

## **ARTICLES OF INCORPORATION OF**

### **NGLCorp, Inc. (A Wisconsin Business Corporation)**

The undersigned, acting as the sole incorporator of a corporation organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, adopts the following Articles of Incorporation for such corporation.

#### **ARTICLE I NAME**

The name of the corporation is NGLCorp, Inc. (the "Corporation").

#### **ARTICLE II PURPOSE**

The Corporation is organized for any purpose permitted under Chapter 180 of the Wisconsin Statutes.

#### **ARTICLE III AUTHORIZED STOCK; VOTING**

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class designated as "Common Stock" and having a par value of One Cent (\$0.01) per share. Each outstanding share of Common Stock is entitled to one vote on each matter voted on at a shareholder meeting. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

#### **ARTICLE IV ACTION BY SHAREHOLDERS WITHOUT A 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 the Wisconsin Business Corporation Law.

#### **ARTICLE V DIRECTORS**

The number of directors on the Board of Directors shall be as provided from time to time in the Bylaws. The Bylaws may (but shall not be required to) provide for staggering the terms of the directors by dividing the total number of directors into two or three groups, as provided in the Bylaws.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 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 VII**  
**QUORUM AND VOTING REQUIREMENTS**

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 VIII**  
**INCORPORATOR**

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

Executed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_  
Joseph Celentano, Sole Incorporator