

ARTICLES OF INCORPORATION OF
NGL 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 NGL Mutual Holding Company.

ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE, AND REGISTERED AGENT

The street address of the initial principal office of the Corporation is Two East Gilman Street, Madison, Wisconsin 53703 and the mailing address is 123 Town Square Place, PMB 749 Jersey City, New Jersey 07310. 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 Two East Gilman Street, Madison, Wisconsin 53703. The name of the Corporation's initial 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
INCORPORATOR

The name and address of the sole incorporator is Joseph Celentano, c/o National Guardian Life Insurance Company, Two East Gilman Street, Madison, WI 53703.

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 National Guardian Life Insurance Company, the stock insurer into which National Guardian Life Insurance Company, a Mutual Company 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**

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.

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.

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**

The initial Board of Directors shall be those individuals named in the Plan. Thereafter, the Board of Directors shall be elected by the Members in accordance with the Bylaws of the Corporation.

**ARTICLE VII
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 NGL Mutual Holding Company.

Dated: _____, 20____.

By: _____

Joseph Celentano, Sole Incorporator