

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**JEWELERS MUTUAL INSURANCE COMPANY, SI**

**(A Wisconsin Stock Insurance Corporation)**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Amended and Restated Articles of Incorporation, and all amendments thereto, of Jewelers Mutual Insurance Company, a corporation organized under Chapter 611 of the Wisconsin Statutes.

**ARTICLE I**

Name: The name of the corporation is Jewelers Mutual Insurance Company, SI (the "Corporation").

**ARTICLE II**

Purpose: The Corporation is organized for the purpose of insuring persons against any and all hazards which now are, or in the future may be, authorized or permitted for an insurance company under the laws of the State of Wisconsin, as such laws now exist or may hereafter be amended, and for any other purpose permitted under Chapter 611 of the Wisconsin Statutes, subject to the limitations set forth in Section 610.21 of the Wisconsin Statutes.

**ARTICLE III**

Authorized Stock: The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of a single class designated as "Common Stock" and having a par value of One Hundred Dollars (\$100.00) per share.

**ARTICLE IV**

Registered Office and Registered Agent: The address of the registered office of the Corporation is 24 Jewelers Park Dr., Neenah, Wisconsin 54956. The name of the Corporation's registered agent at such address is Mark Willson.

**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 Wisconsin 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 applicable law.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_  
Mark Willson, Secretary