

ARTICLES OF INCORPORATION**OF****AMFAM HOLDINGS, INC.****(A Wisconsin Business Corporation)**

The undersigned, acting as the sole incorporator of a corporation organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name: The name of the corporation is AmFam Holdings, Inc. (the “Corporation”).

ARTICLE II

Purpose: The Corporation is organized for any purpose permitted under Chapter 180 of the Wisconsin Statutes.

ARTICLE III

Authorized Stock: The aggregate number of shares that the Corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as “Common Stock,” with a par value of \$0.001 per share.

ARTICLE IV

Registered Office and Registered Agent: 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 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 the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and such consent or consents are delivered to the Corporation, all in conformance with the Wisconsin Business Corporation 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 the Wisconsin Business Corporation Law.

ARTICLE VII

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

Executed this [_____] day of [_____], [20__].

Ann F. Wenzel
Sole Incorporator

This instrument was drafted by and should be returned to Anne E. Ross of Foley & Lardner LLP, 150 East Gilman Street, Madison, Wisconsin 53703-1481.