

10/21/04

AMENDED October 21, 2004  
PIC WISCONSIN By-laws

Section 2.02 should be revised to read as follows:

**2.02 Special Meeting.** Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, the Chair of the Board of Directors, or if there is none or in the Chair's absence, the Vice Chair of the Board. A special meeting may also be called by the holders of at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting who sign, date, and deliver the corporation one or more written demands for the meeting describing one or more purposes for which such special meeting is to be held.

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Section 2.04 should be revised to read as follows:

**2.04 Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty (20) days (unless a longer period is required by law or the Articles of Incorporation) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Chair of the Board, the Vice Chair of the Board, the President, the Secretary, or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at the address that appears on the stock record books of the corporation, with postage thereon prepaid. Notice of a special meeting shall include a description of each purpose for which the special meeting is called.

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The following is a new Section 2.12 for the By-Laws:

**2.12 Shareholder Proposals at Annual or Special Meetings.** At an annual or special meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before a meeting, business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, otherwise properly brought before the meeting by or at the direction of the Board of Directors or otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before a meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation, not less than 60 days nor more than 120 days prior to an annual meeting, or in the case of a special meeting, not less than 30 days nor more than 60 days prior to such meeting; provided, however, that in the event that less than 60 days notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the seventh day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the meeting, (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business

at the meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class and number of shares of the corporation that are beneficially owned by the shareholder and (iv) any material interest of the shareholder in such business. Notwithstanding anything in these bylaws to the contrary, no business shall be conducted at an annual or special meeting except in accordance with the procedures set forth in this Section 2.12; provided, however, that nothing in this Section 2.12 shall be deemed to preclude discussion by any shareholder of any business properly brought before the annual or special meeting in accordance with said procedures. The chairman of the annual or special meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Section 2.12, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly before the meeting shall not be transacted.

**The following is a new Section 2.13 for the By-Laws:**

**2.13 Shareholder Nominations of Persons for Election to the Board of Directors.** In addition to any other applicable requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors at an annual or special meeting of the shareholders. Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of shareholders by or at the direction of the Board of Directors, by any nominating committee or person appointed by the Board of Directors or by any shareholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 2.13. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than 60 days nor more than 120 days prior to an annual meeting or, in the case of a special meeting, not less than 30 days nor more than 60 days prior to such meeting; provided, however, that in the event that less than 60 days notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the seventh day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such shareholder's notice shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the number of shares of the corporation beneficially owned by the person, (iv) whether the person is a policyholder of the corporation, (v) whether the person is a director, officer, employee or agent of another insurer, and (vi) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), whether or not the company is then subject to the Exchange Act, and the Wisconsin Insurance Code; and (b) as to the shareholder giving the notice, (i) the name and record address of the shareholder and (ii) the number of shares of the corporation beneficially owned by the shareholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation pursuant to Section 611.57 of the Wisconsin Statutes or otherwise. No person shall be eligible for election as a director of the corporation at an annual or special meeting of the

shareholders unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the by-laws, and if he or she should so determine, he or she shall so declare at the meeting and the defective nomination shall be disregarded.

**Section 3.02 (c) should be revised to read as follows:**3.02 Tenure and Qualifications (c) Any director may be removed from office, with or without cause, by affirmative vote of a majority of the outstanding shares entitled to vote for the election of such director, taken at a meeting of shareholders called for such purpose and in accordance with Section 2.13 and other provisions of these bylaws; provided, however, that no such action shall be initiated or taken without the person or persons seeking such removal (1) making all necessary governmental filings and applications and furnishing copies thereof to the corporation when such filings or applications are made, (2) obtaining the prior written approval of the Wisconsin Commissioner of Insurance to the extent required by law and any other necessary governmental approvals, and (3) complying with any applicable federal, Wisconsin or other laws or regulations with respect to such matter; provided, further, that no director may be removed without cause whose class is not scheduled for election at the next annual meeting of shareholders. A director may resign at any time by filing a written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin or shareholders of the corporation.

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The following is a new Section 6.05 for the By-Laws:

6.05 Transfer Restrictions. Unless otherwise authorized by the corporation, no holder of shares of stock of the corporation shall sell, assign, transfer, pledge, hypothecate or in any other manner dispose of any of such shares in violation of any restriction on transfer of such shares which has been imposed for the purpose of preserving exemptions under federal or state securities laws or other reasonable purpose and where such transfer restriction is noted conspicuously on the front or back of the stock certificate, such transfer restriction is otherwise known to such shareholder or has been agreed to in writing by such shareholder. Unless otherwise required by law, the corporation shall not register a transfer of shares which is subject to an applicable restriction on transfer which is valid under Wisconsin law or register a transfer of shares if the transfer would be illegal under Section 611.72 of the Wisconsin Insurance Code or any other applicable provision of Wisconsin laws or regulations. In determining whether or not to register a transfer of any stock containing a restrictive legend or subject to a restriction on transfer, the corporation may rely upon the opinion of legal counsel acceptable to the corporation.

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