

**ARTICLES OF INCORPORATION**  
**OF**  
**SECURA INSURANCE 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 611, 644, and 181 of the Wisconsin Statutes.

**ARTICLE I**  
**NAME**

The name of the Corporation is SECURA Insurance 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 1500 Mutual Way, 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 of the Corporation in the State of Wisconsin. The address of the principal office of the Corporation may be changed from time to time by the Board of Directors.

The registered office of the Corporation shall initially be 1500 Mutual Way, Neenah, Wisconsin 54956. The name of the Corporation's initial registered agent at such address 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.

**ARTICLE III**  
**INCORPORATOR**

The name and address of the sole incorporator is David D. Gross, c/o SECURA Insurance Company, 1500 Mutual Way, 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 SECURA Insurance Company, the stock insurer into which SECURA INSURANCE, A Mutual Company ("SIC") 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 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.

5.3 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**

6.1 Powers. 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. 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. The Board of Directors may do any acts permitted under the Wisconsin Insurance Code.

6.2 Number. The Board of Directors shall consist of not less than nine, nor more than fifteen members, as determined by the Bylaws from time to time, each of whom shall hold office for three years or until their successor is elected and qualified. Directors shall be chosen by ballot at an annual meeting of the Corporation. Directors shall be divided into three classes as nearly equal in members as possible, to be designated first, second, and third class. The term of office of one of such classes shall expire each year. The initial Board of Directors shall be those individuals named in the Plan. Thereafter, the Board of Directors shall be elected by the Members.

6.3 Vacancies. 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. Any vacancy in the Board of Directors, however occurring, during the interim between annual meetings of the members, may be filled by the Board of Directors. If the directors remaining in office constitute fewer than a quorum of the Board as set forth in the Bylaws, the directors by the affirmative vote of a majority of all directors remaining in office may fill any vacancy on the Board of Directors.

**ARTICLE VII  
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 VIII  
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 SECURA Mutual Holding Company.

Dated: \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_  
David D. Gross, Sole Incorporator