

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SECURA INSURANCE COMPANY**

(a Wisconsin Stock Insurance Corporation)

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

**ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the Corporation is SECURA Insurance Company (“Corporation”) and its principal office and place of business is 1500 Mutual Way, Neenah, Wisconsin 54956. The address of the principal office of the Corporation may be changed from time to time by the Board of Directors of the Corporation.

**ARTICLE II
NATURE OF BUSINESS**

Section 1. This Corporation is organized under Chapter 611 of the Wisconsin Statutes.

Section 2. The business of this Corporation shall be to engage in any lawful activity for which stock insurance companies may be organized under the laws of the State of Wisconsin, but as limited by section 610.21 of the Wisconsin Statutes.

Section 3. Insurance may be written in any state, territory, district or possession of the United States or in any foreign country subject to the rights conferred upon stock insurance corporations or permitted to them under the laws of the State of Wisconsin.

**ARTICLE III
AUTHORIZED SHARES**

Section 1. The aggregate number of shares which this Corporation shall have authority to issue is Ten Million (10,000,000) consisting of one class only, designated as “Common Stock”, with a par value of One Dollar (\$1.00) per share.

Section 2. Each share of Common Stock shall have one vote in any and all matters affecting the Corporation.

**ARTICLE IV
ACTION WITHOUT SHAREHOLDERS' 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 V DIRECTORS

Section 1. The corporate powers granted by law to the Corporation shall be exercised by and under the direction of a Board of Directors, consistent with these Articles of Incorporation and the Corporation's Bylaws.

Section 2. The Board of Directors shall consist of not less than five (5), nor more than fifteen (15), members as determined by the Bylaws from time to time, each of whom shall hold office, except as hereinafter provided, for a term of three (3) years or until their successor is elected and qualified. Directors shall be chosen by election at an annual meeting of the Corporation. Directors shall be divided into three classes, as nearly equal as possible, to be designated first, second, and third class. The term of office of one of such classes shall expire each year.

Section 3. Any vacancy in the Board of Directors, however occurring, during the interim between annual meetings of the shareholders, may be filled by the Board of Directors. If the directors remaining in office constitute fewer than a quorum of the Board, the directors by the affirmative vote of a majority of all directors remaining in office may fill any vacancy in the Board of Directors.

Section 4. In the event of an increase in the number of members of the Board of Directors, the directors elected to fill the vacancies created by the increase in the number of directors shall be assigned to the class or classes of directors as will keep the three classes of directors as nearly equal in number as possible.

Section 5. The Board of Directors may enact, amend, or repeal Bylaws for the conduct of affairs of the corporation consistent with these Articles and the laws of the State of Wisconsin.

Section 6. The Board of Directors may do any acts permitted under the Wisconsin Statutes.

ARTICLE VI OFFICERS

The principal officers of the Corporation, including each officer's powers and responsibilities, shall be set forth in the Bylaws of the Corporation.

ARTICLE VII LIMITATIONS ON TRANSFER OF STOCK

The transferability of any of the stock of the Corporation may be restricted from time to time by the shareholders by appropriate provision in the Bylaws or by agreement or agreements

entered into by any shareholder or shareholders with the Corporation and/or any other shareholders, and/or with any third persons, and the shares of stock of such shareholder or shareholders thereupon shall be subject to such Bylaws, agreement or agreements and shall be transferable only upon proof of compliance therewith; provided, however, that such Bylaws, agreement or agreements shall be filed with the Corporation and reference thereto placed on the certificate or certificates of stock.

**ARTICLE VIII
PURCHASE OF SHARES BY CORPORATION**

The Corporation is authorized by action of the Board of Directors to purchase, take, receive or otherwise acquire shares of the capital stock of the Corporation, subject to the applicable provisions of Wisconsin law.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 1500 Mutual Way, Neenah, Wisconsin 54956, and the name of the registered agent at such office is Daniel P. Ferris. The address of the registered office of the Corporation and the identity of the registered agent of the Corporation may be changed from time to time by the Board of Directors of the Corporation.

**ARTICLE X
AMENDMENTS**

The Articles of Incorporation may be amended as provided in Chapter 611 of the Wisconsin Statutes.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of SECURA Insurance Company.

Dated: _____, 20_____.

By: _____
David D. Gross, Sole Incorporator