

**CUNA Mutual Insurance Society**  
Waverly, Iowa

**RESTATED ARTICLES OF INCORPORATION**

**ARTICLE I**  
**Name**

**Section 1.1.** The name of this corporation shall be CUNA Mutual Insurance Society (the "Company").

**ARTICLE II**  
**Organization**

**Section 2.1.** These Restated Articles of Incorporation (the "Restated Articles") are being filed by the Company in connection with the redomestication of the Company from Wisconsin to Iowa in accordance with the provisions of Sections 491.33 and 508.12 of the Code of Iowa (2005). The Company is continuing its corporate existence on the mutual plan which commenced upon its incorporation under Wisconsin law on May 20, 1935 and is retaining all of its original rights, powers, privileges, immunities, franchises and authorities. All of the contract rights of policyowners of the Company now holding contracts of insurance or of annuity issued or assumed by the Company are and shall be retained. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles of incorporation and amendments thereto.

**Section 2.2.** The Company is organized on the mutual plan and shall not have capital stock.

**ARTICLE III**  
**Place of Business, Registered Office and Agent**

**Section 3.1.** The principal place of business of the Company in the State of Iowa shall be in the City of Waverly, Bremer County, Iowa. The initial registered office of the Company shall be located at 2000 Heritage Way, in the City of Waverly, Bremer County, Iowa, and its initial registered agent at that office is Reid A. Koenig.

**ARTICLE IV**  
**Nature of Business, Objects and Powers**

**Section 4.1.** The primary purpose of the Company shall be that of engaging in, pursuing, maintaining and transacting on the mutual plan as a legal reserve or level premium company,

- (a) a general life and health and accident insurance business and an annuity business, including all forms of life insurance, endowments, annuities, accident insurance, disability and health insurance, all relating to the life and health of persons, and,
- (b) any other type of insurance business which the Company may be authorized and duly qualified to underwrite and transact under and by virtue of the insurance laws of the state of Iowa,

and, in addition, engaging in, pursuing, maintaining and transacting any other related or unrelated business which any corporation now or hereafter authorized and empowered to do an insurance business in the state of Iowa may now or hereafter lawfully do, whether or not it be complementary, necessary or incidental to the business of writing insurance and otherwise transacting the business of an insurer.

**Section 4.2.** The Company was organized for the purpose of providing for the insurance needs of credit unions, credit union organizations and credit union members and such purpose shall be maintained as provided in this Section. Accordingly, the primary business of the Company shall be limited to the writing of insurance of the types set forth in Section 4.1 hereof for credit unions, credit union organizations, credit union members and corporations, associations or cooperatives with savings and loan purposes similar to credit unions or institutions organized on the cooperative basis for meeting financial needs of people. The board of directors of the Company (the "Board of Directors") shall establish the types of institutions, the members of which may be included within such business and, in its discretion, any exceptions which are deemed in the best interests of the Company in furtherance of the primary business purpose stated.

**Section 4.3.** More specifically, and without limitation as to any other right, power, privilege, franchise or authority which the Company may be permitted under the law of the state of Iowa, and in pursuance of the aforesaid corporate purposes, the Company in its corporate or assumed name shall have and exercise all powers, rights and privileges necessary or convenient to effect any or all of the purposes for which the Company is organized, and generally such additional powers not herein specified as are now or may hereafter be conferred upon corporations organized under Chapter 491 or Chapter 490 of the Code of Iowa (2005) as amended from time to time.

**Section 4.4.** The Board of Directors may authorize organization of subsidiary corporations to carry on the business to be undertaken, or to engage in the business of providing types of insurance for which the Company is not authorized, or to provide incidental or related services, or for investment purposes or for any other purposes allowed by law. The Company may participate in any such subsidiary corporate businesses with others as the Board of Directors deems desirable in the best interests of the Company.

**ARTICLE V**  
**Period of Existence**

**Section 5.1.** The Company, as continued through these Restated Articles, shall have perpetual existence.

**ARTICLE VI**  
**Exemption from Corporate Debt and Liabilities**

**Section 6.1.** The private property of the Members (as defined in Section 7.1 hereof), directors, officers, employees and agents of the Company shall in no case be liable for the debts and liabilities of the Company and shall be exempt therefrom.

**ARTICLE VII**  
**Members**

**Section 7.1.** Each person who, and each entity which, owns one or more policies of insurance or contracts of annuity issued or assumed by the Company shall be a member of the Company (a "Member") from the date the earliest of such policies or contracts was first in force as provided by and in accordance with the bylaws of the Company (the "Bylaws"), but only for so long as at least one of such policies or contracts remains in full force and effect and has not been surrendered or has not expired or has not matured by death of the insured or annuitant or attainment of maturity date. Notwithstanding the foregoing, in the event a policy of insurance or contract of annuity from which membership in the Company can be derived has more than one owner, then only the person or entity whose name appears first on the records of the Company as an owner of the policy or contract shall be a Member of the Company by virtue of that policy or contract.

**Section 7.2.** Each person who, and each entity which, owns one or more policies of insurance or contracts of annuity issued or assumed by a mutual insurance company by virtue of which membership in such mutual insurance company is derived and which mutual insurance company merges with and into the Company, with the Company being the surviving entity of such merger, shall automatically be a Member of the Company as provided in the plan of merger for such merger and as provided by and in accordance with the Bylaws, but only for so long as at least one of such policies or contracts remains in full force and effect and has not been surrendered or has not expired or has not matured by death of the insured or annuitant or attainment of maturity date.

**Section 7.3.** There shall be one class of Members of the Company. The membership interest of a Member of the Company shall consist of the right to vote as provided in these Restated Articles and the Bylaws for the election of directors and the right to vote as provided by

these Restated Articles and the Bylaws at an annual or special meeting of the Company on any proposition submitted to a vote of the Members and such other rights as provided by law. The voting rights of the Members shall be equal. A Member shall have only one vote regardless of the number, amount or value of the policies of insurance or contracts of annuity owned by that Member. Rights of Members, other than the right to vote, shall be ratable as provided by law, the Bylaws or as determined by the Board of Directors.

## **ARTICLE VIII**

### **Meetings of Members**

**Section 8.1.** Voting Members (as defined in the Bylaws) shall be entitled to vote in person or by proxy at any meeting of the Members in accordance with procedures prescribed in the Bylaws.

**Section 8.2.** Unless the Board of Directors directs otherwise, the annual meeting of the Members shall be held at the Company's home office and principal place of business in the state of Iowa on the first Friday of June of each year for the election of directors, and for the transaction of any other business properly coming before such annual meeting.

**Section 8.3.** Annual and all special meetings of the Members shall be called or held as provided in the Bylaws. The Company may make reasonable expenditures in support of a position or issue at any meeting, or in support of any or all candidates to be nominated for election as directors.

**Section 8.4.** The affirmative vote of at least two thirds (2/3) of Members voting thereon shall be required to authorize, adopt or approve: (i) the demutualization of the Company or other conversion of the Company into a stock company; (ii) an amendment to the articles of incorporation of the Company; or (iii) the dissolution or liquidation of the Company. The affirmative vote of at least a majority of Members voting thereon shall be required to authorize, adopt or approve any merger, consolidation or similar transaction involving the Company, except that no vote of the Members shall be required with respect to any merger described in Section 9.5 of these Restated Articles that may be approved by the Board of Directors without action by the Members.

**ARTICLE IX**  
**Board of Directors and Officers**

**Section 9.1.** The corporate powers and business of the Company shall be directed and controlled by the Board of Directors and by such officers and agents as the Board of Directors may authorize, elect or appoint.

**Section 9.2.** The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) Members as prescribed from time to time in the Bylaws, and shall be divided into three classes, as nearly equal numerically as possible, so that the terms of one class expire each year. Each director shall serve a term of approximately three (3) years except as otherwise provided in the Bylaws, or except where it is necessary to fix a shorter term in order to establish or preserve the classification. The Board of Directors shall have the power to fill any vacancy in its number for the unexpired portion of the term to which such vacancy relates.

**Section 9.3.** The Board of Directors shall have the power to adopt Bylaws and such other rules and regulations for the transaction of business of the Company as are not inconsistent with these Restated Articles, or the laws of the state of Iowa, and to amend or repeal the Bylaws and such other rules and regulations. The Bylaws shall provide for the election of directors and the appointment or election of officers of the Company and establish procedures to accomplish the same. The Bylaws may also establish rules and regulations for the administration and regulation of the Company's business and affairs, including the removal of directors for cause, the holding of meetings of the Board of Directors by telephone conference, the taking of action by the Board of Directors by written consent, and the establishment of committees of the Board of Directors and the delegation of authority thereto consistent with Iowa law.

**Section 9.4.** A director, in determining what is in the best interests of the Company when considering a proposal of acquisition, merger, consolidation, demutualization or other conversion of the Company into a stock company, redomestication of the Company to another state, dissolution or liquidation, or the distribution of all or any part of the surplus of the Company or a similar proposal, may consider any or all of the following community interest factors, in addition to consideration of the effects of any action on Members: (i) the effects of action on the Company's employees, suppliers, creditors and customers; (ii) the effects of the action on the communities in which the Company operates; and (iii) the long-term as well as short-term interests of the Company and its Members, including the possibility that these interests may be best served by the continued existence of the Company in its present form or the continued independence of the Company. If, on the basis of these community interest factors, the Board of Directors determines that a proposal to acquire, merge, consolidate, demutualize, convert, redomesticate, or dissolve the Company or distribute its surplus is not in the best interests of the Company, it may reject the proposal. If the Board of Directors determines to reject any such proposal, the Board of Directors has no obligation to facilitate, to remove any barriers to, or to refrain from impeding, the proposal. Consideration of any or all of the community interest factors is not a violation of the business judgment rule or of any duty of the director to the Company, or the Members, even if the director reasonably determines that a

community interest factor or factors outweigh the financial or other benefits to the Company or the Members.

**Section 9.5.** The Board of Directors shall have the power, without a vote of the Members of the Company, to approve, authorize and accomplish: (a) the merger of CUNA Mutual Life Insurance Company, an affiliate of the Company, with and into the Company with the Company being the surviving entity of such merger; or (b) the merger of a domestic or foreign mutual insurance company into the Company, provided that: (i) the Company is a surviving entity of the merger; (ii) at the time of the merger, the number of Members of the Company is greater than the number of members of the other mutual insurance company; and (iii) at the time of the merger, the surplus of the Company is greater than the surplus of the other mutual insurance company.

**Section 9.6.** The following persons, who constitute the present Board of Directors, shall serve as directors for a term expiring at the annual meeting of the Members in the year set forth following their respective names below and until their successors are elected and qualified, or until his or her earlier death, resignation or removal from office:

<u>Name</u>	<u>Term Ending</u>
William B. Eckhardt	2007
Bert J. Hash, Jr.	2007
C. Alan Peppers	2007
Farouk D. G. Wang	2007
Larry T. Wilson	2007
Eldon R. Arnold	2008
Loretta M. Burd	2008
Jeffrey H. Post	2008
James W. Zilinski	2008
James L. Bryan	2009
Joseph J. Gasper	2009
Victoria W. Miller	2009
Neil A. Springer	2009

The business address for each of the foregoing directors is 2000 Heritage Way, Waverly, Iowa 50677-9208.

## **ARTICLE X**

### **Limitations on Director Liability**

**Section 10.1.** A director of the Company shall not be liable to the Company or its Members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (i) the amount of a financial benefit received by a

director to which the director is not entitled; (ii) an intentional infliction of harm on the Company or the Members; or (iii) an intentional violation of criminal law. If the Iowa Business Corporation Act (Chapter 490 of the Iowa Code) is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without further action, to the fullest extent permitted by law. Any repeal or modification of this Article by the Members of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Company with respect to any state of facts existing at or prior to the time of such repeal or modification.

## **ARTICLE XI Dissolution**

**Section 11.1.** The Company may voluntarily dissolve upon the adoption of a plan of dissolution by a majority of the entire Board of Directors and upon the approval of the plan of dissolution at a meeting of the Members by the affirmative vote of at least two-thirds (2/3) of the votes cast by the Voting Members voting at the meeting. The Company shall not voluntarily dissolve or liquidate without the approval of the Iowa Commissioner of Insurance. In the event of such dissolution, any assets of the Company remaining after payment of all liabilities of the Company shall be distributed to the Members at the time of such dissolution as determined by the Board of Directors and approved by the Iowa Commissioner of Insurance.

## **ARTICLE XII Change of Articles**

**Section 12.1.** These Restated Articles may be amended, substituted or changed at any annual meeting of the Members, or at any special meeting called for that purpose, as hereinafter provided. The proposed substitution or amendment must be offered in writing, and either signed by not less than one (1) percent of the Members, or offered by the Board of Directors.

Such proposed substitution or amendment when offered by a Member:

- (a) must contain the actual signatures as well as the printed names and addresses of those Members subscribing to the proposal;
- (b) must have the notarized certification of the offering Member authenticating the signatures of the other subscribing Members; and
- (c) must be filed with the Secretary of the Company at least ninety (90) days prior to said annual or special meeting.

Such proposed substitution or amendment when offered by the Board of Directors must be first adopted by two-thirds (2/3) vote of the entire Board of Directors at a regular meeting or at a special meeting called for such purpose, or it must be approved by the unanimous written consent of all of the directors, certified by the Secretary, and filed at least thirty (30) days prior to said annual or special meeting of the Members.

The Secretary shall furnish to each Voting Member a copy of such substitution or amendment whether proposed by the Board of Directors or by Members together with a ballot containing a suitable space wherein a Voting Member may vote for or against the same, and a space for the Voting Member's signature and the date of the meeting. Such material shall be mailed in the United States mail, addressed to the Voting Members of the Company, or substantially all of them, at their last known post office addresses, as the same then appear on the records of the Company, not less than twenty (20) nor more than ninety (90) days prior to the date of the meeting. The Board of Directors or persons designated by it may make such statements or recommendations as it sees fit on all matters to be presented to the Members. All substitutions or amendments when adopted by two-thirds (2/3) of Members voting thereon in person or by duly signed ballot shall be binding upon all Members and they shall be governed thereby.





CERTIFICATE OF APPROVAL  
ATTORNEY GENERAL

Pursuant to provisions of the Iowa Code, the undersigned approves the "Restated Articles of Incorporation" of CUNA Mutual Insurance Society (dated \_\_\_\_\_, 2007) and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER  
Attorney General of Iowa

\_\_\_\_\_  
Date

By:\_\_\_\_\_

CERTIFICATE OF APPROVAL  
COMMISSIONER OF INSURANCE

Pursuant to the provisions of the Iowa Code, the undersigned approves the "Restated Articles of Incorporation" of CUNA Mutual Insurance Society (dated \_\_\_\_\_, 2007).

SUSAN E. VOSS  
Commissioner of Insurance

\_\_\_\_\_  
Date

By:\_\_\_\_\_