

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EMPLOYERS INSURANCE COMPANY OF WAUSAU

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EMPLOYERS INSURANCE COMPANY OF WAUSAU

These restated articles of incorporation of Employers Insurance Company of Wausau supersede and take the place of heretofore existing articles of incorporation and amendments thereto.

ARTICLE I

BUSINESS TO BE UNDERTAKEN

This corporation is authorized to transact the business of insuring persons and organizations against any and all of the hazards as may be authorized or permitted for stock insurance corporations under the laws of the State of Wisconsin as they are now or as they may hereafter be enacted or amended, and to reinsure those same hazards and at the option of the corporation to issue participating policies of insurance in respect to any of such hazards; and to have, exercise and enjoy, without limitation, all of the powers, privileges and rights conferred upon or permitted to stock insurance corporations which are necessary or convenient to effect any or all of the purposes for which such corporations may now or hereafter be organized under the laws of the State of Wisconsin.

ARTICLE II

NAME AND LOCATION

The name of this corporation shall be Employers Insurance Company of Wausau, and its location, home office and a principal place of business shall be in the City of Wausau, in the County of Marathon and State of Wisconsin.

ARTICLE III

PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be five million shares, and shall consist of one class only, designated as common shares, each with a par value of one dollar.

ARTICLE V

REGISTERED OFFICE

The address of the registered office is 2000 Westwood Drive, Wausau, Wisconsin 54401.

ARTICLE VI

REGISTERED AGENT

The name of the registered agent at the address of the registered office is J. S. Hoffert.

ARTICLE VII

OFFICERS AND DIRECTORS

1. The principal officers of the corporation shall be a Chairman of the Board, a Chief Executive Officer, a Vice Chairman of the Board, a President, a Secretary and a Treasurer. The Board of Directors may provide for the election or appointment of such additional officers as it may deem for the best interest of the corporation.
2. The number of Directors of the corporation constituting the Board of Directors of the corporation shall not be less than seven (7) nor more than twenty-

four (24), the actual number thereof, within said limits, to be fixed by the Bylaws of the corporation.

ARTICLE VIII

ELECTION AND TERMS OF DIRECTORS

1. The term of each Director shall be for three years, or for such lesser term as may be necessary to maintain the number of Directors to be elected at each ensuing annual meeting at, or as nearly possible at, one third of the membership of the Board of Directors. Directors shall serve during the term for which they are elected and qualified and until their successors are elected and qualified, but any Director shall be eligible for reelection.
2. A Director may be removed from office by the affirmative vote of a majority of the outstanding shares entitled to vote at the election of such Director, taken at an annual meeting of the shareholders, or at a special meeting of the shareholders called for that purpose.
3. Any vacancy in the Board of Directors, unless otherwise provided by law, may be filled by an affirmative vote of a majority of the Directors then in office, and such Director so elected shall serve until the next annual meeting of the shareholders at which time a Director shall be elected by the shareholders.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall terminate on the 31st day of December of each year.

ARTICLE X

RESTRICTIONS AND TRANSFER OF STOCK

The transfer of shares of stock of the corporation may be restricted, provided that any such restriction shall be stated upon the certificate representing the shares so restricted.

ARTICLE XI

PRE-EMPTIVE RIGHTS

No shareholder shall, because of his ownership of shares, have a pre-emptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of this corporation issued, optioned or sold by it after its incorporation.

ARTICLE XII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is the J. S. Hoffert, 2000 Westwood Drive, Wausau, Wisconsin, 54401.

ARTICLE XIII

AMENDMENTS

These Articles may be amended in the manner authorized by law at the time of amendment.

Amended and Restated
Effective _____
ctd _____