

**MERGER OF
CLARNO MUTUAL INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

**ARTICLES OF INCORPORATION
EXHIBIT A TO AGREEMENT AND PLAN OF MERGER**

Filed with the Wisconsin Office of the Commissioner of Insurance

November 15, 2023

RESTATED ARTICLES OF INCORPORATION OF MT. MORRIS MUTUAL INSURANCE COMPANY

ARTICLE I. Name and Location of Principal Office The name of this Company is Mt. Morris Mutual Insurance Company, and the principal office for the transaction of business is located at Coloma, Wisconsin, State of Wisconsin.

ARTICLE II . Registered Agent The Company's registered agent is Daniel O Fenske, located at W10979 Czech Road, Coloma, Wisconsin, 54930.

ARTICLE III. Purpose The Company is organized for the purpose of insuring its members against any of the hazards as may be authorized or permitted for Companies of its class under the laws of the State of Wisconsin.

ARTICLE IV. Board of Directors

Section 4.1. General Powers. All corporate powers shall be exercised by or under authority of, and the business and affairs of this

Company shall be controlled by the Board of Directors.

Section 4.2. Numbers, Qualifications and Terms of Office. The number, qualifications and the term of office (including staggered terms) of directors shall be established in accordance with the Company's by-laws.

ARTICLE V. Membership The Company shall be a mutual insurance company without capital stock organized under chapter 611 of the Wisconsin Statutes. Each policyholder shall be a member of the Company and shall have one vote.

BYLAWS OF

MT. MORRIS MUTUAL INSURANCE COMPANY

ARTICLE I. CORPORATE OFFICES

Section 1.1. Name. Principal and Business Offices. The Company's principal and business offices will be located within the state of Wisconsin.

ARTICLE II. MEETINGS OF THE MEMBERSHIP

Section 2.1. Annual Meetings. The annual meeting of Members of this Company ("Members") shall be held on the 4th Wednesday of February at 10:00 a.m. or at such other time as shall be designated by the Board of Directors (the "Board") and fixed and stated in the notice thereof.

Section 2.2. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by law or by the Articles of Incorporation, may be called by the Board, the President or by Members having twenty (20) percent of the votes entitled to be cast at such a meeting.

Section 2.3. Place of Meetings. Each annual meeting of the Members shall be held at the Richford Community Center, Coloma, Wisconsin or such other place as shall be designated by the Board and fixed and stated in the notice thereof. Special meetings shall be held at such place as shall be designated by the Board and fixed and stated in the notice thereof.

Section 2.4. Notice of Meetings. Except as otherwise expressly required by law, notice of each meeting of the Members shall be given not less than ten (10) days and not more than fifty (50) days before the date of the meeting. Each such notice shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.5. Quorum and Voting.

(a) **Quorum.** At any meeting of the Members, ten (10) Members entitled to vote on the issue, present in person or represented by proxy, shall constitute a quorum for all purposes, unless the representation of a larger number shall be required by law or by the Articles of Incorporation.

(b) **Voting.** If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

Section 2.6. Waiver of Notice. Whenever any type of notice is required to be given to any Member of the Company under the Articles of Incorporation, Bylaws or any provision of law, a written waiver of such notice signed at any time, whether before or after the time of the meeting by the Member entitled to such notice, shall be deemed equivalent to the giving of such notice, provided that such waiver contains the same information as would have been required by law to be included in such notice, except for the time and place of meeting. The attendance of any Member at a meeting, in person or by proxy shall constitute a waiver of notice of such meeting, except where the Member attends a meeting and at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

Section 2.7. Action without Meeting. Any action required or permitted by the Article of Incorporation, by the Bylaws, or by any provision of law to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Separate counterparts of any such consent may be signed by the Members entitled to vote, with the same force and effect as if all signatures were appended to one original document.

Section 2.8. Presiding Officer. If present, the President/CEO of the Board shall preside at all meetings of the Members. In the President/CEO's absence, the Chairperson, the Vice Chairperson, the Treasurer, or Secretary shall preside. In the absence of any officer, any person chosen by the Members present shall preside at the meeting of Members.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. All corporate powers shall be exercised by or under the authority of, and its business and affairs of this Company shall be controlled by the Board.

Section 3.2. Number, Term of Office; Qualification; Nomination and Election.

(a) **Number and Classes; Term.** The initial Board shall consist of nine (9) Directors. Thereafter, the exact number of Directors shall be fixed by a resolution adopted by a majority of the Directors then in office and shall not be less than seven (7) nor more than fifteen (15). The Directors shall be evenly divided (to the extent possible) into three classes. At each annual meeting one of the classes shall be elected for a term of three years. In the event that the number of Directors is less than nine (9), there will be two classes, each elected for a two-year term. Each Director shall hold office until his or her successor shall have been elected and qualified, or until his or her prior death, resignation or removal.

(b) **Qualifications.** Directors shall be chosen from among the Members of the Company. A Member of the Company shall be eligible to serve as a Director as long as that Member meets all eligibility requirements for such a position as defined in the Wisconsin Statutes and Wisconsin Administrative Code.

(c) **Nomination and Election.** Directors shall be elected by the members of the Company at each annual meeting. The following procedure shall apply for the nomination of all Directors:

(1) The Nominating Committee of the Company shall follow the procedure prescribed by the Board in preparing for presentation to the annual meeting a slate of candidates to stand for election to the Board.

(2) All nominations of Directors shall be in writing except for the election of a Director by the Board to fill a vacancy until the next annual meeting.

(3) No nomination by Members shall be valid unless signed by at least ten (10) Members and filed with the Secretary at least thirty (30) days before the date specified in these Bylaws for the annual meeting of the Members of the Company.

(4) In case of the death of any candidate nominated as a director, if the Nominating Committee does not appoint another candidate, the Members of the Company may, by majority vote, nominate a candidate in place of such deceased person at the meeting which was election of such candidate. The person so nominated shall be the candidate at such election in the place of the deceased person. If the name of the deceased candidate appears on the ballot for such election, such ballot may be used at the election and every vote cast for the deceased candidate shall be deemed to have been cast, and shall be counted as having been cast, for the person nominated in replacement.

Section 3.3. Resignations. Any director of the Company may resign at any time by giving written notice to the Chairperson of the Board, to the President or to the Secretary of the Company. Such resignation shall take effect at the time specified therein or, if the time is not specified, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Removal. A Director may be removed by the Members only at a meeting called for the purpose of removing such Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is to remove a Director.

Section 3.5. Vacancies. Whenever any vacancy on the Board shall occur by death, resignation, removal or otherwise, the remaining members of the Board at a meeting called for that purpose or at any regular meeting shall, by a vote of a majority of the Directors then in office, elect a Director or