

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLENCAR INSURANCE COMPANY

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore-existing [Articles of Incorporation] of The Omaha Indemnity Company, and all amendments thereto.

ARTICLE I

This Corporation (the “Corporation”) is organized under Chapter 611 of the Wisconsin Statutes.

ARTICLE II

The name of the Corporation is Glencar Insurance Company.

ARTICLE III

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. The Corporation denies all preemptive rights.

ARTICLE IV

The purpose for which this Corporation is organized is to engage in any lawful activity within the purposes for which insurance corporations may be organized under the provisions of Chapter 611 of the Wisconsin Statutes.

ARTICLE V

The address of the registered office of the Corporation is US Bank Center, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5306, and the name of the registered agent at such address is F&L Corp.

ARTICLE VI

The number of directors constituting the Board of Directors is initially five (5), and thereafter the number of directors shall be such number as may be designated, from time to time, in the manner prescribed by the Bylaws, but shall not be less than the minimum number required by Wisconsin law. The terms and the manner of their election shall be as provided in the Corporation’s bylaws.

ARTICLE VII

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 Chapter 180 of the Wisconsin Statutes.

ARTICLE VIII

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 thereupon were present and voted, and such consent or consents are delivered to the Corporation, all in conformance with Wisconsin law.

Executed this _____ day of _____, 20__.

Patrick Fee
President