MERGER OF

WASHINGTON TOWN MUTUAL INSURANCE COMPANY

WITH AND INTO

HOMESTEAD MUTUAL INSURANCE COMPANY

BYLAWS EXHIBIT B TO AGREEMENT AND PLAN OF MERGER

Filed with the Wisconsin Office of the Commissioner of Insurance

November 10, 2023

AMENDED AND RESTATED BYLAWS OF HOMESTEAD MUTUAL INSURANCE COMPANY

ARTICLE 1 Corporate Offices

Section 1.1. <u>Principal and Business Offices</u>. The principal and business offices of Homestead Mutual Insurance Company (the "Company") will be located within the State of Wisconsin.

ARTICLE 2 Members

- **Section 2.1.** <u>Members</u>. The members of the Company (the "Members") shall be the named insureds to whom Company has issued a policy while such policy is in force.
- Section 2.2. <u>Annual Meetings</u>. The annual meeting of Members will be held in March of each year or at such time and in such place as shall be designated by the board of directors of the Company (the "Board") and fixed and stated in the notice thereof.
- Section 2.3. <u>Special Meetings</u>. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by law or by the articles of incorporation of the Company (the "Articles of Incorporation"), may be called by the Board, and shall be called by the President/CEO or Secretary/Treasurer upon the written petition of at least twenty percent (20%) of the Members.
- Section 2.4. <u>Place of Meetings</u>. Each annual meeting of the Members shall be held in Winnebago County, 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 2.5. <u>Notice of Meetings</u>. Except as otherwise expressly required by law, notice of the annual meeting of the Members shall be printed conspicuously on each policy or given by such other reasonable manner as the Board may decide. Notice of a special meeting of the Members shall be given to each Member in writing not less than ten (10) nor more than ninety (90) days before the date of such special 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 2.6. Quorum and Voting.

- (a) **Quorum.** At any meeting of the Members, ten (10) Members entitled to vote on the issue and present in person 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) <u>Voting</u>. Unless otherwise provided in these Bylaws or in the Articles of Incorporation, if a quorum is present, the affirmative vote of the majority of the Members

represented at the meeting in person and entitled to vote on the subject matter shall be the act of the Members.

Section 2.7. Proxies. Members may not vote by proxy.

- Section 2.8. Waiver of Notice. Whenever any type of notice is required to be given to any Member under the Articles of Incorporation, these Bylaws or any provision of law, a written waiver of such notice signed by the Member entitled to such notice at any time, whether before or after the time of the meeting, 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 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 2.9. <u>Annual Meeting Protocol</u>. If present, the chairperson of the Board (the "Chairperson") shall preside at all meetings of the Members. In the Chairperson's absence, the vice chairperson of the Board (the "Vice Chairperson") or the President/CEO of the Company may preside at the Board's discretion. In the absence of the Chairperson, Vice Chairperson and President/CEO, any person chosen by the Members present shall preside at the meeting of Members. The Secretary/Treasurer shall act as secretary of all meetings of the Members, but, in the absence of the Secretary/Treasurer, the presiding officer may appoint any other person to act as secretary of the meeting.

ARTICLE 3 Board of Directors

Section 3.1. <u>General Powers</u>. The corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be controlled by, the Board.

Section 3.2. Number, Classes and Term; Qualification.

- (a) The number of directors of the Company shall be set from time to time through resolution of the Board but shall not be less than nine (9) nor more than fifteen (15) (each, a "Director" and collectively, the "Directors"). At least four (4) Directors shall be "Homestead Directors" and at least five (5) Directors shall be "Mutual of Wausau Directors". The Directors shall be divided (to the extent possible) into three (3) classes that are equal in number; provided, however, that no class may contain fewer than three (3) Directors and, provided further, that no class may only be made up of Homestead Directors or Mutual of Wausau Directors, respectively. At each annual meeting, one of the classes shall be elected for a term of three (3) years. Homestead Directors are eligible to serve four (4) consecutive three (3)-year terms and may be eligible to be re-elected after a one (1)-year interruption. Notwithstanding the foregoing and for the avoidance of doubt, Mutual of Wausau Directors are eligible to be re-elected at any time without interruption.
- (b) Each Director who is a Homestead Director must be a Member of the Company. Each Director who is a Mutual of Wausau Director need not be a Member of the Company, provided any such individual meets all eligibility requirements for such a position as defined in

the Wisconsin Statutes and Wisconsin Administrative Code. Mutual of Wausau Directors shall be chosen from the staff members of Mutual of Wausau Corporation ("Mutual of Wausau"), Ellington Mutual Insurance Company ("Ellington"), and the Company. In addition, any individual who has reached the age of seventy-eight (78) or more as of the date of any annual meeting of the Members is ineligible to be elected or re-elected as a Director at such annual meeting of the Members. A Director who turns seventy-eight (78) while in office may serve out his/her entire three (3) year term.

Section 3.3. Nomination and Election.

(a) Any Director must be nominated prior to the individual's election by either (i) the Directors or (ii) the Members, each in accordance with paragraph (b) below. All Directors, except those elected by the Board to fill a vacant position, will be elected by the Members at an annual meeting of the Members.

(b) Nomination Procedure.

- (i) By the Board. At least sixty (60) days prior to the annual meeting of Members, the Board shall nominate a candidate for each Director whose term of office will expire on the day of such annual meeting and shall file the name of each such candidate and the name of the Director such candidate has been nominated to replace with the Secretary/Treasurer. Any nomination by the Board to fill an office held by a Homestead Director must be made by at least a majority of the Homestead Directors currently in office, not including the Homestead Director whom the nominee would be nominated to replace (who shall abstain from any such vote). Any nomination by the Board to fill an office held by a Mutual of Wausau Director must be made by at least a majority of the Mutual of Wausau Directors currently in office, not including the Mutual of Wausau Director whom the nominee would be nominated to replace (who shall abstain from any such vote).
- (ii) By the Members. Any one hundred (100) Members may also nominate candidates to succeed the Homestead Directors whose terms will expire at any annual meeting by filing with the Secretary/Treasurer by December 31 before such annual meeting a certificate signed by each of such Members and setting forth (1) their full names and addresses, (2) the name of each candidate nominated and (3) the name of the Director each such candidate has been nominated to replace. With such certificate, the Members are required to file written acceptance of such nomination by each nominee named in the certificate.

Each candidate nominated by the Board and the Members will run for office only against the director whom such candidate has been nominated to replace as shown in the nominations filed with the Secretary/Treasurer. Each Director position shall be filled by the candidate with the largest number of Member votes. No candidate not nominated as herein provided shall be voted upon by the Members. The names of each candidate and the Director such candidate has been nominated to replace shall be made known by the Secretary/Treasurer to any Member upon his or her request.

- **Section 3.4.** Resignations. Any Director may resign at any time by giving written notice to the President/CEO or the Secretary/Treasurer. 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 3.5.** <u>Removal.</u> 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 3.6. Vacancies.

- (a) <u>Death, Resignation, Removal</u>. Subject to Section 3.3, whenever any vacancy on the Board shall occur by death, resignation, removal or otherwise, but excluding a vacancy created by an increase in the number of Directors (which shall be governed by paragraph (b)), the remaining Directors at a meeting called for that purpose or at any regular meeting shall elect a Director or Directors to fill such vacancy or vacancies until the expiration of the term.
 - (i) <u>Mutual of Wausau Director</u>. If a Mutual of Wausau Director dies, resigns or is removed, then the vacancy will be filled by a vote of the majority of the remaining Mutual of Wausau Directors.
 - (ii) <u>Homestead Director</u>. If a Homestead Director dies, resigns or is removed, then the vacancy will be filled by a vote of the majority of the remaining Homestead Directors.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs as provided above, but the new Director may not take office until after the vacancy occurs.

- (b) <u>Increase in Number of Directors</u>. If the number of Directors constituting the full Board is increased at any time, the Directors shall ensure that the total number of Homestead Directors equals one (1) less, or in the case of an even total number of Directors, two (2) less, than a majority of the full Board after the increase. The additional positions shall be designated as seats to be held by either Homestead Directors or Mutual of Wausau Directors as set forth in the preceding sentence, and the terms "Homestead Directors" and "Mutual of Wausau Directors" shall include the additional Directors.
- Section 3.7. Annual and Regular Meetings of the Board. The Board shall hold an annual meeting of the Board which shall take place immediately following and at the same place as the annual meeting of the Members, or at such other time and place as the Board determines, and shall hold at least four (4) additional regular meetings per year at such times and places as the Board shall from time to time determine.
- Section 3.8. Special Meetings of the Board. Special meetings of the Board shall be held whenever called by the Chairperson, such other officer of the Company as may be designated by resolution adopted by the Board, or by any two (2) Directors then in office.
- Section 3.9. <u>Place of Meetings</u>. Except as otherwise provided by law, the Board may hold its meetings and may have an office and keep the books of the Company in such place or

places within the State of Wisconsin as the Board may determine. If no place is fixed for a meeting, the place of the meeting shall be the principal business office of the Company in the State of Wisconsin.

Section 3.10. Notice. Annual meetings of the Board may be held with or without notice. Notice of any regular and special meeting shall be mailed to each Director addressed to the Director at his or her residence or usual place of business at least five (5) days before the date on which the meeting is to be held, or shall be sent to him or her at such place electronically or delivered personally or by telephone, not later than twenty-four (24) hours before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

Section 3.11. Quorum and Voting.

- (a) Quorum. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of affairs and business of the Company. If a quorum is not present at any meeting of the Board, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- (b) <u>Voting</u>. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Exception to Action by Majority.

- (i) Any merger of the Company into Mutual of Wausau will require the affirmative vote of three-fourths (3/4) of the full Board.
- (ii) In the event that an individual who is not selected by Mutual of Wausau in accordance with the procedure provided in Section 3.3 of these Bylaws is nominated as a candidate to replace a Mutual of Wausau Director, paragraph (c)(i) above shall not apply and a simple majority of the directors voting affirmatively on the matter will be effective to merge Company into Mutual of Wausau.

Section 3.12. Waiver of Notice. Whenever any type of notice is required to be given to any Director under the Articles of Incorporation, Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless that Director objects at the beginning of such meeting or promptly upon arrival at such meeting to the transaction of any business because the meeting was not lawfully called or convened and thereafter does not vote or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 3.13. <u>Unanimous Consent Without Meeting</u>. Any action required or permitted by the Articles of Incorporation, these Bylaws or any provision of law to be taken by the Board at a meeting or by resolution, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to such action.

Section 3.14. Meeting by Electronic Communication. Meetings of the Board may be conducted through the use of any means of communication (i) by which all participating Directors may simultaneously hear each other during the meeting or (ii) by which all communication is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Prior to beginning such meeting, all Directors shall be informed that a meeting is being conducted at which official business may be transacted. A Director participating in such meeting is deemed to be present in person at the meeting.

Section 3.15. <u>Conduct of Meetings</u>. It shall be the duty of the Chairperson to set the agenda for meetings of Members and for Board and executive committee (if an executive committee has been created by the Board) meetings and to preside at such meetings. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence. The Secretary/Treasurer shall act as secretary of all Board meetings, but in the Secretary/Treasurer's absence, the presiding officer may appoint any Director, or any officer of the Company present to act as secretary of the meeting. The presiding officer of the meeting shall assign a person to prepare the minutes of the proceedings of its Board.

Section 3.16. <u>Compensation</u>. The Board, by affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all Directors for services to the Company as Directors, officers or otherwise, or may delegate such authority to an appropriate committee. The Board also shall have authority to provide for, or to delegate authority to an appropriate committee to provide for, reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers and employees and to their estates, families, dependents or beneficiaries on account of prior services rendered to the Company by such Directors, officers and employees.

Section 3.17. Committees. The Board may, by resolution adopted by a majority of the Directors fixed in accordance with the Bylaws, designate one or more committees, including without limitation an executive committee. Each such committee shall consist of three (3) or more Directors. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The Board shall have the power to change the members of any such committee at any time, to fill vacancies on such committee and to discharge any such committee, either with or without cause, at any time. Except as otherwise provided by law, or to the extent provided in the resolution of the Board or in these Bylaws, a committee designated pursuant to this Section 3.17 may exercise all powers and authority of the Board in managing the business and affairs of the Company. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. The Chairperson shall preside at the meetings of any such committee, unless otherwise designated by the Board.

ARTICLE 4 Officers

- **Section 4.1.** <u>Number.</u> The principal officers of the Company shall consist of the president/chief executive officer (the "President/CEO"), one or more vice presidents (each, a "Vice President" and collectively, the "Vice Presidents") who may be designated executive Vice President, and a secretary/treasurer (the "Secretary/Treasurer"). Each office must be held by a separate individual. Such other officers as may be deemed necessary may be elected or appointed by the Board. The duties of the officers shall be those enumerated herein and as designated by the President/CEO or by the Board.
- Section 4.2. Election, Term of Office, Qualification. The officers of the Company shall be elected or appointed annually by the Board at the annual meeting of the Board. If the election or appointment of officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as is convenient. Each officer shall hold office until the next annual meeting of the Board, or until his or her successor is elected or appointed by the Board, or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- **Section 4.3.** Removal. Any officer or agent of the Company may be removed by the Board, with or without cause, whenever in the judgment of the Board the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not itself create such contractual rights.
- **Section 4.4.** <u>Vacancies</u>. A vacancy in any office by reason of death, resignation, removal, or disqualification of any officer, or of any other cause shall be filled by the Board for the unexpired portion of the term.
- Section 4.5. President and Chief Executive Officer. The President/CEO shall, subject to the control of the Board, supervise and control the day-to-day business and affairs of the Company. The President/CEO shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Company as the President/CEO shall deem necessary, to prescribe the powers, duties and compensation of such agents and employees, and to delegate authority to them. Such agents and employees shall continue in their positions with the Company at the discretion of the President/CEO. The President/CEO shall have authority to sign, execute and acknowledge, on behalf of the Company, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the normal and regular course of the Company's business, and which shall be authorized by resolution of the Board. Except as otherwise provided by law or the Board, the President/CEO may authorize any Vice President or other officer or agent of the Company to sign, execute and acknowledge such documents or instruments in the President/CEO's place and stead. In general, the President/CEO shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the Board from time to time.
- **Section 4.6.** <u>Vice President</u>. The Vice President, including any executive Vice Presidents, in the order designated by the Board or, lacking such a designation, by the President/CEO, shall in the absence or disability of the President/CEO perform the duties and exercise the powers of the President/CEO and shall perform such other duties as the Board or the President/CEO shall prescribe.

Section 4.7. <u>Secretary/Treasurer</u>.

- (a) The Secretary/Treasurer shall attend all meetings of the Board and all meetings of the Members and record all votes and minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees of the Board when required. The Secretary/Treasurer shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary/Treasurer shall be custodian of the corporate records and shall keep or arrange for the keeping of a register of the post office address of each Member of the Company which shall be furnished to the Secretary/Treasurer by such Member. The Secretary/Treasurer shall, in general, perform all duties incident to the office of the Secretary/Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary/Treasurer by the President/CEO or by the Board.
- (b) The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Company. The Secretary/Treasurer shall receive and give receipt for moneys due and payable to the Company in such banks, trust companies or other depositories as the Board may designate. The Secretary/Treasurer shall in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Secretary/Treasurer by the President/CEO or by the Board. If required by the Board, the Secretary/Treasurer shall give a bond for faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine.
- (c) The Secretary/Treasurer has the authority to delegate duties assigned to him or her to such assistant secretaries and assistant treasurers as the Board may appoint.
- Section 4.8. <u>Assistants</u>. The assistant secretaries and assistant treasurers (if any), respectively (in the order designated by the Board or, lacking such designation, by the President/CEO), in the absence of the Secretary/Treasurer, shall perform the duties and exercise the powers of the Secretary/Treasurer and shall perform such other duties as the Board or the President/CEO shall prescribe.
- **Section 4.9.** Other Officers. Such other officers, agents and clerks as the Board may appoint shall perform such duties as may be assigned to them by the Board or by the officers of the Company.
- **Section 4.10.** Salaries. The salary of the President/CEO shall be fixed from time to time by the Board or if duly authorized by the Board, a committee thereof or the Chairperson. No officer shall be prevented from receiving a salary by reason of also being a Director.

ARTICLE 5 Indemnification of Directors, Officers and Employees

Section 5.1. <u>Indemnification.</u> The Company shall, to the extent required by Wis. Stat. §§ 181.0871 to 181.0881 and 181.0889, as they may be amended from time to time, indemnify its Directors, officers and employees against expenses they reasonably and actually incur in connection with threatened, pending or completed legal action, suits or proceedings to which they are or may be a party because they are or were a Director, officer or employee of the Company.

- Section 5.2. <u>Determination of Indemnity</u>. Any indemnification under Section 5.1 (unless otherwise ordered by a court) shall be made by the Company only as authorized in the specific case upon determination that indemnification of the director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the applicable provision of Wisconsin law. Such determination shall be made in accordance with Wis. Stat. § 180.0873.
- Section 5.3. Advance Payments. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding if authorized in the manner provided in Section 5.2 above upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such an amount unless it shall ultimately be determined that such person(s) is entitled to be indemnified by the Company pursuant to these Bylaws.
- Section 5.4. <u>Maintenance of Insurance</u>. The Board may purchase and maintain insurance on behalf of any person who is a Director, officer, employee or agent of the Company against liability asserted against and incurred by the person in that person's capacity as a Director, officer, employee or agent, or arising from that person's status as a Director, officer, employee or agent, regardless of whether the Company is required or authorized to indemnify the person against the same liability.

ARTICLE 6 Contracts, Loans, Checks, and Deposits; Special Corporate Acts

Section 6.1. Execution of Contracts. The Board shall designate the officers, employees and agents of the Company who shall have power to execute and deliver deeds, leases, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Company and may authorize such officers, employees and agents to delegate such power (including authority to re-delegate) by written instrument to other officers, employees or agents of the Company. In the absence of such designation or delegation, such documents shall be executed by the President/CEO with Board approval.

Section 6.2. <u>Bank Accounts and Deposits</u>. All funds of the Company shall be deposited from time to time to the credit of the Company with such banks, trust companies, or other depositories as the Board may select annually or as may be selected by any officer or officers, agent or agents of the Company to whom such power may be delegated from time to time by the Board. Endorsements for deposit to the credit of the Company in any of its duly authorized depositories may be made without countersignature by the President/CEO or any Vice President, or the Secretary/Treasurer, or by any other officer or agent of the Company to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Company.

Section 6.3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Company shall be signed or endorsed by such person or persons and in such manner, including the means of facsimile signature, as shall be determined from time to time by or under the authority of a resolution of the Board.

- Section 6.4. <u>Loans</u>. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in the Company's name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confined to specific instances.
- Section 6.5. <u>Voting of Securities Owned by This Company</u>. Subject always to the specific directions of the Board, any shares or other securities issued by any other corporation and owned or controlled by this Company may be voted at any meeting of security holders of such other corporation by the President/CEO if the President/CEO is present, or in the President/CEO's absence, by any Vice President who may be present.

ARTICLE 7 Miscellaneous

- **Section 7.1.** Fiscal Year. The fiscal year of the Company shall begin on January 1 and end on December 31.
 - Section 7.2. Seal. The Company shall have no seal.
- **Section 7.3.** <u>Miscellaneous Definitions</u>. "Bylaws" shall mean these amended and restated bylaws of the Company.

ARTICLE 8 Amendment to Bylaws

- **Section 8.1.** By Members. Unless provided otherwise in the Articles of Incorporation or these Bylaws, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Members by affirmative vote of not less than a majority of Members present and voting at any annual or special meeting of the Members at which a quorum is present.
- **Section 8.2.** By Directors. Unless provided otherwise in the Articles of Incorporation or these Bylaws, these Bylaws may also be altered, amended or repealed and new bylaws may be adopted by the Board at any meeting at which a quorum is present; but no bylaw adopted by the Members shall be amended or repealed by the Board if the bylaws adopted by the Members expressly prohibit amendment by the Board.

The foregoing constitutes the Bylaws of the Company which shall supersede and take the place of the heretofore existing bylaws and amendments thereto.

CERTIFICATE

The undersigned deposes and says that he has duly executed the foregoing Bylaws dated November 10, 2022, and on behalf of Homestead Mutual Insurance Company; that he is the President & CEO and that he is authorized to execute such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

Signature

<u>Darren Reoh</u> Print Name

TAWNING PUBLIC ONSIN

Subscribed and sworn to this

11 day of NOVEMber, 20 22

Notary Public

My commission expires on _______