

ARTICLES OF INCORPORATION

OF

**MUTUAL INSURERS HOLDING COMPANY
(a Wisconsin Mutual Insurance Holding Company)**

These Articles of Incorporation are executed in duplicate by the undersigned 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 Company is Mutual Insurers Holding Company.

ARTICLE II.

Principal and Registered Office and Registered Agent

The mailing and street address of the initial principal and registered office of the Company is 250 North Sunny Slope Road, #250, Brookfield, Waukesha County, WI 53005, and the name of the initial registered agent at such office is Daniel R. Doucette.

ARTICLE III.

Incorporator

The name and address of the sole incorporator is _____

_____.



ARTICLE IV.

Membership

This Company shall be a mutual holding company, without capital stock. Every policyholder insured by Milwaukee Insurance Company shall be a member of this Company, and shall have one vote.

ARTICLE V.

Purposes

The purposes for which this Company is organized is to (i) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under the provisions of Chapter 644 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 Milwaukee Insurance Company, the stock insurer into which Milwaukee Mutual Insurance Company, a mutual insurer, has been reorganized in accordance with the provisions of Chapter 644 of the Wisconsin Statutes.

ARTICLE VI.

Directors

The number of directors may be fixed from time to time by the By-laws of the Company but shall not be less than the minimum number required by Wisconsin law. The directors need not be members and officers need not be directors, but employees and representatives of the Company may not constitute a majority of the board of directors. The terms (which may include staggered terms) and the manner of the election of directors shall be as provided in the By-laws of the Company.

ARTICLE VII.

Action Without Meeting

Any action required or permitted by these Articles of Incorporation, the By-laws of the Company or any provision of law to be taken by the directors or any committee thereof at a meeting may be taken without a meeting if a written consent setting forth the action is signed by at least two-thirds (2/3) of the directors then in office or the members of such committee.

ARTICLE VIII.

Amendment of Articles

These Amended and Restated Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members voting at a meeting after a notice of the meeting and a copy of the proposed amendment has been mailed to each member at least thirty (30) days prior to such meeting.

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

Dated: _____, 2001.

By _____
Daniel R. Doucette, President

Attest:

[THE CORPORATION
HAS NO SEAL]

By _____
Joseph C. Branch, Secretary

These Articles were drafted by Kevin G. Fitzgerald.

Please return to: Kevin G. Fitzgerald
Foley & Lardner
777 East Wisconsin Avenue
Suite 3400
Milwaukee, WI 53202