

## **ARTICLES OF INCORPORATION**

### **OF**

### **CHURCH MUTUAL HOLDING COMPANY, INC. (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 Church Mutual Holding Company, Inc.

#### **ARTICLE II PRINCIPAL OFFICE, REGISTERED OFFICE, AND REGISTERED AGENT**

The mailing and street address of the initial principal office of the Corporation is 3000 Schuster Lane, Merrill, Wisconsin 54452. The registered office of the Corporation required by the laws of the State of Wisconsin to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin. The address of the registered office may be changed from time to time by the Board of Directors.

The registered office of the Corporation shall initially be 8020 Excelsior Drive, Suite 200, Madison, WI 53717. The name of the Corporation's initial registered agent at such address is CT Corporation.

#### **ARTICLE III INCORPORATOR**

The name and address of the sole incorporator is Michael M. Smith, c/o Church Mutual Insurance Company, Inc., 3000 Schuster Lane, Merrill, Wisconsin 54452.

#### **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 Chapters 644 and 611 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 Church Mutual Insurance Company, S.I., the stock insurer into which Church Mutual Insurance Company ("CMIC") 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 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 Church Mutual Insurance Company, S.I. 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 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.

5.4 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.

5.5 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.

5.6 Rights in Surplus. The 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**

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**

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 CMIC Mutual Holding Company.

Dated: \_\_\_\_\_, 201\_\_.

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Michael M. Smith, Sole Incorporator

