

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
NGL INSURANCE COMPANY
(a Wisconsin Stock Insurance Corporation)**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Amended and Restated Articles of Incorporation, and all amendments thereto, of NGL Insurance Company (the "Corporation"), a corporation organized under Chapter 611 of the Wisconsin Statutes and previously known as National Guardian Life Insurance Company.

**ARTICLE I
NAME**

The name of the Corporation is NGL Insurance Company.

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE, AND REGISTERED AGENT**

The mailing and street address of the principal office of the Corporation is Two East Gilman Street, Madison, Wisconsin 53703. 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 be Two East Gilman Street, Madison, Wisconsin 53703. The name of the Corporation's registered agent at such address is Kimberly A. Shaul. 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
PURPOSES**

This Corporation is organized under Chapter 611 of the Wisconsin Statutes. The purpose of this Corporation shall be to engage in any lawful activity for which stock life insurance companies may be organized under the laws of the State of Wisconsin.

**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 VI
AUTHORIZED SHARES**

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. Each share of Common Stock shall have one vote in any and all matters affecting 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
AMENDMENTS**

The Articles of Incorporation may be amended in any manner authorized by law at the time of adoption of the amendment.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed on behalf of National Guardian Life Insurance Company.

Dated: _____

By: _____

Joseph Celentano, President & Chief Executive Officer