

MUTUAL HOLDING COMPANY PLAN

of

SENTRY INSURANCE A MUTUAL COMPANY

Under Chapter 644 of the

Wisconsin Insurance Code

Dated September 23, 2020

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PREAMBLE

Sentry Insurance a Mutual Company, a Wisconsin mutual insurance company (“SIAMCO”) intends to restructure into a mutual insurance holding company structure pursuant to Chapter 644 of the Wisconsin Insurance Code (the “Restructuring”).

RECITALS

A. At a meeting duly called and held on September 23, 2020, the Board of Directors of SIAMCO (the “Board of Directors”) adopted certain resolutions attached hereto as Exhibit A (the “Adopting Resolutions”) which, among other things, (i) found that the Restructuring is fair and equitable to SIAMCO’s Policyholders and is expected to benefit SIAMCO and its Policyholders for the reasons set forth therein, (ii) adopted this Mutual Holding Company Plan, including all Exhibits attached hereto (“Plan”), (iii) directed that this Plan be submitted to the Wisconsin Commissioner for approval as provided in Wis. Stat. § 644.07(4), and (iv) subject to approval by the Wisconsin Commissioner, directed that this Plan be submitted for approval by the Members of SIAMCO, and that the proposed Second and Amended Restated Articles of Incorporation of Sentry Insurance Company (attached hereto as Exhibit B) (the “SIC Articles”) be submitted for approval by the Members of SIAMCO, as provided by Wis. Stat. § 644.07(8) and/or applicable provisions of the current Restated Articles of Incorporation of SIAMCO dated April 17, 1991, including any amendments thereto (the “SIAMCO Articles”), and the Bylaws of SIAMCO dated November 8, 2018 (the “SIAMCO Bylaws”).

B. For United States federal income tax purposes, it is intended that the transactions consummated pursuant to the Restructuring will qualify as non-recognition transactions under sections 368(a) and/or 351(a) of the Internal Revenue Code, respectively, and that this Plan will be, and is hereby, adopted as a plan of reorganization for purposes of the Internal Revenue Code.

ARTICLE 1 DEFINITIONS

As used in this Plan, the following words or phrases have the following meanings. The following definitions shall be equally applicable to both the singular and plural forms and to both genders of any of the terms herein defined:

“Adopting Resolutions” has the meaning set forth in the Recitals.

“Board of Directors” has the meaning set forth in the Recitals.

“Contract Rights” means a Policyholder’s right to receive the insurance coverage specified in the Policyholder’s Policy in accordance with the terms and provisions thereof.

“DIC” means Dairyland Insurance Company.

“Effective Date” means the date upon which the Restructuring becomes effective, which will be the date upon which the Wisconsin Commissioner issues a certificate of incorporation to SMHC.

“Foley & Lardner LLP” means the law firm of Foley & Lardner LLP.

“In Force” means, with respect to a Policy, issued and not cancelled or otherwise terminated. Whether a Policy is In Force is determined based on the records of the company that issued the Policy.

“Member” means a Policyholder who, by the records of SIAMCO or SMHC, and by their respective Articles of Incorporation and Bylaws, is a Member of SIAMCO or SMHC, as applicable.

“Membership Interest” means: (i) prior to the Effective Date, the voting rights of a Member arising under the Wisconsin Insurance Code and the SIAMCO Articles and SIAMCO Bylaws, including the right to vote on the election of directors and the right to vote on any plan of conversion, voluntary dissolution, or amendment of the Articles of Incorporation; and (ii) on and after the Effective Date, the voting rights of a Member arising under the Wisconsin Insurance Code and the Articles of Incorporation and Bylaws of SMHC, including the right to vote on the election of directors and the right to vote on any plan of conversion, voluntary dissolution, or amendment of the Articles of Incorporation. “Membership Interest” does not include any Members’ Rights in Surplus, if any.

“MIC” means Middlesex Insurance Company.

“PGIC” means Patriot General Insurance Company.

“Person” means a natural person, partnership, firm, association, corporation, joint-stock company, limited liability company, limited liability partnership, trust, government, government agency, state or political subdivision of a state, public or private corporation, board of directors, association, estate, trustee, or fiduciary, or any similar entity.

“Plan” has the meaning set forth in the Recitals.

“Policy” means an insurance policy or contract (other than a reinsurance contract), or any binder or a renewal certificate, but excluding certificates issued under a master or group policy, issued by SIAMCO (or, on and after the Effective Date, any Sentry Member Company) in the course of business.

“Policyholder” means a Person identified in the records of SIAMCO, SIC, and/or any other Sentry Member Company as the owner of one or more Policies issued by such company.

“PPCIC” means Peak Property and Casualty Insurance Corporation.

“Public Hearing” means the public hearing conducted by the Wisconsin Commissioner or a hearing examiner designated by the Wisconsin Commissioner regarding the Plan, pursuant to the provisions of Wis. Stat. § 644.07(6).

“Record Date” means the date established by the Board of Directors to determine which SIAMCO Members will be eligible to vote for approval of the Plan.

“Record Date Members” means Persons who are Members of SIAMCO on the Record Date.

“Resolution Date” means September 23, 2020, the date the Board of Directors passed the Adopting Resolutions.

“Resolution Date Members” means Record Date Members who were also Members of SIAMCO on the Resolution Date.

“Restructuring” has the meaning set forth in the Preamble.

“Rights in Surplus” means: (i) prior to the Effective Date, any rights of a Member arising under the SIAMCO Articles or Chapter 611 of the Wisconsin Insurance Code to a return of the surplus in respect of Policies of SIAMCO, including rights of Members to a distribution of such surplus in dissolution or conversion proceedings under Chapter 611 of the Wisconsin Insurance Code; and (ii) on and after the Effective Date, any rights of a Member of SMHC arising under its Articles of Incorporation or Chapter 644 of the Wisconsin Insurance Code to the net worth of SMHC, including rights of Members of SMHC to a distribution of any portion of the net worth of SMHC in dissolution or conversion proceedings under Chapter 644 of the Wisconsin Insurance Code.

“SCC” means Sentry Casualty Company.

“Sentry Member Company” initially means the following companies: SIC, DIC, MIC, PGIC, PPIC, SCC, SSIC, and VIC. After the Effective Date, “Sentry Member Company” means such wholly owned subsidiaries of SMHC as may be designated from time to time by the Board of Directors of SMHC; provided, however, that SIC shall always be a Sentry Member Company.

“SIAMCO” has the meaning set forth in the Preamble.

“SIAMCO Articles” has the meaning set forth in the Recitals.

“SIAMCO Bylaws” has the meaning set forth in the Recitals.

“SIC” means Sentry Insurance Company.

“SIC Articles” has the meaning set forth in the Recitals.

“SIC Bylaws” means the proposed Amended and Restated Bylaws of SIC (attached hereto as Exhibit C) that will go into effect on the Effective Date of the Restructuring.

“SHI” means Sentry Holdings, Inc.

“SMHC” means Sentry Mutual Holding Company.

“Special Meeting” means the special meeting of Members of SIAMCO called for the purpose of approving this Plan.

“SSIC” means Sentry Select Insurance Company.

“VIC” means Viking Insurance Company of Wisconsin.

“Wisconsin Commissioner” means the Office of the Commissioner of Insurance for the State of Wisconsin.

“Wisconsin Insurance Code” means the insurance laws of the State of Wisconsin, codified in Chapters 600 to 655 of the Wisconsin Statutes, and all applicable regulations thereunder.

ARTICLE 2 THE RESTRUCTURING

2.1 Formation of SHI. On or before the Effective Date, SIAMCO shall incorporate SHI as a Wisconsin business corporation under Chapter 180 of the Wisconsin Statutes.

2.2 Formation of SMHC. Pursuant to Wis. Stat. § 644.07(10)(a), on the Effective Date, SMHC shall be incorporated as a Wisconsin mutual insurance holding company under Chapter 644 of the Wisconsin Insurance Code, as evidenced by the issuance of a certificate of incorporation by the Wisconsin Commissioner.

2.3 Preservation of Mutuality. As more particularly described in Section 2.4, on and after the Effective Date, the former Members of SIAMCO, together with the Policyholders of other Sentry Member Companies who or which have become Members as provided for herein and in the Articles of Incorporation of SMHC, will constitute 100% of the Members of SMHC, and SMHC will indirectly own 100% of the shares of voting stock of SIC. In this manner, the mutuality of SIAMCO is preserved.

2.4 The Restructuring. Effective as of 12:01 a.m. on the Effective Date, and in accordance with the terms of this Plan and Chapter 644 of the Wisconsin Insurance Code, the following will occur:

- (a) SIAMCO will become a Wisconsin stock insurance company;
- (b) All Membership Interests and Rights in Surplus of SIAMCO will be extinguished and the Members of SIAMCO will become Members of SMHC, with such rights and privileges, including Membership Interests and Rights in Surplus of SMHC, as are provided for pursuant to the Wisconsin Insurance Code and the Articles of Incorporation and Bylaws of SMHC;
- (c) SHI will be issued 100% of the initial shares of voting stock of SIC;
- (d) SMHC will be issued 100% of the initial shares of voting stock of SHI;
- (e) SIAMCO will transfer 100% of the limited liability company membership interests or shares of voting stock (as applicable) of the following SIAMCO subsidiaries to SHI: Sentry Services, L.L.C.; Productivity Advantage, Inc.; Sentry Aviation Services, Inc.; Sentry Insurance Holding Company; and WAULECO, Inc.; and

(f) SIAMCO will transfer 100% of the limited liability company membership interests of the following direct or indirect subsidiaries of SIAMCO to SHI, which will transfer such ownership interests to SMHC: John Parker Development, LLC; ACCIP Development, LLC; SentryWorld Real Estate, LLC; and The Kostur Group, LLC.

2.5 Corporate Existence of SIC. On the Effective Date, SIAMCO shall change its name to “Sentry Insurance Company.” SIC shall be considered to have been organized at the time that SIAMCO was organized. The Board of Directors will be deemed removed and replaced, without further action, by the initial Board of Directors of SIC identified in Exhibit H. Except as otherwise provided herein, the officers, agents, and employees of SIC shall continue in like capacity without regard to the Restructuring, subject to any and all existing rights and obligations of such parties and SIC pursuant to existing contracts and applicable law.

2.6 Continuation of Rights and Obligations. The Restructuring of SIAMCO into a stock insurance company subsidiary of SMHC shall in no way annul, modify or change any of SIAMCO’s existing suits, rights, property interests, contracts or liabilities. SIC shall exercise all of the rights and powers and perform all of the duties conferred or imposed by law upon insurers writing the classes of insurance written by SIAMCO before the Effective Date, and shall retain the rights and contracts existing prior to the Effective Date, except with respect to the Membership Interests and Rights in Surplus that are extinguished and replaced by Membership Interests and Rights in Surplus of SMHC, as provided in Paragraph 2.4(b).

2.7 Continuation of Policies. On and after the Effective Date, every Policy of SIAMCO which is In Force shall continue as a Policy of SIC, and all Contract Rights of all such Policies shall be and remain as they existed immediately prior to the Effective Date as Contract Rights of Policies of SIC, except with respect to the Membership Interests and Rights in Surplus that are extinguished and replaced by Membership Interests and Rights in Surplus of SMHC, as provided in Paragraph 2.4(b).

2.8 Members of SMHC.

(a) Each Person who is a Member of SIAMCO, as provided in the records of SIAMCO and in accordance with the SIAMCO Articles and the SIAMCO Bylaws, immediately prior to the Effective Date, shall become a Member of SMHC as of the Effective Date without further act, and shall remain a Member so long as at least one (1) policy of insurance by virtue of which such Member status in SMHC is derived remains In Force.

(b) Each Person who becomes the owner of one (1) or more Policies of insurance issued, renewed, or assumed by a Sentry Member Company on and after the Effective Date, shall become a Member of SMHC without further act, commencing on the date any such policy is first In Force, and shall remain a Member so long as at least one (1) policy of insurance by virtue of which such Member status in SMHC is derived remains In Force.

(c) Any Person who has become a Member of SMHC as described in Section 2.8(a) or (b), shall cease to be a Member, and all associated rights and privileges, including without limitation the Membership Interest and Rights in Surplus, if any, of such Member, shall cease, as of the date no policy of insurance by virtue of which such Member status is derived

remains In Force, whether as a result of lapse, expiration, nonrenewal, cancellation, termination, or novation of such policy.

2.9 Articles of Incorporation and Bylaws of SIC. On the Effective Date, the SIAMCO Articles shall, without further act or deed, be amended and restated as set forth in the SIC Articles attached hereto as Exhibit B. On the Effective Date, the SIAMCO Bylaws shall, without further act or deed, be amended and restated as set forth in the Bylaws attached hereto as Exhibit C.

2.10 Articles of Incorporation and Bylaws of SMHC. On the Effective Date, the Articles of Incorporation of SMHC shall be as set forth in the Articles of Incorporation attached hereto as Exhibit D. On the Effective Date, the Bylaws of SMHC shall be as set forth in the Bylaws attached hereto as Exhibit E.

2.11 Articles of Incorporation and Bylaws of SHI. On the Effective Date, the Articles of Incorporation of SHI shall be as set forth in the Articles of Incorporation attached hereto as Exhibit F. On the Effective Date, the Bylaws of SHI shall be as set forth in the Bylaws attached hereto as Exhibit G.

2.12 Sale of Voting Stock. The Board of Directors has no current plans for the sale of voting stock of SIC, SHI, or any other affiliated company to any third parties.

ARTICLE 3 ADOPTION BY THE BOARD OF DIRECTORS

3.1 Adoption by the Board of Directors. The Adopting Resolutions were approved by the Board of Directors at a meeting duly called and held on September 23, 2020.

ARTICLE 4 SUBMISSION TO, AND APPROVAL BY, THE WISCONSIN COMMISSIONER

4.1 Submission of the Plan. This Plan shall be submitted to the Wisconsin Commissioner for formal Public Hearing and approval. In addition to the Plan, SIAMCO will submit to the Wisconsin Commissioner, among other things, the following documents:

- (a) The proposed Articles of Incorporation and proposed Bylaws of SMHC;
- (b) The proposed Articles of Incorporation and proposed Bylaws of SHI;
- (c) The proposed SIC Articles and SIC Bylaws;
- (d) So much of the following information relative to SMHC as the Wisconsin Commissioner reasonably requires:
 - (1) The names and, for the preceding 10 years, all addresses and occupations of all proposed directors and officers;

(2) All agreements relating to SMHC to which any proposed director or officer is a party;

(3) The amount and sources of the funds available for organization expenses and initial operating expenses;

(4) The proposed compensation of directors and officers;

(5) The proposed capital; and

(6) A business plan of SMHC for the first five (5) years of operation.

4.2 Public Hearing. This Plan is subject to the approval of the Wisconsin Commissioner who, pursuant to Wis. Stat. § 644.07(6), must hold a Public Hearing on the Plan after receipt thereof.

4.3 Notice to Policyholders of Public Hearing. SIAMCO shall mail notice of the Public Hearing to the last-known address of each Person who was a Policyholder of SIAMCO on the Resolution Date as such appears on the records of SIAMCO. The notice shall be mailed not more than sixty (60) days and not less than ten (10) days before the scheduled date of the Public Hearing. The notice shall be accompanied by a copy of this Plan, and any comment that the Wisconsin Commissioner considers necessary for the adequate information of Policyholders. SIAMCO's failure to mail notice to a Policyholder as required by this Paragraph 4.3 will not invalidate a Public Hearing if the Wisconsin Commissioner determines that SIAMCO substantially complied with this Paragraph 4.3 and attempted in good faith to mail notice to all Policyholders entitled thereto.

4.4 Notice to Other Insurance Commissioners of Public Hearing. The notice, documents and/or comment(s) described in Paragraph 4.3 shall also be mailed to the insurance commissioner of every jurisdiction in which SIAMCO is authorized to do any business. The notice shall be mailed not more than sixty (60) days and not less than ten (10) days before the scheduled date of the Public Hearing.

4.5 Statements by Policyholders and Other Insurance Commissioners. In accordance with such hearing procedures as the Wisconsin Commissioner or the designated hearing examiner may prescribe, any Policyholder identified in Paragraph 4.3 and any insurance commissioner identified in Paragraph 4.4 may present written or oral statements at the Public Hearing and may present written statements within a period after the Public Hearing specified by the Wisconsin Commissioner or the hearing examiner. The Wisconsin Commissioner shall take statements so presented into consideration in making the determination to approve the Plan.

4.6 Approval by the Wisconsin Commissioner. The Wisconsin Commissioner shall approve the Plan unless he or she finds that the Plan violates the law, is not fair and equitable to Policyholders, or is contrary to the interests of Policyholders or the public.

4.7 Potential Stipulation and Order. The Wisconsin Commissioner may request that SIAMCO, SIC, SMHC, and/or SHI, among others, enter into a Stipulation and Order or other form of agreement(s) with the Wisconsin Commissioner containing various covenants

and/or undertakings binding upon such parties as a condition of the approval contemplated in Paragraph 4.6. The Board of Directors has authorized the Officers of SIAMCO to represent SIAMCO in all negotiations with the Wisconsin Commissioner related to his or her review and approval of the Plan and has further authorized the Officers of SIAMCO to negotiate and execute, on behalf of SIAMCO and, if necessary, SIC, SMHC, and/or SHI or any other affiliated company, any such Stipulation and Order or other form of agreement(s) with the Wisconsin Commissioner which, in the Officers' sole judgment and discretion, are reasonable and necessary to secure regulatory approval of the Plan.

ARTICLE 5 APPROVAL BY MEMBERS

5.1 Member Vote. After approval of this Plan by the Wisconsin Commissioner, the Plan shall be submitted at the Special Meeting to a vote of those Persons who are Members of SIAMCO on the Record Date. Voting on the Plan shall be in accordance with: (i) Wis. Stat. § 644.07(8); and (ii) the SIAMCO Articles and SIAMCO Bylaws. Wis. Stat. § 644.07(8) provides that voting on the Plan shall be in accordance with the SIAMCO Articles and SIAMCO Bylaws, but in no event shall the required vote to approve the Plan be less than a majority of those Resolution Date Members voting in person or by proxy. The SIAMCO Articles provide that an amendment to such Articles (which amendment is a component element of the Plan) must be approved by a vote of two-thirds of those Record Date Members voting at the Special Meeting. Therefore, the Plan will be deemed approved if: (i) not less than a majority of Resolution Date Members; and (ii) not less than two-thirds of Record Date Members, in both cases, of those present and voting in person or by proxy at the Special Meeting, approve the Plan. Only proxies specifically related to this Plan may be used for a vote on approval of the Plan.

5.2 Notice of Meeting of Policyholders. Notice of the Special Meeting must be mailed to each Record Date Member not less than thirty (30) days in advance of the Special Meeting. Notice of the Special Meeting shall be sent to the last-known address of each Record Date Member as such appears on the records of SIAMCO and may be included with any notice sent under Paragraph 4.3.

ARTICLE 6 CONDITIONS PRECEDENT TO RESTRUCTURING

6.1 Approval of Wisconsin Commissioner and Members. This Plan shall not become effective, and the Restructuring shall not be consummated, until the Plan has been approved as follows:

(a) This Plan (including the proposed SIC Articles and the SIC Bylaws, the proposed Articles of Incorporation and Bylaws of SHI, and the proposed Articles of Incorporation and Bylaws of SMHC) is approved by the Wisconsin Commissioner as set forth in Article 4; and

(b) This Plan is approved by the SIAMCO Members as set forth in Article 5.

6.2 Private Letter Ruling or Tax Opinion. This Plan shall not become effective, and the Restructuring shall not be consummated, until SIAMCO receives a private letter ruling

issued by the Internal Revenue Service and/or an opinion of Foley & Lardner LLP or other independent tax counsel to SIAMCO, in either case or in combination, substantially to the effect that:

(a) No Member will recognize taxable gain or loss in connection with the Restructuring; and

(b) Neither SMHC, SHI, nor SIAMCO will recognize taxable gain or loss in connection with the Restructuring.

6.3 No Action Letter or Securities Law Opinion. This Plan shall not become effective, and the Restructuring shall not be consummated, until SIAMCO receives either a “no action” letter from the Securities and Exchange Commission, and/or an opinion from Foley & Lardner LLP or other independent legal counsel in form and substance satisfactory to the duly authorized Officers of SIAMCO with respect to federal and state securities law matters.

6.4 Other Regulatory Approvals. This Plan shall not become effective, and the Restructuring shall not be consummated, until SIAMCO has received all other regulatory approvals that the duly authorized Officers of SIAMCO deem to be necessary or appropriate.

6.5 Issuance of Certificates. This Plan shall not become effective, and the Restructuring shall not be consummated, until the issuance by the Wisconsin Commissioner of a new certificate of authority for SIC and a certificate of incorporation for SMHC and the issuance by the Wisconsin Department of Financial Institutions of a certificate of incorporation for SHI.

ARTICLE 7 ADDITIONAL PROVISIONS

7.1 Directors and Officers. Upon Restructuring, the directors and officers of SMHC, SHI, and SIC shall be those individuals identified in Exhibit H hereto. The directors and officers of all other affiliated companies shall be the directors and officers of such companies serving immediately prior to the Effective Date, in each case until their successors have been duly elected and qualified.

7.2 Liability of Member. A Member of SMHC shall not, by virtue of being a Member, be personally liable for the acts, debts, liabilities, or obligations of SMHC.

7.3 Expenses. SIAMCO shall not pay compensation of any kind to any Person in connection with this Plan other than regular salaries to SIAMCO personnel. This Paragraph does not prohibit the payment of reasonable fees and compensation to attorneys at law, accountants, financial advisors, actuaries or other consultants for services performed in the independent practice of their professions. All expenses of the Restructuring, including any expenses incurred by the Wisconsin Commissioner and the prorated salaries of any involved office staff members of the Wisconsin Commissioner and payable by SIAMCO, shall be borne by SIAMCO.

7.4 Amendment or Withdrawal of Plan. At any time before the Effective Date, SIAMCO may, by resolution of the Board of Directors, amend or withdraw this Plan. The Wisconsin Commissioner shall determine whether any amendment made after the Public

Hearing identified in Paragraph 4.2 changes this Plan in a manner that is materially disadvantageous to the Policyholders of SIAMCO and, in such case, may require a further Public Hearing on the Plan as amended. If an amendment that the Wisconsin Commissioner determines is materially disadvantageous to any of the Policyholders of SIAMCO is made after the Plan has been approved by the SIAMCO Members, the Plan as amended shall be submitted for reconsideration by the SIAMCO Members. If the Board of Directors approves an amendment that is not determined by the Wisconsin Commissioner to be materially disadvantageous to the Policyholders of SIAMCO prior to the Effective Date, then this Plan, including any exhibits hereto, shall be deemed amended in accordance with such amendment without the necessity of a further Public Hearing on the Plan or the submission of the Plan for reconsideration by the SIAMCO Members.

7.5 Agreements Among Affiliates. SMHC and any of its subsidiaries or affiliates may enter into tax sharing agreements, management agreements, administrative or other service contracts, other cost-sharing arrangements, and similar agreements with another affiliate, subject to any required regulatory approval by the Wisconsin Commissioner pursuant to the Wisconsin Insurance Code.

7.6 Governing Law. The terms of this Plan shall be governed by and construed in accordance with the laws of the State of Wisconsin, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

7.7 Headings. Article and Paragraph headings contained in this Plan are used for convenience only, and shall not be considered in construing or interpreting any of the provisions hereof.


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IN WITNESS WHEREOF, Sentry Insurance a Mutual Company, by authority of its Board of Directors, has caused this Plan to be signed by its Chair of the Board and Chief Executive Officer/President, and attested to by its Corporate Secretary on September 23, 2020.

SENTRY INSURANCE A MUTUAL COMPANY

By: 
Peter McPartland
Chair of the Board and Chief Executive Officer/President

ATTEST:

By: 
Kip J. Kobussen
Vice President, General Counsel and Corporate Secretary

**EXHIBIT A
ADOPTING RESOLUTIONS**

Board of Directors

SENTRY INSURANCE A MUTUAL COMPANY

Resolutions

***APPROVAL OF MUTUAL HOLDING COMPANY PLAN,
RELATED TRANSACTIONS AND FIXING A RECORD DATE***

09 23 2020 Pursuant to Section 644.07 of the insurance laws of the State of Wisconsin (the “Wisconsin Insurance Code”), the Board of Directors (the “Board”) of Sentry Insurance a Mutual Company, a mutual insurance company organized under Chapter 611 of the Wisconsin Insurance Code (the “Corporation”), do hereby adopt the following resolutions:

WHEREAS, the Board considered and confirmed certain benefits of the Corporation’s mutuality, but also identified certain limitations imposed by the Corporation’s structure as a mutual insurance company on the Corporation’s ability to adapt quickly in a rapidly changing insurance marketplace;

WHEREAS, with the assistance of the officers and other management level employees of the Corporation (“Management”), and Foley & Lardner LLP as the Corporation’s outside legal advisor, over the last two (2) years, the Board reviewed and evaluated various structural alternatives to the Corporation’s current structure as a mutual insurance company, and discussed the potential advantages and disadvantage of such alternatives;

WHEREAS, following its review and analysis of the available structural alternatives, in a Board meeting held on May 16, 2019, the Board reviewed Management’s recommendation to focus on the proposed conversion of the Corporation into a stock insurance company owned by a newly organized mutual insurance holding company as provided for in Chapter 644 of the Wisconsin Insurance Code (the “Conversion Transaction”);

WHEREAS, Management, with the assistance of the Corporation’s outside legal advisors, has prepared and reviewed with the Board a proposed form of Mutual Holding Company Plan (inclusive of all exhibits referenced therein, the “MHC Plan”), as well as a draft Policyholder Information Booklet relating to the MHC Plan (the “Policyholder Information Booklet”), and certain other related materials, all as previously provided to the Board in the materials for this Board meeting and incorporated herein by reference;

WHEREAS, in Board resolutions adopted at its November 14, 2019 meeting (the “November 2019 Resolutions”), the Board determined that the Conversion Transaction, as detailed in the MHC Plan, will enhance the Corporation’s mutuality as well as enhance its ability to grow and respond to future needs, challenges, and opportunities in a rapidly changing insurance industry; including, in particular, by enhancing the Corporation’s ability to successfully address the strategic challenges and opportunities identified by Management and the Board. At its November 14, 2019 meeting, the Board further determined that the MHC Plan and the transactions contemplated therein are fair and equitable to the policyholders of the Corporation and are expected to benefit the policyholders by achieving the enhanced capabilities described above while preserving mutuality and the ability to operate with a focus on the interests of policyholders;

WHEREAS, in order to effect the Conversion Transaction, the Corporation is required by the Wisconsin Insurance Code to file the MHC Plan and related documents (the “Wisconsin Filing”) with the Wisconsin Office of the Commissioner of Insurance (the “Commissioner”), and is also required to make certain other filings with governmental entities which are necessary to effect the Conversion Transaction (collectively, the “Regulatory Filings”); and

WHEREAS, the Corporation filed its MHC Plan and relevant supporting documents with the Commissioner on November 20, 2019, as authorized by the Board in its November 2019 Resolutions.

NOW, THEREFORE, IT IS HEREBY RESOLVED:

1. Approval of MHC Plan and Conversion Transaction

RESOLVED, that the Board does hereby find that the MHC Plan and the Conversion Transaction are fair and equitable to the policyholders of the Corporation and are expected to benefit the policyholders and the Corporation in the manner described in the recitals hereto.

RESOLVED, that the MHC Plan, in substantially the form presented to the Board at its Board meeting on September 23, 2020 (the “September 2020 Board Meeting”), and each of the actions contemplated thereby, are hereby authorized, approved, and adopted in all respects, and that, subject to receipt of the requisite approval of the Commissioner and the members of the Corporation (the “Members”), and the fulfillment of all other conditions precedent to the consummation of the MHC Plan, the officers of the Corporation be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Corporation, to: (1) execute the MHC Plan, with such changes or additions thereto (including to any of the exhibits thereto) as may be required by any regulatory authority or governmental agency, or as may be required to comply with any applicable laws or regulations, or as the officers of the

Corporation shall, in their sole discretion, approve (such approval to be conclusively evidenced by the execution and delivery thereof), together with any other agreements, certificates, instruments, and documents as may be required in connection therewith; (2) perform the obligations and carry out the duties of the Corporation under the MHC Plan and under such other agreements, certificates, instruments, and documents required in connection therewith; and (3) take such other action as may be contemplated by the MHC Plan, or deemed by the officers of the Corporation to be necessary or desirable in connection therewith.

RESOLVED, that, upon receipt of regulatory and Member approval, the Corporation form Sentry Mutual Holding Company, a Wisconsin mutual holding company, as set forth in, and contemplated by, the MHC Plan.

RESOLVED, that, upon receipt of regulatory and Member approval, the Corporation form Sentry Holdings, Inc., a Wisconsin business corporation, as set forth in, and contemplated by, the MHC Plan.

RESOLVED, that, upon receipt of regulatory and Member approval, the Corporation's name shall be amended from Sentry Insurance a Mutual Company to Sentry Insurance Company effective as of the date contemplated in the MHC Plan.

RESOLVED, that, subject to the requisite regulatory and Member approval, the Articles of Incorporation of the Corporation be amended and restated in the form set forth in the MHC Plan (the "Second Amended and Restated Articles of Incorporation") and the Bylaws of the Corporation be amended and restated in the form set forth in the MHC Plan (the "Amended and Restated Bylaws"), effective as of the date contemplated in the MHC Plan.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to adopt and approve rules and procedures for the conduct of voting by the Corporation's policyholders to approve or disapprove the MHC Plan and the transactions contemplated thereby in substantially the form provided to the Board, at the September 2020 Board Meeting (with such changes or additions thereto as made by Management pursuant to these resolutions).

RESOLVED, that the Proxy Committee is hereby established and elected to act as proxies on behalf of all policyholders who elect to vote by proxy at the Corporation's Special Meeting (defined below). The Board does hereby establish a Proxy Committee and designate Todd M. Schroeder and Kip J. Kobussen as members of the committee. Any member of the Proxy Committee may vote the proxies at the Special Meeting.

2. Regulatory Filings

RESOLVED, that the Policyholder Information Booklet together with the MHC Plan and all such other reports, applications, statements, documents, and other information relevant to the Conversion Transaction in substantially the form provided to the Board, at the September 2020 Board Meeting, with updates necessary because of the passage of time are hereby approved by the Board.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to respond to all requests for additional information by, and to meet to confer with, or cause the Corporation's outside legal advisors to meet to confer with, officials of any governmental agency on any issues relating to the proposed Conversion Transaction.

RESOLVED, that the officers of the Corporation are hereby authorized to negotiate the terms of any Stipulation and Consent Order that may be proposed by the Commissioner as a condition of approving the Conversion Transaction, and the officers of the Corporation are hereby authorized to execute and deliver any such Stipulation and Consent Order that may be deemed necessary and desirable to achieve the benefits of the Conversion Transaction on behalf of the Corporation and its Members, provided, however, that any material changes to the MHC Plan resulting from any such Stipulation and Consent Order shall be subject to further Board approval prior to the execution and delivery of such Stipulation and Consent Order and the submission of the MHC Plan to the Members as provided for below.

3. Submission of the MHC Plan to Members for Approval

RESOLVED, that, subject to the approval of the MHC Plan by the Commissioner, the MHC Plan, including the proposed Second Amended and Restated Articles of Incorporation of the Corporation included as an element of the MHC Plan, be submitted for approval by the Members at a meeting to be held on December 2, 2020 called by the Secretary of the Corporation for such purpose (the "Special Meeting").

RESOLVED, that the officers of the Corporation shall cause the Policyholder Information Booklet, with such changes and additions, consistent with the MHC Plan, as may be required by the Commissioner or deemed necessary or appropriate by the officers of the Corporation in their sole discretion, to be distributed to the Members in advance of the Special Meeting; and shall provide for such other policyholder and Member communications as such officers deem necessary or appropriate to inform the Members of the potential advantages and benefits, as well as disadvantages and risks, of the MHC Plan and the Conversion Transaction, and to communicate other information that a Member might reasonably deem to be material to the decision whether to vote to approve the MHC Plan.

RESOLVED, that the President and Chief Executive Officer, Peter G. McPartland, will chair the Special Meeting; alternatively, if Mr. McPartland is not available to attend the meeting in person, the Vice President and Treasurer, Todd M. Schroeder, will chair the Special Meeting; alternatively, if neither Mr. McPartland nor Mr. Schroeder are available to attend the meeting in person, the Vice President, General Counsel and Corporate Secretary, Kip J. Kobussen, will chair the Special Meeting.

RESOLVED, that the Board fixes the date of this resolution as the record date for purposes of determining the Members eligible to receive notice of and to vote on the MHC Plan at the Special Meeting.

RESOLVED, that the Board unanimously recommends to the Members that they vote to approve the MHC Plan.

RESOLVED, the Secretary of the Corporation is hereby authorized to designate one or more representatives of the Corporation to solicit, receive, vote, and tabulate Member proxies and otherwise assist with the conduct of the Special Meeting, and if any such representative requires a resolution in any form different from, but generally consistent with, the foregoing, such resolution shall be deemed to have been fully approved and adopted hereby when so certified by the Secretary.

RESOLVED, that upon the consummation of the Conversion Transaction, Sentry Insurance Company will issue 100% of the outstanding shares of voting stock of Sentry Insurance Company to Sentry Holdings, Inc., and Sentry Holdings, Inc. will issue 100% of the outstanding shares of voting stock of Sentry Holdings, Inc. to Sentry Mutual Holding Company, pursuant to and in accordance with the MHC Plan.

RESOLVED, that any officer of the Corporation is authorized and directed on behalf of the Corporation to pay all fees and expenses incurred in connection with the Conversion Transaction, including, without limitation, fees and expenses of the Corporation's advisors and agents, filing fees, and printing and mailing expenses.

4. General

RESOLVED, that any officer of the Corporation is authorized and directed in the name and on behalf of the Corporation, to: (1) take or cause to be taken any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered, and where necessary or appropriate, file or cause to be filed, all such other instruments and documents, including, but not limited to, all certificates, contracts, bonds, agreements, documents, instruments, receipts or other papers; and (2) engage such persons

as such officer shall in his or her judgment determine to be necessary or appropriate to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby.

RESOLVED, that any and all actions heretofore or hereafter taken or caused to be taken by the officers, agents, and representatives of the Corporation in preparing and effecting the MHC Plan and the Conversion Transaction, consistent with the tenor and purport of the foregoing resolutions, are hereby ratified, confirmed, and approved in all respects.

**EXHIBIT B
SIC ARTICLES**

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**SENTRY INSURANCE COMPANY
(a Wisconsin Stock Insurance Corporation)**

These Second 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 Sentry Insurance a Mutual Company, a corporation organized under Chapter 611 of the Wisconsin Statutes.

**ARTICLE I
NAME**

The name of the corporation is Sentry Insurance Company (the “Corporation”).

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of insuring persons against any and all hazards which now are, or in the future may be, authorized or permitted for an insurance company under the laws of the State of Wisconsin, as such laws now exist or may hereafter be amended, and for any other purpose permitted under Chapter 611 of the Wisconsin Statutes, subject to the limitations set forth in Section 610.21 of the Wisconsin Statutes.

**ARTICLE III
AUTHORIZED STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Million (20,000,000), consisting of a single class designated as “Common Stock” and having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 301 South Bedford St., Suite 1, Madison, WI 53703. The name of the Corporation’s initial registered agent at such address is CT Corporation System.

ARTICLE V
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 Wisconsin law.

Date: January 1, 2021

By: _____
Kip Kobussen, Secretary

**EXHIBIT C
SIC BYLAWS**

AMENDED AND RESTATED BYLAWS

OF

**SENTRY INSURANCE COMPANY
(a Wisconsin Stock Insurance Company)**

Adopted: January 1, 2021

**ARTICLE I
OFFICES**

Section 1.01 Principal and Business Offices. The Corporation may have such principal and other business offices, either within or outside of the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02 Registered Office. The registered office of the Corporation that the Wisconsin Statutes require to be maintained in the State of Wisconsin may, but need not, be identical to the Corporation's principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II
SHAREHOLDERS**

Section 2.01 Annual Meeting. The annual meeting of the shareholders shall be held at such time as may be fixed by or under the authority of the Board of Directors or the President, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as is practicable.

Section 2.02 Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by the Wisconsin Statutes, may be called by the Board of Directors, the Chair of the Board or the President. The Corporation shall call a special meeting of shareholders in the event that the holders of at least twenty percent (20%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation one or more written demands for the meeting describing one or more purposes for which it is to be held. The Corporation

shall give notice of such a special meeting within thirty (30) days after the date that the demand is delivered to the Corporation.

Section 2.03 Place of Meeting. The Board of Directors may designate any place, either within or outside of the State of Wisconsin, as the place of meeting for any annual or special meeting of shareholders. If no designation is made, the place of meeting shall be the principal office of the Corporation. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

Section 2.04 Notice of Meeting. Written notice stating the date, time and place of any meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting (unless a different time is provided by the Wisconsin Statutes or the Articles of Incorporation) either in person, by mail or other method of delivery or by electronic means, by or at the direction of the Chair of the Board, the President or the Secretary, to each shareholder of record entitled to vote at such meeting and to such other persons as required by the Wisconsin Statutes. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the stock record books of the Corporation, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. If electronically transmitted, such notice shall be deemed to be effective when transmitted to the shareholder in a manner authorized by such shareholder. If an annual or special meeting of shareholders is adjourned to a different date, time or place, the Corporation shall not be required to give notice of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that if a new record date for an adjourned meeting is or must be fixed, the Corporation shall give notice of the adjourned meeting to persons who are shareholders as of the new record date.

Section 2.05 Waiver of Notice. A shareholder may waive any notice required by the Wisconsin Statutes, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing and signed by the shareholder entitled to the notice, contain the same information that would have been required in the notice under applicable provisions of the Wisconsin Statutes (except that the time and place of meeting need not be stated) and be delivered to the Corporation for inclusion in the corporate records. A shareholder's attendance at a meeting, in person or by proxy, waives objection to all of the following: (a) lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; and (b) if the meeting is a special meeting, consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 2.06 Fixing the Record Date. The Board of Directors may fix in advance a date as the record date for the purpose of determining shareholders entitled to notice of and to vote at any meeting of shareholders, shareholders entitled to demand a special meeting as contemplated by Section 2.02 hereof, shareholders entitled to take any other action, or

shareholders for any other purpose. Such record date shall be not less than twenty (20) nor more than seventy (70) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed by the Board of Directors or by the Wisconsin Statutes for the determination of shareholders entitled to notice of and to vote at a meeting of shareholders, the record date shall be the close of business on the day before the first notice is given to shareholders. If no record date is fixed by the Board of Directors or by the Wisconsin Statutes for the determination of shareholders entitled to demand a special meeting as contemplated by Section 2.02 hereof, the record date shall be the date that the first shareholder signs the demand. Except as provided by the Wisconsin Statutes for a court-ordered adjournment, a determination of shareholders entitled to notice of and to vote at a meeting of shareholders is effective for any adjournment of such meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting. The record date for determining shareholders entitled to a distribution (other than a distribution involving a purchase, redemption or other acquisition of the Corporation's shares) or a share dividend is the date on which the Board of Directors authorized the distribution or share dividend, as the case may be, unless the Board of Directors fixes a different record date.

Section 2.07 Shareholders' List for Meetings. After a record date for a special or annual meeting of shareholders has been fixed, the Corporation shall prepare a list of the names of all of the shareholders entitled to notice of the meeting. The list shall be arranged by class or series of shares, if any, and show the address of and number of shares held by each shareholder. Such list shall be available for inspection by any shareholder, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing to the date of the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or his or her agent may, on written demand, inspect and, subject to the limitations imposed by the Wisconsin Statutes, copy the list, during regular business hours and at his or her expense, during the period that it is available for inspection pursuant to this Section. The Corporation shall make the shareholders' list available at the meeting, and any shareholder or his or her agent or attorney may inspect the list at any time during the meeting or any adjournment thereof. Refusal or failure to prepare or make available the shareholders' list shall not affect the validity of any action taken at a meeting of shareholders.

Section 2.08 Quorum and Voting Requirements. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. If the Corporation has only one class of stock outstanding, such class shall constitute a separate voting group for purposes of this Section. Except as otherwise provided in the Articles of Incorporation or the Wisconsin Statutes, a majority of the votes entitled to be cast on the matter shall constitute a quorum of the voting group for action on that matter. Once a share is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. If a quorum exists, except in the case of the election of Directors, action on a matter shall be approved if the votes cast within the voting group

favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or the Wisconsin Statutes requires a greater number of affirmative votes. Unless otherwise provided in these Bylaws or the Articles of Incorporation, each Director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election of Directors at a meeting at which a quorum is present. Though less than a quorum of the outstanding votes of a voting group are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.09 Conduct of Meetings. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the Chair of the Board, or in his or her absence or inability to act, the President, or, in his or her absence or inability to act, the person whom the Chair of the Board or, in his or her absence or inability to act, the President, shall appoint, shall act as chairperson of, and preside at, the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chairperson of the meeting shall appoint as secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 2.10 Proxies. At all meetings of shareholders, a shareholder may vote his or her shares in person or by proxy. A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form, either personally or by his or her attorney-in-fact, or by transmitting or authorizing the transmission of an electronic transmission of the appointment to the person who will be appointed as proxy or to a proxy solicitation firm, proxy support service organization, or like agent authorized to receive the transmission by the person who will be appointed as proxy. Every electronic transmission shall contain, or be accompanied by, information that can be used to reasonably determine that the shareholder transmitted or authorized the transmission of the electronic transmission. Any person charged with determining whether a shareholder transmitted or authorized the transmission of the electronic transmission shall specify the information upon which the determination is made. An appointment of a proxy is effective when received by the Secretary or other Officer or agent of the Corporation authorized to tabulate votes. Proxies must be transmitted or filed with and be in the hands of the Secretary at least five (5) days prior to the date of any annual or special meeting of the shareholders and any proxy not so filed shall not be voted.

Section 2.11 Voting of Shares. Except as provided in the Articles of Incorporation or in the Wisconsin Statutes, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a meeting of shareholders.

Section 2.12 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of the Wisconsin Statutes to be taken at a meeting of the shareholders may be taken without a meeting and without action by the Board of Directors if a written consent or consents, describing the action so taken, is signed by at least two thirds of all of the shareholders entitled to vote with respect to the subject matter thereof or such lesser number of shareholders as is permitted in the Articles of Incorporation and delivered to the Corporation for inclusion in the corporate records.

Section 2.13 Acceptance of Instruments Showing Shareholder Action. If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a shareholder. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the shareholder if any of the following apply:

(a) The shareholder is an entity and the name signed purports to be that of an officer or agent of the entity.

(b) The name purports to be that of a personal representative, administrator, executor, guardian or conservator representing the shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(c) The name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(d) The name signed purports to be that of a pledgee, beneficial owner, or attorney in fact of the shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the shareholder is presented with respect to the vote, consent, waiver or proxy appointment.

(e) Two (2) or more persons are the shareholders as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all co-owners.

The Corporation may reject a vote, consent, waiver or proxy appointment if the Secretary or other Officer or agent of the Corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

ARTICLE III **DIRECTORS**

Section 3.01 General Powers and Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of Directors of the Corporation shall be designated annually prior to the annual meeting of the shareholders by resolution of the Board of Directors, but shall not be less than the number required by the Wisconsin Statutes, nor more than fifteen (15).

Section 3.02 Tenure and Qualifications. Unless otherwise designated at the time of election, each Director shall hold office until the next annual meeting of shareholders and

until his or her successor shall have been elected and, if necessary, qualified, or until there is a decrease in the number of Directors which takes effect after the expiration of his or her term, or until his or her prior death, resignation or removal. A Director may be removed by the shareholders only at a meeting called for the purpose of removing the Director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. A Director may be removed from office with or without cause if the number of votes cast to remove the Director exceeds the number of votes cast not to remove such Director. A Director may resign at any time by delivering written notice which complies with the Wisconsin Statutes to the Board of Directors, to the President (in his or her capacity as chairperson of the Board of Directors in the absence of the Chair of the Board) or to the Corporation. A Director's resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin or shareholders of the Corporation.

Section 3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of shareholders and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of shareholders which precedes it, or such other suitable place as may be announced at such meeting of shareholders. The Board of Directors shall approve the date, time and place, either within or outside of the State of Wisconsin, for the holding of additional regular meetings of the Board of Directors without other notice than such approval.

Section 3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the President, Secretary or any two (2) directors. The Chair of the Board, the President or the Secretary may fix any place, either within or outside of the State of Wisconsin, as the place for holding any special meeting of the Board of Directors, and if no other place is fixed the place of the meeting shall be the principal office of the Corporation in the State of Wisconsin.

Section 3.05 Notice; Waiver. Notice of each special meeting of the Board of Directors shall be given by written notice delivered or communicated in person, by mail or other method of delivery, or by any electronic means, to each Director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than twenty-four (24) hours prior to the meeting. The notice need not describe the purpose of the special meeting of the Board of Directors or the business to be transacted at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. If electronically transmitted, such notice shall be deemed to be effective when transmitted to the Director. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or these Bylaws or any provision of the Wisconsin Statutes, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The Corporation shall retain any such waiver as part of the permanent corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the

Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.06 Quorum. Except as otherwise provided by the Wisconsin Statutes or by 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 business at any meeting of the Board of Directors. Except as otherwise provided by the Wisconsin Statutes or by the Articles of Incorporation or by these Bylaws, a quorum of any committee of the Board of Directors created pursuant to Article IV hereof shall consist of a majority of the number of Directors appointed to serve on the committee. A majority of the Directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice.

Section 3.07 Manner of Acting. The affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or a committee thereof at which a quorum is present shall be the act of the Board of Directors or such committee, as the case may be, unless the Wisconsin Statutes, the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

Section 3.08 Conduct of Meetings. The Chair of the Board, and in his or her absence the President, and in their absence, any director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the individual responsible for acting as chair of the meeting may appoint any other person present to act as secretary of the meeting. Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each Director. Such minutes shall be deemed the property of the Corporation and, in case a Director shall resign, fail of reelection, or in any other way vacate his or her position, such minutes shall be returned to the Secretary.

Section 3.09 Vacancies. Except as provided below, any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by any of the following: (a) the shareholders; (b) the Board of Directors; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the Directors, by the affirmative vote of a majority of all Directors remaining in office. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group may vote to fill the vacancy if it is filled by the shareholders, and only the remaining Directors elected by that voting group may vote to fill the vacancy if it is filled by the Directors. A vacancy that will occur at a specific later date, because of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 3.10 Compensation. Directors who are salaried employees of the Corporation or any of its affiliates shall not be paid compensation for service as a director of the Corporation. The Board of Directors, by affirmative vote of a majority of Directors, then in office, and irrespective of any personal interest of any of its members, may establish

reasonable compensation for any other Directors for services to the Corporation as Directors, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments to employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such employees to the Corporation.

Section 3.11 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or any committee thereof when corporate action is taken assents to the action taken unless any of the following occurs: (a) the Director objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting; (b) the Director dissents or abstains from an action taken and minutes of the meeting are prepared that show the Director's dissent or abstention from the action taken; (c) the Director delivers written notice that complies with the Wisconsin Statutes of his or her dissent or abstention to the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws before its adjournment or to the Corporation immediately after adjournment of the meeting; or (d) the Director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the Director's dissent or abstention from the action taken and the Director delivers to the Corporation a written notice of that failure promptly after receiving the minutes. Such right of dissent or abstention shall not apply to a Director who votes in favor of the action taken.

Section 3.12 Electronic Meetings. Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these Bylaws, members of the Board of Directors (and any committees thereof created pursuant to Article IV hereof) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws (or, for a committee meeting, the chair of the committee) shall inform the participating Directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws (or, for a committee meeting, the chair of the committee) determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

Section 3.13 Action without Meeting. Any action required or permitted by the Wisconsin Statutes to be taken at a meeting of the Board of Directors or a committee thereof created pursuant to Article IV hereof may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director or committee member and retained by the Corporation. Such action shall be effective when

the last Director or committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE IV **COMMITTEES**

Section 4.01 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of all of the directors then in office may create one or more committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Each committee shall have three (3) or more members who shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. A committee may be authorized to exercise the authority of the Board of Directors, except that a committee may not do any of the following: (a) approve or recommend to shareholders for approval any action or matter expressly required by the Wisconsin Statutes to be submitted to shareholders for approval; or (b) adopt, amend, or repeal any Bylaw of the Corporation. Unless otherwise provided by the Board of Directors in creating the committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of its authority. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE V **OFFICERS**

Section 5.01 Principal Officers. The principal officers of the Corporation shall be the President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Additional officers may be elected by the Board of Directors, including without limitation one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries (together with the Principal Officers, the "Officers"). The Board of Directors may also authorize any Officer to appoint one or more of such other Officers. The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors. Any two or more offices may, at the direction of the Board of Directors, be held by the same person; provided, however, that the principal offices shall be held by at least three (3) separate individuals.

Section 5.02 Election and Term of Office. The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each Officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, resignation or removal.

Section 5.03 Removal. The Board of Directors may remove any Officer and, unless restricted by the Board of Directors or these Bylaws, an Officer may remove any Officer or assistant Officer appointed by that Officer, at any time, with or without cause and notwithstanding the contract rights, if any, of the Officer removed. The appointment of an Officer does not of itself create contract rights.

Section 5.04 Resignation. An Officer may resign at any time by delivering notice to the Corporation that complies with the Wisconsin Statutes. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date.

Section 5.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors, or by the appointing Officer, for the unexpired portion of the term. If a resignation of an Officer is effective at a later date as contemplated by Section 5.4 of this Article, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor may not take office until the effective date.

Section 5.06 President. The President shall be the principal executive officer of the Corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the shareholders and of the Board of Directors when the Chair of the Board is absent. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He or she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he or she may authorize any other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.07 Secretary. The Secretary shall: (a) keep minutes of the meetings of the shareholders and of the Board of Directors (and of committees thereof) in one or more books provided for that purpose (including records of actions taken by the shareholders or the Board of Directors (or committees thereof) without a meeting); (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation, these Bylaws or as required by the Wisconsin Statutes; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) maintain a record of the shareholders of the Corporation, in a form that permits preparation of a list of the names and addresses of all shareholders, by class or series of shares and showing the number and class or series of shares held by each shareholder; (e) sign, with the Chair of the Board or the President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act

personally, the Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.08 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) maintain appropriate accounting records; (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 6.04; and (d) 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 by the President or by the Board of Directors. In the absence of the President and the Secretary or in the event of both the President's and the Secretary's death, inability or refusal to act, or in the event for any reason it shall be impracticable for both the President and the Secretary to act personally, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.09 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint, or to authorize any duly appointed Officer of the Corporation to appoint, any person to act as assistant to any Officer, or as agent for the Corporation in his or her stead, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer or other agent so appointed by the Board of Directors or an authorized Officer shall have the power to perform all the duties of the office to which he or she is so appointed to be an assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors or the appointing Officer.

ARTICLE VI **FUNDS OF THE CORPORATION**

Section 6.01 Deposits. All funds of the Corporation shall be deposited or invested in such depositories or in such securities as may be authorized from time to time by the Board of Directors, or such other appropriate committee under authorization of the Board of Directors.

Section 6.02 Investments. All investments and deposits of funds of the Corporation shall be made and held in its corporate name, except that securities kept under a custodial agreement or trust arrangement with a bank or banking and trust company may be issued in the name of a nominee of such bank or banking and trust company and except that securities may be acquired and held in bearer form.

Section 6.03 Loans. All loans contracted on behalf of the Corporation and all evidences of indebtedness that are issued in the name of the Corporation shall be under the authority of the resolution of the Board of Directors. Such authorization may be general or specific.

Section 6.04 Contracts. The Board of Directors may authorize any officer, officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and

on behalf of the Corporation. Such authorization may be general or specific. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President, and in his or her absence the Secretary and also by the Secretary (if he or she has not signed in place of the President), an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

Section 6.05 Disbursements. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner, including by means of facsimile signature, as shall from time to time be determined by or under authority of a resolution of the Board of Directors.

Section 6.06 Borrowing Prohibited. No Director or Officer of the Corporation shall borrow money from the Corporation, or receive any compensation for selling, aiding in the sale, or negotiating for the sale of any property belonging to the Corporation, or for negotiating any loan for or by the Corporation.

Section 6.07 Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation if he or she be present, or in his or her absence by the Secretary of this Corporation, or in their absence by the Treasurer of this Corporation, and (b) whenever, in the judgment of the President, or in his or her absence, the Secretary, or in their absence by the Treasurer, it is desirable for this Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation, such proxy or consent shall be executed in the name of this Corporation by the President, Secretary or Treasurer of this Corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal, if any, or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power, and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

ARTICLE VII
CERTIFICATES FOR SHARES; TRANSFER OF SHARES

Section 7.01 Certificates for Shares. Certificates representing shares of the Corporation shall be in such form, consistent with the Wisconsin Statutes, as shall be determined by the Board of Directors. Such certificates shall be signed by the Chair of the Board or the President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except as provided in Section 7.06 of this Article.

Section 7.02 Facsimile Signatures and Seal. The seal of the Corporation, if any, on any certificates for shares may be a facsimile. The signature of the Chair of the Board or the President and the Secretary or Assistant Secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent, or a registrar, other than the Corporation itself or an employee of the Corporation.

Section 7.03 Signature by Former Officers. The validity of a share certificate is not affected if a person who signed the certificate (either manually or in facsimile) no longer holds office when the certificate is issued.

Section 7.04 Transfer of Shares. Prior to due presentment of a certificate for shares for registration of transfer, the Corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to have and exercise all the rights and power of an owner. Where a certificate for shares is presented to the Corporation with a request to register for transfer, the Corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary endorsements, and (b) the Corporation had no duty to inquire into adverse claims or has discharged any such duty. The Corporation may require reasonable assurance that such endorsements are genuine and effective and compliance with such other regulations as may be prescribed by or under the authority of the Board of Directors.

Section 7.05 Restrictions on Transfer. The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the Corporation upon the transfer of such shares.

Section 7.06 Lost, Destroyed or Stolen Certificates. Where the owner claims that certificates for shares have been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the Corporation has notice that such shares have been acquired by a bona fide purchaser, (b) files with the Corporation a sufficient indemnity bond if required by the Board of Directors or any principal Officer, and (c) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

Section 7.07 Consideration for Shares. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for the shares to be issued is adequate. In the absence of a resolution adopted by the Board of Directors expressly determining that the consideration received or to be received is adequate, approval by the Board of Directors of the issuance of the shares shall be deemed to constitute such a determination. The determination of the Board of Directors is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid and nonassessable. The Corporation may place in escrow shares issued in whole or in part for a contract for future services or benefits, a promissory note, or other property to be issued in the future, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respect of the shares against their purchase price, until the services are performed, the benefits or property are received or the promissory note is paid. If the services are not performed, the benefits or property are not received or the promissory note is not paid, the Corporation may cancel, in whole or in part, the shares escrowed or restricted and the distributions credited.

Section 7.08 Stock Regulations. The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with law as it may deem expedient concerning the issue, transfer and registration of shares of the Corporation.

ARTICLE VIII **INDEMNIFICATION**

Section 8.01 Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted or required by Section 611.62 and Sections 180.0850 to 180.0859, inclusive, of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Corporation.

Section 8.02 Indemnification of Employees. The Corporation shall also indemnify an employee who is not a Director or Officer of the Corporation, to the extent that the employee has been successful on the merits or otherwise in defense of a proceeding, for all Expenses incurred in the Proceeding if the employee was a party because he or she is or was an employee of the Corporation.

Section 8.03 Indemnification not Exclusive. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director, Officer or employee may be entitled under any written agreement or resolution of the Board of Directors, vote of the shareholders, the Wisconsin Statutes or otherwise.

Section 8.04 Insurance. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses under this Article by the purchase of insurance on behalf of any one or more of such Directors, Officers or employees, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer or employee under this Section. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 180.0850 of the Wisconsin Statutes.

ARTICLE IX **GENERAL**

Section 9.01 Corporate Seal. The Board of Directors may provide for a corporate seal for the Corporation.

Section 9.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X **AMENDMENTS**

Section 10.01 By Vote of Directors. These Bylaws may be amended by vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is in attendance.

Section 10.02 By Vote of Shareholders. These Bylaws may be amended by vote of three-fourths (3/4) of the shareholders entitled to vote present at any meeting of the shareholders at which a quorum is in attendance.

Section 10.03 Implied Amendments. Any action taken or authorized by the shareholders or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but which is taken or authorized by the affirmative vote of not less than the number of shares or the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been amended or suspended to the extent and for so long, but only to the extent and for so long, as is necessary to permit the specific action so taken or authorized.

EXHIBIT D
ARTICLES OF INCORPORATION OF SMHC
ARTICLES OF INCORPORATION
OF
SENTRY MUTUAL HOLDING COMPANY
(a Wisconsin Mutual Insurance Holding Company)

These Articles of Incorporation are executed for the purpose of forming a Wisconsin mutual insurance holding company pursuant to the authority and provisions of Chapters 644, 611, and 181 of the Wisconsin Statutes.

ARTICLE I
NAME

The name of the Corporation is Sentry Mutual Holding Company.

ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE, AND REGISTERED AGENT

The mailing and street address of the initial principal office of the Corporation is 1800 North Point Drive, Stevens Point, Wisconsin 54481. The address of the initial registered office of the Corporation is 301 South Bedford St., Suite 1, Madison, WI 53703. The name of the Corporation's initial registered agent at such address is CT Corporation System.

ARTICLE III
INCORPORATOR

The name and address of the sole incorporator is Kip Kobussen, c/o Sentry Insurance Company, 1800 North Point Drive, Stevens Point, Wisconsin 54481.

ARTICLE IV
PURPOSES

The purposes for which this Corporation is organized are to (a) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under Chapter 644 of the Wisconsin Statutes, and (b) to own at all times, directly or indirectly, at least fifty-one percent (51%) of the voting stock of Sentry Insurance Company, the stock insurer into which Sentry Insurance 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

Section 5.01 Members. Each person who was a member of Sentry Insurance a Mutual Company as of the effective date of the formation of the Corporation, and any other person, as determined by the Board of Directors in accordance with the Corporation's Bylaws and the Plan, shall be a member of the Corporation ("Member").

Section 5.02 Cessation of Membership. Any person who became a Member of the Corporation as described in Section 5.01 shall cease to be a Member, and all associated rights and privileges, including without limitation the membership interest and rights in surplus of such Member, if any, shall cease, as of the date no policy of insurance by virtue of which such Member status is derived remains in force, whether as a result of lapse, expiration, nonrenewal, cancellation, termination, or novation of such policy.

Section 5.03 Rights in Surplus. 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.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of Sentry Mutual Holding Company.

Date: January 1, 2021

Kip Kobussen, Sole Incorporator

**EXHIBIT E
BYLAWS OF SMHC**

BYLAWS

OF

**SENTRY MUTUAL HOLDING COMPANY
(a Wisconsin Mutual Insurance Holding Company)**

Adopted: January 1, 2021

**ARTICLE I
OFFICES**

The principal office of the Company shall be in the City of Stevens Point, Portage County, Wisconsin, but the Company may also have offices at such other places as the Directors may from time to time designate or its business may require.

**ARTICLE II
MEMBERS OF THE COMPANY**

Section 2.01 Membership. The term “Member” shall mean, for purposes of these Bylaws and the Articles of Incorporation of the Company, each person and each entity which is deemed a Member of the Company pursuant to paragraph (a) or (b) of this Section 2.01.

(a) Each person who, and each entity which, became a Member of the Company in accordance with the Mutual Holding Company Plan pursuant to which the Company was formed as of the effective date of such formation (the “Inception Date”) shall remain a Member so long as at least one (1) policy of insurance, by virtue of which such membership in the Company is derived, remains in force.

(b) Each person who, and each entity which: (i) is not a Member pursuant to Section 2.01(a); and (ii) is the owner of one (1) or more policies of insurance issued, renewed, or assumed after the Inception Date (but excluding certificates issued under a master or group policy) by an insurance company that has been designated in accordance with these Bylaws or the Articles of Incorporation of the Company as a Sentry Member Company shall be a Member of the Company without further act, commencing with the date any such policy is first in force and continuing for so long as at least one (1) policy of insurance by virtue of which such membership in the Company is derived remains in force.

For purposes of these Bylaws, a corporation, limited liability company, partnership, or other entity which becomes a Member of the Company may authorize any person to represent it, and that person, as the Member’s representative will have all the rights of an individual Member.

Until the Company has received written notice to the contrary from a corporation, limited liability company, partnership, or other entity, or until the Company has received written notice that some other person has been authorized to represent such an entity, the Company may assume that any officer, or other representative of such an entity purporting to act for the entity is its duly authorized representative and is entitled to act and vote on its behalf. Whenever in these Bylaws the word “Member” is used, it will be deemed and construed to mean, according to the context, either the policyholder, whether individual, corporation, limited liability company, partnership, or other entity or the authorized representative of such an entity that is a policyholder. With respect to a bond or similar type contract or policy, “Member” will be deemed and construed to mean the applicant and/or principal.

Section 2.02 Cessation of Membership. Any person who, or entity which, has become a Member as described in Section 2.01(a) or Section 2.01(b) shall cease to be a Member, and all associated rights and privileges, including without limitation the Membership Interest and Rights in Surplus of such Member, if any, as provided under Chapter 644 of the Wisconsin Statutes, as amended from time to time, or any successor provision of Wisconsin law, shall cease, as of the date no policy of insurance by virtue of which such Member status is derived remains in force, whether as a result of lapse, expiration, nonrenewal, cancellation, termination, or novation of such policy.

Section 2.03 Restrictions. No Member may transfer any rights arising out of such Member’s status as a Member; provided, however, that such limitation shall not restrict the Member’s right to assign a policy that is otherwise permissible pursuant to the terms of such policy and the Company’s Bylaws.

Section 2.04 Sentry Member Companies. Initially, the designated Sentry Member Companies shall be Sentry Insurance Company, Dairyland Insurance Company, Middlesex Insurance Company, Patriot General Insurance Company, Peak Property and Casualty Insurance Corporation, Sentry Casualty Company, Sentry Select Insurance Company, and Viking Insurance Company of Wisconsin. After the date hereof, the Board of Directors of the Company may take action to designate any direct or indirect subsidiary of the Company as an additional Sentry Member Company. Notwithstanding the provisions of Section 2.01(b), at the time it takes action to designate an additional Sentry Member Company, the Board of Directors may also specify the timing of admission of policyholders of such company as Members of the Company. For the avoidance of doubt: (a) once designated as a Sentry Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Company; and (b) the Company may have subsidiaries that are not Sentry Member Companies.

Section 2.05 Annual Meetings. The Annual Meeting of the Members of the Company shall be held at its Home Office in the City of Stevens Point, Wisconsin, on the third Wednesday of April of each year, at 9:00 a.m., or at such other location to which the Members may adjourn. At the Annual Meeting of the Members, the Members shall elect Directors and transact such other business as shall lawfully come before them.

Section 2.06 Special Meetings. Special Meetings of the Members of the Company shall be held at such place in the City of Stevens Point, Wisconsin, and at such time as shall be specified in the notice thereof. Special Meetings shall be called by the Secretary when requested to do so by the Chief Executive Officer/President, a majority of the Board of Directors, or not less than twenty percent (20%) of the Members of the Company having filed with the Secretary, not less than ninety (90) days before the proposed Special Meeting, a written request for a Special Meeting, stating the time, place and purpose of such meeting.

Section 2.07 Notice of Meetings. The notice of an Annual Meeting printed in any policy conferring membership in the Company shall constitute proper notice to the Member owning such policy of the time and place of the Annual Meetings. Notice of Annual Meetings may be given by any other means permitted under the Articles of Incorporation of the Company and the laws of the State of Wisconsin.

Notice of Special Meetings of the Members shall be given not less than fifteen (15) days in advance of such meeting, or such longer period as may be required by the Articles of Incorporation or applicable law, and in such manner consistent with applicable law and the Articles of Incorporation of the Company, as may be prescribed by resolution of the Board of Directors.

Unless otherwise specifically provided in the Company's Articles of Incorporation or in the laws of the State of Wisconsin, notice of a Special Meeting of the Members, or of an Annual Meeting that requires additional notification may be given by the Secretary (or any other authorized person): (a) by depositing in the United States Postal System in a sealed, postage prepaid envelope, a notice addressed to the last address of each Member appearing on the books of the Company, stating the time, place and purpose of such meeting, which notice shall be mailed not less than thirty (30) days before the date set for such meeting, (b) by the Secretary giving, or causing to be given, such notice of a Special Meeting or Annual Meeting by publishing it in a newspaper of general circulation in the State of Wisconsin and in such other newspapers, if any, as the Board of Directors may determine, at least thirty (30) days before the date set for such meeting, or by publishing it in the manner provided by the laws of the State of Wisconsin, (c) by electronic transmission (including without limitation email), stating the time, place and purpose of such meeting, which transmission shall not be sent less than thirty (30) days before the date set for such meeting or (d) as otherwise directed by the Board of Directors or Chief Executive Officer/President.

No oversight, error or omission in the giving of any notice shall invalidate any meeting of the Members, or any action or proceeding thereat, unless such error or omission was fraudulent or such oversight, error or omission affects at least five percent (5%) of the total Members of the Company, it being considered that notice to ninety-five percent (95%) of the Members will be sufficient notice to adequately protect all Members. Notice by mailing shall be considered complete when deposited in the United States Postal System, properly addressed and prepaid, and the affidavit of the Secretary (or the person authorized by the Secretary to deposit such notice) that the notice has been so deposited shall in the absence of fraud be conclusive evidence as to the giving of such notice. Notice provided by electronic transmission shall be considered complete when the transmission is made and the affidavit of the Secretary (or the person

authorized by the Secretary to make the transmission) that the notice has been so transmitted shall in the absence of fraud be considered conclusive evidence as to the giving of such notice.

Section 2.08 Conduct of Meetings. The Chair of the Board of Directors or the Board of Directors shall set and approve the agenda for Members meetings. The Chair of the Board of Directors, or in the Chair of the Board of Directors' absence, the Lead Director, or in the Lead Director's absence, the Secretary, shall call the meeting of the Members to order and shall act as chairperson of the meeting, and the Secretary of the Company shall act as Secretary of all meetings of the Members, but in the absence of the Secretary, or in the event the Secretary is acting as chairperson of the meeting, the presiding chairperson may appoint any other person to act as secretary of the meeting.

Section 2.09 Voting. The Company has one class of Members, all of which have equal voting rights. The "Membership Interest" of a Member consists of the right to vote for the election of Directors as provided in these Bylaws, the right to vote at an Annual or Special Meeting of the Members on any other matter submitted to a vote of the Members, and such other rights as provided by these Bylaws and by law. Each Member, present in person or presented by proxy, at any Annual or Special Meeting of the Members shall be entitled to cast one vote on each matter presented for membership consideration regardless of the number or type of policies owned by the Member. The policyholder of any group policy shall have but one vote regardless of the number of individuals insured or benefited thereunder. Two or more persons who qualify as policyholder under a single policy shall be deemed one Member for purposes of voting and collectively shall be entitled to one vote. Fractional voting shall not be permitted. When a Member is a minor, the vote shall be vested in the parent or legal guardian of the minor.

Section 2.10 Proxies. A Member may vote at any meeting of the Members in person or by proxy; however, no Member shall be entitled to vote at any such meeting by proxy unless such proxy be (a) in writing, signed by the Member and submitted to the Secretary, or (b) submitted to the Secretary (or other person authorized by the Secretary) by electronic transmission, in each case within forty-five (45) days of being executed. Proxies must be filed with and be in the possession of the Secretary at least fifteen (15) days prior to the date of an annual or special meeting of the Members in order to be effective for such meeting. Any proxy not filed in accordance with this Section shall not be valid. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

A policyholder that is incapable of voting in person as a Member by virtue of not being a natural person may authorize, in writing (including by electronic transmission), any person to vote and act on its behalf at any meeting of the Members. Until the Company shall have received written notice to the contrary from such policyholder, the Company may conclusively assume that any officer, director, employee, partner, agent, or attorney-in-fact or other duly constituted official of such policyholder purporting to act for the policyholder is the duly authorized representative of such policyholder and entitled to vote and act on its behalf at any meeting of the Members.

Section 2.11 Quorum and Manner of Acting. At any meetings of the Members of the Company, two thousand (2,000) Members, present in person or represented by proxy, shall constitute a quorum for the transaction of business. In the event that such a quorum is not present at any meeting, a majority of those Members present may adjourn such meeting from time to time without notice, other than by announcement at the meeting, until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting if it had been held at the time as originally fixed therefor.

Section 2.12 Record Date. The Board of Directors may fix a date for determination of record those Members who are entitled to notice of and to vote at meetings of Members, which date shall be not less than twenty (20) or more than ninety (90) days prior to such meeting.

Section 2.13 Waiver of Notice by Members. Whenever any notice is required to be given to any Member of the Company under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Member entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of law, shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.

ARTICLE III **DIRECTORS**

Section 3.01 General Powers. The Board of Directors shall direct the management of the business and affairs of the Company and shall possess and exercise all powers as are necessary or incident to directors of a mutual insurance holding company.

Section 3.02 Number of Directors. The number of Directors constituting the entire Board of Directors shall not be less than nine (9) nor more than fifteen (15). Within these limits, the number of Directors shall be determined, from time to time, by resolution of the Directors.

Section 3.03 Tenure and Qualifications. Each Director shall be elected at the Annual Meeting. The Board of Directors shall be divided into three classes (Group I, Group II, and Group III) as nearly equal in size as possible, with the term of office of one such class expiring each year. Directors shall hold office for three years and until a successor shall have been elected, unless in the case of: (a) the death of the Director; or (b) the voluntary resignation of the Director; or (c) the involuntary removal of the Director by an affirmative vote of one-half (1/2) of the remaining Members of the Board of Directors, taken at a Regular Meeting, or a Special Meeting called for that purpose.

Section 3.04 Initial Directors. The initial Board of Directors shall be those individuals identified in the Plan and shall hold office until the next Annual Meeting at which the applicable Director's Group, as identified in the Plan, is subject to election. For the avoidance of doubt, the term of office of the Directors in Group III shall expire at the first Annual Meeting after the Inception Date and after their successors are elected and qualified; the term of office of the

Directors in Group II shall expire at the second Annual Meeting after the Inception Date and after their successors are elected and qualified; and the term of office of the Directors in Group I shall expire at the third Annual Meeting after the Inception Date and after their successors are elected and qualified.

Section 3.05 Nomination of Directors. Except as otherwise provided in the next succeeding paragraph, all nominations of Directors shall be in writing, and no nomination shall be valid unless made by (a) the Board of Directors, or (b) not less than twenty percent (20%) of the Members in good standing and filed with the Secretary not less than sixty (60) days before the date specified in these Bylaws for the Annual Meeting of the Members of the Company, which nomination shall specify the office to which the person is being nominated and the election at which the person is to be voted on. If, in the manner provided above, there are more persons nominated for Director than there are Directors to be elected, then not less than thirty (30) days before such Annual Meeting, the Secretary shall transmit notice thereof to each policyholder shown by the records of the Company at the close of business on the fortieth (40th) day immediately preceding the date of such meeting to be then a Member of this Company, which notice shall include the list of persons so nominated and indicate which persons, if any, are seeking re-nomination, a brief biography of each nominee, so far as such information may then be in the possession of the Secretary, and may include a form of proxy. The provisions of Article II, Section 2.07, of these Bylaws shall apply to such notice except to the extent they may be inconsistent with this Section 3.05.

In the case of the death or resignation or disability of any candidate nominated for the office of Director, the Members of the Company attending in person or by proxy the meeting of the Members of the Company at which is lawfully held the election for which such candidate was nominated may, by majority vote at such meeting, nominate a candidate in place of such deceased, resigned, or disabled candidate for the office of Director, and thereupon the person so nominated at such meeting shall be the candidate at such election in the place of such deceased, resigned or disabled person, and if the ballot for such election was prepared prior to such meeting, such ballot may be used at the election notwithstanding that the name of the deceased, resigned or disabled candidate appears thereon and every vote therein or thereby cast for the deceased, resigned or disabled candidate shall be deemed to have been cast, and shall be counted as having been cast, for the person nominated in his or her place as aforesaid.

Section 3.06 Election of Directors. No person shall be eligible for election by the Members as a Director of this Company unless such person has been previously nominated in accordance with the provisions contained in Section 3.05 of this Article.

Section 3.07 Regular and Special Meetings. Regular Meetings of the Board of Directors shall be held at the Company's principal office or at such other place as may be designated by the Chair of the Board of Directors. Such meetings shall be held at least quarterly at such times as the Directors shall prescribe. The Chair of the Board of Directors may call Special Meetings of the Directors and he or she shall call a Special Meeting of the Board of Directors when requested, in writing, by three (3) Directors. The Secretary shall give notice of all Special Meetings in the manner provided herein.

Section 3.08 Annual Meetings. The Annual Meeting of the Directors shall be scheduled following the Annual Meeting of the Members of the Company held pursuant to Section 2.05. At such meeting, the Directors shall elect Officers and standing committees. If for any reason the Annual Meeting of Directors is not held at the time designated, or if there is a failure to elect Officers and standing committees, such Officers and committees may be elected either at a Special Meeting called for such purpose or at the next Regular Meeting.

Section 3.09 Quorum and Manner of Acting. A majority of the Directors in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 3.10 Notice; Waiver. Notice of each Special Meeting of the Board of Directors shall be given by written notice delivered in person, by facsimile, e-mail, or other form of wire or wireless communication, or by mail or private carrier, to each Director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than forty eight (48) hours prior to the meeting. The notice need not describe the purpose of the Special Meeting of the Board of Directors or the business to be transacted at such meeting. If delivered by facsimile or e-mail, such notice shall be deemed to be given when sent. If mailed, such notice shall be deemed to be given when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed to be given when delivered to the private carrier. Whenever any notice whatever is required to be given to any Director of the Company under the Articles of Incorporation or these Bylaws or any provision of Wisconsin law, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.11 Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by the Members by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors; provided, that in the case of a vacancy created by the removal of a Director by vote of the Members, the Members shall have the right to fill such vacancy.

Section 3.12 Compensation. A Director may receive such compensation for services as is determined by resolution of the Board of Directors. A Director may also serve the Company in any other capacity and receive compensation therefor.

Section 3.13 Presumption of Assent. A Director of the Company who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a Member, at which action on any corporate matter is taken, shall be presumed to have assented to the action

taken unless his or her written dissent to such action is filed with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.14 Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or any of its committees 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 then in office or, in the case of a committee, all of the voting Members of such committee.

Section 3.15 Electronic Meetings. Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these Bylaws, Members of the Board of Directors (and any committees thereof created pursuant to Article IV hereof) may participate in Regular or Special Meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone or other electronic device. If a meeting is conducted by such means, then at the commencement of such meeting the chairperson or committee chair, as applicable, shall inform the participating Directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the chairperson or committee chair, as applicable, determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means.

ARTICLE IV **COMMITTEES**

Section 4.01 Committees of the Board of Directors. The Board of Directors, by resolution, may at any time elect, or may authorize the Chair of the Board of Directors to appoint, three (3) or more Directors to constitute a Committee of the Board of Directors, and may confer powers and impose duties upon any Committee as the Board of Directors may deem advisable, however, the Chair of the Board of Directors shall have sole authority to appoint the Committee Chairs of each Committee of the Board of Directors. Any such Committee shall make reports at times and in the form and manner as the Board of Directors may require. Directors shall serve on Committees at the pleasure of the Board of Directors, and shall serve until their appointment is removed or a successor is chosen. Pending the filling of any vacancy in any Committee, the remaining members of the Committee shall exercise its functions.

Section 4.02 Other Committees. The Board of Directors may, by resolution, establish other Committees as it may deem advisable and select the members of the Committees, or provide for their selection. The members of the Committees shall be Directors, Officers or employees of the Company. Each Committee shall have powers and perform duties as the Board of Directors may from time to time prescribe.

Section 4.03 Quorum. A majority of the Directors which constitute a Committee of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE V **OFFICERS**

Section 5.01 Election. The Principal Officers of the Company shall be Chief Executive Officer/President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Additional officers may be elected by the Board of Directors, including without limitation one or more Assistant Treasurers and Assistant Secretaries (together with the Principal Officers, the “Officers”). The Board of Directors may also authorize any Officer to appoint one or more of such other Officers. The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors.

Section 5.02 Chair of the Board of Directors. The Chief Executive Officer/President shall be the Chair of the Board of Directors and shall, if present, preside at meetings of the Board of Directors and shall, in addition to the powers and duties expressly conferred or assigned by these Bylaws, have such other powers and duties as the Board of Directors may authorize and define by resolution from time to time, or as may be incident to the office of Chair of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may elect a Chair of the Board of Directors other than the Chief Executive Officer/President. In the absence or inability of the Chair of the Board to act, the Lead Director shall preside at the meeting of the Members and the Board of Directors. Notwithstanding anything to the contrary contained in this Section 5.02, upon the retirement of the Chief Executive Officer/President, the Chair of the Board may, upon a majority vote of the Board, continue to serve as Chair of the Board for such term as the Board determines appropriate, provided that such term shall not exceed three (3) years, and the replacement Chief Executive Officer/President shall serve as a Director until such time as the Chair’s term expires or the Chair resigns, at which time the replacement Chief Executive Officer/President shall automatically become Chair of the Board.

Section 5.03 Chief Executive Officer/President. The Chief Executive Officer/President shall exercise general administrative leadership and direction of the Company in conformity with actions and controls established and maintained by the Board of Directors. The Chief Executive Officer/President shall have the power and authority to execute on behalf of the Company any and all documents, contracts, instruments, or other papers to which the signature of the Company is to be attached; provided, however, a facsimile signature may be printed, engraved, or stamped on any approved document, contract, instrument or other papers of the Company.

Section 5.04 Succession. Should the Chief Executive Officer/President be absent or unable to act, the Lead Director shall have full power and authority to call an emergency Board Meeting at which the Board shall appoint an interim Chief Executive Officer/President, who shall be a current Officer of the Company. The Chief Executive Officer/President shall perform all duties of the Chief Executive Officer/President until such time as the Chief Executive Officer/President returns or the Board appoints a permanent successor Chief Executive Officer/President, whichever occurs first. In the event the Chief Executive Officer/President does not return within six (6) months after the appointment of the Interim Chief Executive

Officer/President, the Board shall begin the process of evaluating and hiring a successor Chief Executive Officer/President.

Section 5.05 Secretary. The Secretary or an Assistant Secretary shall keep a record of the Minutes of the meetings of the Members and of the Board of Directors. He or she shall countersign all instruments and documents executed by the Company which the laws or Bylaws require to be so executed; affix to instrument and documents the seal of the Company; keep in proper books therefor the transactions of the Company; and perform such other duties as usually are incident to such office.

Section 5.06 Treasurer. The Treasurer or an Assistant Treasurer, subject to the control of the Board of Directors, shall collect, receive, and safely keep all moneys, funds, and securities of the Company, and attend to all its pecuniary affairs. He or she shall keep full and complete accounts and records of all his or her transactions, of sums owing to or by the Company, and all rents and profits in its behalf. The books of account and records shall at all reasonable times be open to the inspection of the Members, and he or she shall furnish to the Members at their Annual Meeting and to the Directors, whenever requested by them, such statements and reports of the same as are necessary to a full exhibit of the financial condition of the Company.

Section 5.07 Authority of Officers to Enter Into Contracts. Any Officer, including any assistant Officer, is authorized to enter into any contract or execute or deliver any instrument, in the name of and on behalf of the Company, including, but not limited to, deeds, mortgages, leases, and instruments of assignment or pledge subject to any limitations that may be imposed from time to time by the Board of Directors or a Committee of the Board authorized to impose such limitations. When so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer, Officers, agent or agents. The signature of the Chief Executive Officer/President, or one of the Vice Presidents, shall be affixed to all policies.

ARTICLE VI **RESIGNATION AND VACANCIES**

Any Director or member of any Committee established by, or pursuant to action of, the Board of Directors may resign by giving written notice to the Chair of the Board of Directors, the Chief Executive Officer/President, or the Secretary. Such resignation shall be effective when received, unless the notice specifies a later date. Vacancies in the Board of Directors shall be filled pursuant to the provisions of Article VI of the Articles of Incorporation. Vacancies in any Committee established by, or pursuant to, action of the Board of Directors, however occurring, may be filled by the Board of Directors or by the Chief Executive Officer/President.

Any Officer may resign by giving written notice to the Chair of the Board of Directors, the Chief Executive Officer/President, or the Secretary. Such resignation shall be effective when received. If the notice specifies a later effective date, the later effective date must be approved by the Chair of the Board of Directors. Vacancies in any principal office, however occurring, may be filled by the Board of Directors, and in any associate office, by the Board of Directors or the Chief Executive Officer/President.

The person chosen to fill any vacancy on the Board of Directors or of an Officer shall hold office for the unexpired balance of the term for which his predecessor was chosen, except as otherwise provided by law or by the Articles of Incorporation; provided, however, the remaining Directors or any Committee established by, or pursuant to, action of the Board of Directors may act notwithstanding any vacancy on the Board or Committee. All acts done by the Board of Directors or any Committee established by, or pursuant to, action of the Board of Directors, or by any Director or member of any such Committee, shall be as valid as if such Director or member of such Committee had been duly chosen and qualified, notwithstanding any defect in such election, appointment or qualification.

ARTICLE VII **FUNDS OF THE COMPANY**

Section 7.01 Dividends. The power to return, or cause to be returned, savings or dividends on policies is vested exclusively to the Board of Directors, and in the exercise of such power, the Board of Directors may, within its sole discretion, determine whether, in what manner, and to what extent unabsorbed or unused premiums, savings, or dividends shall be distributed among the policyholders or any particular class or classes thereof.

Section 7.02 Deposits. All funds of the Company shall be deposited or invested in such depositories or in such securities as may be authorized from time to time by the Board of Directors or appropriate committee under authorization of the Board of Directors.

Section 7.03 Investments. All investments and deposits of funds of the Company shall be made and held in its corporate name, except that securities kept under a custodial agreement or trust arrangement with a bank or banking and trust company may be issued in the name of a nominee of such bank or banking and trust company and except that securities may be acquired, and held in bearer form.

Section 7.04 Loans. All loans contracted on behalf of the Company and all evidences of indebtedness that are issued in the name of that Company shall be under the authority of the resolution of the Board of Directors. Such authorization may be general or specific.

Section 7.05 Disbursements. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Company, shall be signed by such Officer or Officers, agent or agents of the Company and in such manner, including by means of facsimile signature, as shall from time to time be determined by or under authority of a resolution of the Board of Directors.

Section 7.06 Borrowing Prohibited. No Director or Officer of the Company shall borrow money from the Company, or receive any compensation for selling, aiding in the sale, or negotiating for the sale of any property belonging to the Company, or for negotiating any loan for or by the Company.

Section 7.07 Voting of Securities Owned by the Company. Subject always to the specific directions of the Board of Directors, (a) 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 Chair of the Board of Directors of this Company, or their designee, and (b) whenever, in the judgment of the Chair of the Board of Directors, it is desirable for this Company to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Company by the Chair of the Board of Directors, or their designee, without necessity of any authorization by the Board of Directors, affixation of corporate seal, or countersignature or attestation by the Secretary or Assistant Secretary. Any person or persons designated in the manner above stated as the proxy or proxies of this Company shall have full right, power, and authority to vote the shares or other securities issued by such other corporation and owned by this Company the same as such shares or other securities might be voted by this Company.

Section 7.08 Dissolution of the Company. If, at any time, the Company shall be dissolved or cease to transact the business of insurance, then whatever shall remain in the way of assets, reserve funds or otherwise, after the full payment of all losses and expenses, shall be divided and distributed in accordance with the laws of the State of Wisconsin.

ARTICLE VIII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Company shall, to the fullest extent permitted or required by Section 644.18(2) and Sections 181.0871 to 181.0881 and 181.0889, inclusive, of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Company to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Company. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director, Officer or employee may be entitled under any written agreement or resolution of the Board of Directors, vote of the Members, the Wisconsin Insurance Code or otherwise. The Company may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses under this Article VIII by the purchase of insurance on behalf of any one or more of such Directors, Officers or employees, whether or not the Company would be obligated to indemnify or advance Expenses to such Director, Officer or employee under this Article VIII. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.

ARTICLE IX **FISCAL YEAR**

The fiscal year of the Company shall commence January first and terminate on December thirty first in each year.

ARTICLE X
AMENDMENTS

Section 10.01 Board of Directors. Bylaws may be amended at any Regular or Special Meeting of the Board of Directors by a vote of the majority of the entire Board of Directors.

Section 10.02 Members. Bylaws may be amended by the affirmative vote of a majority of the Members voting at an Annual or Special Meeting of the Members, providing such majority shall be equal to or more than one-fourth of the total Members of the Company.

Any amendment to the Bylaws proposed by a Member or Members must be accompanied by a statement of purpose for the proposed amendment; must be signed by not less than one hundred (100) Members; and, must be filed with the Secretary of the Company not less than one hundred and fifty (150) days prior to the date of the Annual or Special Meeting of the Members at which the proposed amendment is requested to be considered. The accompanying statement must also disclose any director, officer, owner, agent, or employee relationship the signatories have with any other insurance company or insurance-related entity. The Board of Directors may establish or cause to be established reasonable procedures to ensure compliance.

Whenever the Board of Directors determines that any of the Members proposing an amendment to the Bylaws has a conflict of interest with the Company, or whenever the Board of Directors determines that any proposed amendment to the Bylaws is frivolous or inappropriate, the Board of Directors may decline to present the proposed amendment for consideration at an Annual or Special Meeting.

Section 10.03 Implied. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by the affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would not be inconsistent with such action, shall be given the same effect as though the Bylaws had been amended or suspended to the extent and for so long, but only to the extent and for so long, as is necessary to permit the specific action so taken or authorized.

ARTICLE XI
ENFORCEABILITY

If any Bylaw or any portion of a Bylaw is found by a court of competent jurisdiction to be inconsistent with the laws of the State of Wisconsin, the remaining Bylaws or the remaining portion of any Bylaw not otherwise inconsistent with the laws of the State of Wisconsin shall remain in full force and effect.

EXHIBIT F
ARTICLES OF INCORPORATION OF SHI
ARTICLES OF INCORPORATION
OF
SENTRY HOLDINGS, 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 Sentry Holdings, 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

The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of no par value, consisting of a single class designated as "Common Stock".

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 301 South Bedford St., Suite 1, Madison, WI 53703. The name of the Corporation's initial registered agent at such address is CT Corporation System.

ARTICLE V
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 Wisconsin law.

ARTICLE VI
INCORPORATOR

The name and address of the sole incorporator of the Corporation is Kip Kobussen, c/o Sentry Insurance Company, 1800 North Point Drive, Stevens Point, Wisconsin 54481.

Date: January 1, 2021

By: _____
Kip Kobussen, Sole Incorporator

The foregoing Articles of Incorporation were drafted by and should be returned to Kevin G. Fitzgerald, Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, Email: kfitzgerald@foley.com, Phone: 414-297-5841.

**EXHIBIT G
BYLAWS OF SHI**

BYLAWS

OF

**SENTRY HOLDINGS, INC.
(a Wisconsin Business Company)**

Adopted: January 1, 2021

**ARTICLE I
OFFICES**

Section 1.01 Principal and Business Offices. The Corporation may have such principal and other business offices, either within or outside of the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02 Registered Office. The registered office of the Corporation that the Wisconsin Statutes require to be maintained in the State of Wisconsin may, but need not, be identical to the Corporation's principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II
SHAREHOLDERS**

Section 2.01 Annual Meeting. The annual meeting of the shareholders shall be held at such time as may be fixed by or under the authority of the Board of Directors or the President, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as is practicable.

Section 2.02 Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by the Wisconsin Statutes, may be called by the Board of Directors, the Chair of the Board or the President. The Corporation shall call a special meeting of shareholders in the event that the holders of at least twenty percent (20%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation one or more written demands for the meeting describing one or more purposes for which it is to be held. The Corporation

shall give notice of such a special meeting within thirty (30) days after the date that the demand is delivered to the Corporation.

Section 2.03 Place of Meeting. The Board of Directors may designate any place, either within or outside of the State of Wisconsin, as the place of meeting for any annual or special meeting of shareholders. If no designation is made, the place of meeting shall be the principal office of the Corporation. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

Section 2.04 Notice of Meeting. Written notice stating the date, time and place of any meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting (unless a different time is provided by the Wisconsin Statutes or the Articles of Incorporation) either in person, by mail or other method of delivery or by electronic means, by or at the direction of the Chair of the Board, the President or the Secretary, to each shareholder of record entitled to vote at such meeting and to such other persons as required by the Wisconsin Statutes. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the stock record books of the Corporation, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. If electronically transmitted, such notice shall be deemed to be effective when transmitted to the shareholder in a manner authorized by such shareholder. If an annual or special meeting of shareholders is adjourned to a different date, time or place, the Corporation shall not be required to give notice of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that if a new record date for an adjourned meeting is or must be fixed, the Corporation shall give notice of the adjourned meeting to persons who are shareholders as of the new record date.

Section 2.05 Waiver of Notice. A shareholder may waive any notice required by the Wisconsin Statutes, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing and signed by the shareholder entitled to the notice, contain the same information that would have been required in the notice under applicable provisions of the Wisconsin Statutes (except that the time and place of meeting need not be stated) and be delivered to the Corporation for inclusion in the corporate records. A shareholder's attendance at a meeting, in person or by proxy, waives objection to all of the following: (a) lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; and (b) if the meeting is a special meeting, consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 2.06 Fixing the Record Date. The Board of Directors may fix in advance a date as the record date for the purpose of determining shareholders entitled to notice of and to vote at any meeting of shareholders, shareholders entitled to demand a special meeting as contemplated by Section 2.02 hereof, shareholders entitled to take any other action, or shareholders for any other purpose. Such record date shall be not less than twenty (20) nor

more than seventy (70) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed by the Board of Directors or by the Wisconsin Statutes for the determination of shareholders entitled to notice of and to vote at a meeting of shareholders, the record date shall be the close of business on the day before the first notice is given to shareholders. If no record date is fixed by the Board of Directors or by the Wisconsin Statutes for the determination of shareholders entitled to demand a special meeting as contemplated by Section 2.02 hereof, the record date shall be the date that the first shareholder signs the demand. Except as provided by the Wisconsin Statutes for a court-ordered adjournment, a determination of shareholders entitled to notice of and to vote at a meeting of shareholders is effective for any adjournment of such meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting. The record date for determining shareholders entitled to a distribution (other than a distribution involving a purchase, redemption or other acquisition of the Corporation's shares) or a share dividend is the date on which the Board of Directors authorized the distribution or share dividend, as the case may be, unless the Board of Directors fixes a different record date.

Section 2.07 Shareholders' List for Meetings. After a record date for a special or annual meeting of shareholders has been fixed, the Corporation shall prepare a list of the names of all of the shareholders entitled to notice of the meeting. The list shall be arranged by class or series of shares, if any, and show the address of and number of shares held by each shareholder. Such list shall be available for inspection by any shareholder, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing to the date of the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or his or her agent may, on written demand, inspect and, subject to the limitations imposed by the Wisconsin Statutes, copy the list, during regular business hours and at his or her expense, during the period that it is available for inspection pursuant to this Section. The Corporation shall make the shareholders' list available at the meeting, and any shareholder or his or her agent or attorney may inspect the list at any time during the meeting or any adjournment thereof. Refusal or failure to prepare or make available the shareholders' list shall not affect the validity of any action taken at a meeting of shareholders.

Section 2.08 Quorum and Voting Requirements. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. If the Corporation has only one class of stock outstanding, such class shall constitute a separate voting group for purposes of this Section. Except as otherwise provided in the Articles of Incorporation or the Wisconsin Statutes, a majority of the votes entitled to be cast on the matter shall constitute a quorum of the voting group for action on that matter. Once a share is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. If a quorum exists, except in the case of the election of Directors, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles of

Incorporation or the Wisconsin Statutes requires a greater number of affirmative votes. Unless otherwise provided in these Bylaws or the Articles of Incorporation, each Director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election of Directors at a meeting at which a quorum is present. Though less than a quorum of the outstanding votes of a voting group are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.09 Conduct of Meetings. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the Chair of the Board, or in his or her absence or inability to act, the President, or, in his or her absence or inability to act, the person whom the Chair of the Board or, in his or her absence or inability to act, the President, shall appoint, shall act as chairperson of, and preside at, the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chairperson of the meeting shall appoint as secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 2.10 Proxies. At all meetings of shareholders, a shareholder may vote his or her shares in person or by proxy. A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form, either personally or by his or her attorney-in-fact, or by transmitting or authorizing the transmission of an electronic transmission of the appointment to the person who will be appointed as proxy or to a proxy solicitation firm, proxy support service organization, or like agent authorized to receive the transmission by the person who will be appointed as proxy. Every electronic transmission shall contain, or be accompanied by, information that can be used to reasonably determine that the shareholder transmitted or authorized the transmission of the electronic transmission. Any person charged with determining whether a shareholder transmitted or authorized the transmission of the electronic transmission shall specify the information upon which the determination is made. An appointment of a proxy is effective when received by the Secretary or other Officer or agent of the Corporation authorized to tabulate votes. Proxies must be transmitted or filed with and be in the hands of the Secretary at least five (5) days prior to the date of any annual or special meeting of the shareholders and any proxy not so filed shall not be voted.

Section 2.11 Voting of Shares. Except as provided in the Articles of Incorporation or in the Wisconsin Statutes, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a meeting of shareholders.

Section 2.12 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of the Wisconsin Statutes to be taken at a meeting of the shareholders may be taken without a meeting and without action by the Board of Directors if a written consent or consents, describing the action so taken, is signed by at least two thirds of all of the shareholders entitled to vote with respect to the subject matter thereof or such lesser number of shareholders as is permitted in the Articles of Incorporation and delivered to the Corporation for inclusion in the corporate records.

Section 2.13 Acceptance of Instruments Showing Shareholder Action. If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a shareholder. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the shareholder if any of the following apply:

(a) The shareholder is an entity and the name signed purports to be that of an officer or agent of the entity.

(b) The name purports to be that of a personal representative, administrator, executor, guardian or conservator representing the shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(c) The name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(d) The name signed purports to be that of a pledgee, beneficial owner, or attorney in fact of the shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the shareholder is presented with respect to the vote, consent, waiver or proxy appointment.

(e) Two (2) or more persons are the shareholders as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all co-owners.

The Corporation may reject a vote, consent, waiver or proxy appointment if the Secretary or other Officer or agent of the Corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

ARTICLE III **DIRECTORS**

Section 3.01 General Powers and Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of Directors of the Corporation shall be designated annually prior to the annual meeting of the shareholders by resolution of the Board of Directors, but shall not be less than the number required by the Wisconsin Statutes, nor more than fifteen (15).

Section 3.02 Tenure and Qualifications. Unless otherwise designated at the time of election, each Director shall hold office until the next annual meeting of shareholders and

until his or her successor shall have been elected and, if necessary, qualified, or until there is a decrease in the number of Directors which takes effect after the expiration of his or her term, or until his or her prior death, resignation or removal. A Director may be removed by the shareholders only at a meeting called for the purpose of removing the Director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. A Director may be removed from office with or without cause if the number of votes cast to remove the Director exceeds the number of votes cast not to remove such Director. A Director may resign at any time by delivering written notice which complies with the Wisconsin Statutes to the Board of Directors, to the President (in his or her capacity as chairperson of the Board of Directors in the absence of the Chair of the Board) or to the Corporation. A Director's resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin or shareholders of the Corporation.

Section 3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of shareholders and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of shareholders which precedes it, or such other suitable place as may be announced at such meeting of shareholders. The Board of Directors shall approve the date, time and place, either within or outside of the State of Wisconsin, for the holding of additional regular meetings of the Board of Directors without other notice than such approval.

Section 3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the President, Secretary or any two (2) directors. The Chair of the Board, the President or the Secretary may fix any place, either within or outside of the State of Wisconsin, as the place for holding any special meeting of the Board of Directors, and if no other place is fixed the place of the meeting shall be the principal office of the Corporation in the State of Wisconsin.

Section 3.05 Notice; Waiver. Notice of each special meeting of the Board of Directors shall be given by written notice delivered or communicated in person, by mail or other method of delivery, or by any electronic means, to each Director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than twenty-four (24) hours prior to the meeting. The notice need not describe the purpose of the special meeting of the Board of Directors or the business to be transacted at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. If electronically transmitted, such notice shall be deemed to be effective when transmitted to the Director. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or these Bylaws or any provision of the Wisconsin Statutes, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The Corporation shall retain any such waiver as part of the permanent corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the

Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.06 Quorum. Except as otherwise provided by the Wisconsin Statutes or by 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 business at any meeting of the Board of Directors. Except as otherwise provided by the Wisconsin Statutes or by the Articles of Incorporation or by these Bylaws, a quorum of any committee of the Board of Directors created pursuant to Article IV hereof shall consist of a majority of the number of Directors appointed to serve on the committee. A majority of the Directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice.

Section 3.07 Manner of Acting. The affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or a committee thereof at which a quorum is present shall be the act of the Board of Directors or such committee, as the case may be, unless the Wisconsin Statutes, the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

Section 3.08 Conduct of Meetings. The Chair of the Board, and in his or her absence the President, and in their absence, any director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the individual responsible for acting as chair of the meeting may appoint any other person present to act as secretary of the meeting. Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each Director. Such minutes shall be deemed the property of the Corporation and, in case a Director shall resign, fail of reelection, or in any other way vacate his or her position, such minutes shall be returned to the Secretary.

Section 3.09 Vacancies. Except as provided below, any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by any of the following: (a) the shareholders; (b) the Board of Directors; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the Directors, by the affirmative vote of a majority of all Directors remaining in office. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group may vote to fill the vacancy if it is filled by the shareholders, and only the remaining Directors elected by that voting group may vote to fill the vacancy if it is filled by the Directors. A vacancy that will occur at a specific later date, because of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 3.10 Compensation. Directors who are salaried employees of the Corporation or any of its affiliates shall not be paid compensation for service as a director of the Corporation. The Board of Directors, by affirmative vote of a majority of Directors, then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation for any other Directors for services to the Corporation as Directors,

or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments to employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such employees to the Corporation.

Section 3.11 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or any committee thereof when corporate action is taken assents to the action taken unless any of the following occurs: (a) the Director objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting; (b) the Director dissents or abstains from an action taken and minutes of the meeting are prepared that show the Director's dissent or abstention from the action taken; (c) the Director delivers written notice that complies with the Wisconsin Statutes of his or her dissent or abstention to the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws before its adjournment or to the Corporation immediately after adjournment of the meeting; or (d) the Director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the Director's dissent or abstention from the action taken and the Director delivers to the Corporation a written notice of that failure promptly after receiving the minutes. Such right of dissent or abstention shall not apply to a Director who votes in favor of the action taken.

Section 3.12 Electronic Meetings. Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these Bylaws, members of the Board of Directors (and any committees thereof created pursuant to Article IV hereof) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws (or, for a committee meeting, the chair of the committee) shall inform the participating Directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the individual responsible for acting as chair of the meeting pursuant to Section 3.08 of these Bylaws (or, for a committee meeting, the chair of the committee) determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

Section 3.13 Action without Meeting. Any action required or permitted by the Wisconsin Statutes to be taken at a meeting of the Board of Directors or a committee thereof created pursuant to Article IV hereof may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director or committee member and retained by the Corporation. Such action shall be effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE IV **COMMITTEES**

Section 4.01 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of all of the directors then in office may create one or more committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Each committee shall have three (3) or more members who shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. A committee may be authorized to exercise the authority of the Board of Directors, except that a committee may not do any of the following: (a) approve or recommend to shareholders for approval any action or matter expressly required by the Wisconsin Statutes to be submitted to shareholders for approval; or (b) adopt, amend, or repeal any Bylaw of the Corporation. Unless otherwise provided by the Board of Directors in creating the committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of its authority. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE V **OFFICERS**

Section 5.01 Principal Officers. The principal officers of the Corporation shall be the President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Additional officers may be elected by the Board of Directors, including without limitation one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries (together with the Principal Officers, the "Officers"). The Board of Directors may also authorize any Officer to appoint one or more of such other Officers. The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors. Any two or more offices may, at the direction of the Board of Directors, be held by the same person; provided, however, that the principal offices shall be held by at least three (3) separate individuals.

Section 5.02 Election and Term of Office. The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each Officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, resignation or removal.

Section 5.03 Removal. The Board of Directors may remove any Officer and, unless restricted by the Board of Directors or these Bylaws, an Officer may remove any Officer or assistant Officer appointed by that Officer, at any time, with or without cause and notwithstanding the contract rights, if any, of the Officer removed. The appointment of an Officer does not of itself create contract rights.

Section 5.04 Resignation. An Officer may resign at any time by delivering notice to the Corporation that complies with the Wisconsin Statutes. The resignation shall be effective when

the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date.

Section 5.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors, or by the appointing Officer, for the unexpired portion of the term. If a resignation of an Officer is effective at a later date as contemplated by Section 5.04 of this Article, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor may not take office until the effective date.

Section 5.06 President. The President shall be the principal executive officer of the Corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the shareholders and of the Board of Directors when the Chair of the Board is absent. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He or she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he or she may authorize any other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.07 Secretary. The Secretary shall: (a) keep minutes of the meetings of the shareholders and of the Board of Directors (and of committees thereof) in one or more books provided for that purpose (including records of actions taken by the shareholders or the Board of Directors (or committees thereof) without a meeting); (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation, these Bylaws or as required by the Wisconsin Statutes; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) maintain a record of the shareholders of the Corporation, in a form that permits preparation of a list of the names and addresses of all shareholders, by class or series of shares and showing the number and class or series of shares held by each shareholder; (e) sign, with the Chair of the Board or the President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.08 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) maintain appropriate accounting records; (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 6.04; and (d) 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 by the President or by the Board of Directors. In the absence of the President and the Secretary or in the event of both the President's and the Secretary's death, inability or refusal to act, or in the event for any reason it shall be impracticable for both the President and the Secretary to act personally, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.09 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint, or to authorize any duly appointed Officer of the Corporation to appoint, any person to act as assistant to any Officer, or as agent for the Corporation in his or her stead, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer or other agent so appointed by the Board of Directors or an authorized Officer shall have the power to perform all the duties of the office to which he or she is so appointed to be an assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors or the appointing Officer.

ARTICLE VI **FUNDS OF THE CORPORATION**

Section 6.01 Deposits. All funds of the Corporation shall be deposited or invested in such depositories or in such securities as may be authorized from time to time by the Board of Directors, or such other appropriate committee under authorization of the Board of Directors.

Section 6.02 Investments. All investments and deposits of funds of the Corporation shall be made and held in its corporate name, except that securities kept under a custodial agreement or trust arrangement with a bank or banking and trust company may be issued in the name of a nominee of such bank or banking and trust company and except that securities may be acquired and held in bearer form.

Section 6.03 Loans. All loans contracted on behalf of the Corporation and all evidences of indebtedness that are issued in the name of the Corporation shall be under the authority of the resolution of the Board of Directors. Such authorization may be general or specific.

Section 6.04 Contracts. The Board of Directors may authorize any officer, officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or specific. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President, and in his or her absence the Secretary and also by the Secretary (if he or she has not signed in place of the

President), an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

Section 6.05 Disbursements. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner, including by means of facsimile signature, as shall from time to time be determined by or under authority of a resolution of the Board of Directors.

Section 6.06 Borrowing Prohibited. No Director or Officer of the Corporation shall borrow money from the Corporation, or receive any compensation for selling, aiding in the sale, or negotiating for the sale of any property belonging to the Corporation, or for negotiating any loan for or by the Corporation.

Section 6.07 Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation if he or she be present, or in his or her absence by the Secretary of this Corporation, or in their absence by the Treasurer of this Corporation, and (b) whenever, in the judgment of the President, or in his or her absence, the Secretary, or in their absence by the Treasurer, it is desirable for this Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation, such proxy or consent shall be executed in the name of this Corporation by the President, Secretary or Treasurer of this Corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal, if any, or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power, and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

ARTICLE VII **CERTIFICATES FOR SHARES; TRANSFER OF SHARES**

Section 7.01 Certificates for Shares. Certificates representing shares of the Corporation shall be in such form, consistent with the Wisconsin Statutes, as shall be determined by the Board of Directors. Such certificates shall be signed by the Chair of the Board or the President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except as provided in Section 7.06 of this Article.

Section 7.02 Facsimile Signatures and Seal. The seal of the Corporation, if any, on any certificates for shares may be a facsimile. The signature of the Chair of the Board or the President and the Secretary or Assistant Secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent, or a registrar, other than the Corporation itself or an employee of the Corporation.

Section 7.03 Signature by Former Officers. The validity of a share certificate is not affected if a person who signed the certificate (either manually or in facsimile) no longer holds office when the certificate is issued.

Section 7.04 Transfer of Shares. Prior to due presentment of a certificate for shares for registration of transfer, the Corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to have and exercise all the rights and power of an owner. Where a certificate for shares is presented to the Corporation with a request to register for transfer, the Corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary endorsements, and (b) the Corporation had no duty to inquire into adverse claims or has discharged any such duty. The Corporation may require reasonable assurance that such endorsements are genuine and effective and compliance with such other regulations as may be prescribed by or under the authority of the Board of Directors.

Section 7.05 Restrictions on Transfer. The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the Corporation upon the transfer of such shares.

Section 7.06 Lost, Destroyed or Stolen Certificates. Where the owner claims that certificates for shares have been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the Corporation has notice that such shares have been acquired by a bona fide purchaser, (b) files with the Corporation a sufficient indemnity bond if required by the Board of Directors or any principal Officer, and (c) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

Section 7.07 Consideration for Shares. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for the shares to be issued is adequate. In the absence of a resolution adopted by the Board of Directors expressly determining that the consideration received or to be received is adequate, approval by the Board of Directors of the issuance of the shares shall be deemed to constitute such a determination. The determination of the Board of Directors is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid and nonassessable. The Corporation may place in escrow shares issued in whole or in part for a contract for future services or benefits, a promissory note, or other property to be issued in the future, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respect of the shares against their purchase price, until the services are

performed, the benefits or property are received or the promissory note is paid. If the services are not performed, the benefits or property are not received or the promissory note is not paid, the Corporation may cancel, in whole or in part, the shares escrowed or restricted and the distributions credited.

Section 7.08 Stock Regulations. The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with law as it may deem expedient concerning the issue, transfer and registration of shares of the Corporation.

ARTICLE VIII **INDEMNIFICATION**

Section 8.01 Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted or required by Sections 180.0850 to 180.0859, inclusive, of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Corporation.

Section 8.02 Indemnification of Employees. The Corporation shall also indemnify an employee who is not a Director or Officer of the Corporation, to the extent that the employee has been successful on the merits or otherwise in defense of a proceeding, for all Expenses incurred in the Proceeding if the employee was a party because he or she is or was an employee of the Corporation.

Section 8.03 Indemnification not Exclusive. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director, Officer or employee may be entitled under any written agreement or resolution of the Board of Directors, vote of the shareholders, the Wisconsin Statutes or otherwise.

Section 8.04 Insurance. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses under this Article by the purchase of insurance on behalf of any one or more of such Directors, Officers or employees, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer or employee under this Section. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 180.0850 of the Wisconsin Statutes.

ARTICLE IX
GENERAL

Section 9.01 Corporate Seal. The Board of Directors may provide for a corporate seal for the Corporation.

Section 9.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X
AMENDMENTS

Section 10.01 By Vote of Directors. These Bylaws may be amended by vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is in attendance.

Section 10.02 By Vote of Shareholders. These Bylaws may be amended by vote of three-fourths (3/4) of the shareholders entitled to vote present at any meeting of the shareholders at which a quorum is in attendance.

Section 10.03 Implied Amendments. Any action taken or authorized by the shareholders or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but which is taken or authorized by the affirmative vote of not less than the number of shares or the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been amended or suspended to the extent and for so long, but only to the extent and for so long, as is necessary to permit the specific action so taken or authorized.

EXHIBIT H
DIRECTORS AND OFFICERS OF SMHC, SHI, AND SIC

SENTRY MUTUAL HOLDING COMPANY		
DIRECTORS		
NAME	TITLE	Director Group (As applicable)
Peter G. McPartland	Director; Chairman of the Board	Group I (2023)
David R. Casper	Director	Group I (2023)
Stephanie Pace Marshall	Director	Group II (2022) / I (2023)
Graham W. Atkinson	Director	Group II (2022)
William D. Harvey	Director	Group II (2022)
Richard M. Lynch	Director	Group II (2022)
Larry J. Goodman	Director	Group III (2021)
Jean L. Regan	Director	Group III (2021)
James D. Pearson	Director	Group III (2021)
Peter J. Pestillo	Lead Director	Group III (2021)
OFFICERS		
Peter G. McPartland	Chairman of the Board, President & Chief Executive Officer	--
Michael J. Williams	Vice President & Chief Actuary	--
Kip J. Kobussen	Vice President, General Counsel & Corporate Secretary	--
Todd M. Schroeder	Vice President & Treasurer	--
SENTRY HOLDINGS, INC.		
DIRECTORS		
NAME	TITLE	Director Group (As applicable)
Peter G. McPartland	Director	--
Kip J. Kobussen	Director	--
James E. McDonald	Director	--
Todd M. Schroeder	Director	--
Michael J. Williams	Director	--
OFFICERS		
Peter G. McPartland	President	--
Michael J. Williams	Vice President	--
Kip J. Kobussen	Secretary	--
Todd M. Schroeder	Treasurer	--

SENTRY INSURANCE COMPANY

DIRECTORS

NAME	TITLE	Director Group (As applicable)
Peter G. McPartland	Director	--
Kip J. Kobussen	Director	--
James E. McDonald	Director	--
Todd M. Schroeder	Director	--
Michael J. Williams	Director	--

OFFICERS

Peter G. McPartland	President	--
Michael J. Williams	Vice President	--
Kip J. Kobussen	Secretary	--
Todd M. Schroeder	Treasurer	--