

ARTICLES OF INCORPORATION

OF

JEWELERS MUTUAL HOLDING COMPANY (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 Jewelers Mutual Holding Company.

ARTICLE II PRINCIPAL OFFICE, REGISTERED OFFICE, AND REGISTERED AGENT

The mailing and street address of the initial principal office of the Corporation is 24 Jewelers Park Dr., Neenah, Wisconsin 54956. 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 24 Jewelers Park Dr., Neenah, Wisconsin 54956. The name of the Corporation's initial registered agent at such address is Mark Willson.

ARTICLE III INCORPORATOR

The name and address of the sole incorporator is Mark Willson, c/o Jewelers Mutual Insurance Company, SI, 24 Jewelers Park Dr., Neenah, Wisconsin 54956.

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 Jewelers Mutual Insurance Company, SI, the stock insurer into which Jewelers Mutual Insurance Company ("JMIC") 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 and Cessation of Membership. The criteria and procedures for admission of “Members”, and cessation of membership, shall be as set forth in the Bylaws of the Corporation.

5.2 Jewelers Mutual Member Companies. Initially, the designated Jewelers Mutual Member Companies shall be Jewelers Mutual Insurance Company, SI, and JM Specialty Insurance Company. After the date hereof, the Board of Directors of the Corporation may take action to designate any direct or indirect subsidiary of the Corporation as an additional Jewelers Mutual Member Company, and, at the time it takes any such action to designate an additional Jewelers Mutual Member Company, the Board of Directors may also specify the timing of admission of policyholders of such company as Members of the Corporation. For the avoidance of doubt: (a) once designated as a Jewelers Mutual Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Corporation; and (b) the Corporation may have direct or indirect subsidiaries that are not Jewelers Mutual Member Companies.

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 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.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of Jewelers Mutual Holding Company.

Dated: _____, 20____.

Mark Willson, Sole Incorporator