurance and benefits held by such Member. The owner of a group policy shall have but one vote regardless of the number of individuals insured or benefited thereunder. Two or more persons who qualify as policyholders under

a single policy shall be deemed one Member for purposes of voting and collectively shall be entitled to one vote. Fractional voting is not permitted. When a Member is a minor, the vote shall be vested in the parent or legal guardian of the minor.

5.6 Restrictions. No Member may transfer any rights arising out of such Member's status as a Member; provided, however, that such limitation shall not restrict the Member's right to assign a policy that is otherwise permissible pursuant to the terms of such policy and the Corporation's Bylaws.

5.7 Rights in Surplus. This Corporation shall be a mutual holding company, without capital stock. The Members of the Corporation shall have such Rights in Surplus of the Corporation as are provided for under Chapter 644 of the Wisconsin Statutes, as amended from time to time, or any successor provisions of Wisconsin law.

ARTICLE VI.

Board of Directors

The initial Board of Directors shall be those individuals named in the Plan. Thereafter, the Board of Directors shall be elected by the Members.

ARTICLE VII.

Amendment of Articles

7.1 Required Vote. These Articles of Incorporation may be amended by a vote of the lesser of: (i) two-thirds (2/3) of the Members present and voting in person or by proxy at a meeting of the Members; or (ii) a majority of the voting power held by the Members.

ARTICLE VIII.

Notice of Meetings

8.1 Notice of Meeting by Publication. In lieu of delivery of a notice of meeting of Members to each Member, the Corporation may publish a copy of the notice of meeting in a newspaper of general statewide circulation in the State of Wisconsin at least thirty (30) days prior to such meeting, together with such additional notice, if any, as may be required by the Commissioner of Insurance, or upon such notice and in such manner as may be provided by the laws of the State of Wisconsin and the Bylaws of the Corporation effective at the time such meeting is held.

8.2 Notice of Time and Place of Annual Meetings. In lieu of delivery to each Member of a notice of the annual meeting of Members at which directors are elected, the Corporation may print the time and place of such annual meeting conspicuously on each policy under which a Member derives a membership interest.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of American Family Insurance Mutual Holding Company.

Dated: _____, 20__.

Ann F. Wenzel, Sole Incorporator