

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHEBOYGAN FALLS INSURANCE COMPANY
(a Wisconsin Insurance Corporation)

Exh #	18.4
Date	11/2/08
Case	08-C31480
Ins. Comm.	

Pursuant to Chapter 611 and Chapter 180 of the Wisconsin Statutes, Sheboygan Falls Insurance Company hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1: The name of the corporation is Sheboygan Falls Insurance Company (hereinafter referred to as the "Corporation").

ARTICLE 2: The purpose for which this Corporation is organized is to engage in any lawful activity for which insurance corporations may be organized under the provisions of Chapter 611 of the Wisconsin Statutes.

ARTICLE 3: The aggregate number of shares which the Corporation shall have the authority to issue is Ten Million (10,000,000), consisting of one class only, designated as "Common Stock," of the par value of \$1.00 per share. The Corporation elects to have no preemptive rights.

ARTICLE 4: The number of directors constituting the Board of Directors shall initially be ten (10) and thereafter such other number as may be assigned from time to time by the Board of Directors, but shall not be less than the minimum number required by Wisconsin law. Their terms and manner of their election shall be as provided in the Bylaws. The initial directors shall be:

Name	Date of Term Expiration	Address
Kenneth F. Maurer	2011	Sheboygan Falls, Wisconsin
James H. Fasse	2011	Sheboygan Falls, Wisconsin
R. Richard Sherbahn	2011	Lancaster, Pennsylvania
Philip H. Glatfelter, II	2009	Columbia, Pennsylvania
Scott A. Berlucchi	2009	Lancaster, Pennsylvania
Dennis J. Bixenman	2009	Sioux City, Iowa
Lee F. Wilcox	2010	Sheboygan Falls, Wisconsin
Thomas A. Scribner	2010	Sheboygan Falls, Wisconsin
Donald H. Nikolaus	2010	Marietta, Pennsylvania
Frederick W. Dreher	2010	Philadelphia, Pennsylvania

ARTICLE 5: The address of the initial registered office of the Corporation is 511 Water Street, Sheboygan Falls, County of Sheboygan, State of Wisconsin 53805 and the name of its initial registered agent at such address is Lee F. Wilcox.

ARTICLE 6: 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 the Wisconsin Business Corporation Law.

ARTICLE 7: The duly adopted Amended and Restated Articles of Incorporation set forth above supersede the Restated Articles of Incorporation of Sheboygan Falls Mutual Insurance Company.

SHEBOYGAN FALLS INSURANCE COMPANY

By: _____
Lee F. Wilcox, President

By: _____
Kenneth F. Maurer, Secretary

STATE OF WISCONSIN)
) ss:
COUNTY OF SHEBOYGAN)

On this ____ day of October, 2008, before me, a notary public in and for Sheboygan County, Wisconsin, appeared Lee F. Wilcox, to me personally known, who being by me duly sworn, did say that he is the President of said Corporation; that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and members. Said Lee F. Wilcox acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation by him voluntarily executed.

IN WITNESS WHEREOF, I have affixed my hand and Notary Seal at Sheboygan Falls, Sheboygan County, Wisconsin, this ____ day of October, 2008.

Notary Public in and for the State of Wisconsin