

ARTICLES OF INCORPORATION  
OF  
EMPLOYERS INSURANCE OF WAUSAU MUTUAL HOLDING COMPANY

## **ARTICLES OF INCORPORATION**

Employers Insurance of Wausau Mutual Holding Company  
HOME OFFICE: Wausau, Wisconsin

The following Articles of Incorporation have been duly adopted pursuant to the authority and provisions of Chapters 611, 644 and 181 of the Wisconsin Statutes.

### **ARTICLE I**

#### **NAME AND LOCATION**

The name of this Corporation shall be Employers Insurance of Wausau Mutual Holding Company, and its principal office shall be 2000 Westwood Drive, City of Wausau, in the County of Marathon, and the State of Wisconsin.

### **ARTICLE II**

#### **PERIOD OF EXISTENCE**

The period of existence is perpetual.

### **ARTICLE III**

#### **REGISTERED AGENT**

The address of the initial registered agent is 2000 Westwood Drive, Wausau, WI 54401 and the name of such registered agent at such address is J. S. Hoffert.

### **ARTICLE IV**

#### **INCORPORATOR**

The sole incorporator shall be J. S. Hoffert at 2000 Westwood Drive, Wausau, WI 54401.

## ARTICLE V

### BUSINESS TO BE UNDERTAKEN

This Corporation is organized for the purpose of engaging in any lawful act or activity for which a mutual holding corporation may be organized under the Wisconsin Statutes, and to own at all times, directly or indirectly, at least fifty-one percent (51%) of the voting stock of Employers Insurance Company of Wausau, the stock insurer into which EMPLOYERS INSURANCE OF WAUSAU A Mutual Company, a mutual insurer, has been reorganized in accordance with the provisions of Section 644 of the Wisconsin Statutes.

## ARTICLE VI

### PLAN OF MEMBERSHIP

1. This Corporation shall be a mutual holding company, without capital stock.
2. Every policyholder of Employers Insurance Company of Wausau shall be a member and have one vote.

## ARTICLE VII

### MODE OF EXERCISING CORPORATE POWERS

1. The Board of Directors shall consist of not less than seven (7) nor more than ten (10) persons to be elected by the members, the actual number thereof, within said limits, to be fixed by the Bylaws of the Corporation.
2. The term of each Director shall be for three (3) 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.
3. Any vacancy in the Board of Directors, however occurring, during the interim of the annual meeting of the members shall be filled by the Board of Directors.

4. The Board of Directors shall have power to enact bylaws and rules and regulations for the government of the corporation and the conduct of its affairs not inconsistent with these Articles of Incorporation and the Laws of the State of Wisconsin, and such bylaws, rules, and regulations may be amended or repealed by the Directors at any regular, annual or special meeting of the Board.

5. The Board of Directors shall have exclusive control of the business affairs of the corporation and shall elect all officers, with power to select and appoint such additional officers necessary to carry on the business of the corporation, and to make such other contracts, merge or acquire other entities as they may deem for the best interest of the Corporation.

6. The Board of Directors shall possess and exercise all other powers usually vested in the Directors of like mutual insurance holding companies which are consistent with the provisions of these Articles of Incorporation and with the Laws of State of Wisconsin, and may accept any additional powers and privileges which any like mutual insurance holding corporation may be authorized by the legislature of the State of Wisconsin to exercise.

## ARTICLE VIII

### DISTRIBUTIONS

The Corporation is authorized to pay dividends and to make distributions under Subsection 181.1302(4) Wis. Stat., as declared and ordered by a vote of **b** of the Board of Directors.

## ARTICLE IX

### OFFICERS

The principal officers of the Corporation shall be Chairman of the Board, a Chief Executive Officer, a Vice Chairman of the Board, a President, a Secretary and a Treasurer.

## ARTICLE X

### AMENDMENT

These Articles of Incorporation may be amended by a vote of three-fourths ( $\frac{3}{4}$ ) of the members voting at a regular or special meeting after the proposed amendment has been filed with the Secretary and any other person required by law, and a copy thereof, with the notice of the time and place of meeting, has been mailed to each member at least thirty (30) days prior to such meeting.