

**ARTICLES OF INCORPORATION
OF
WEST BEND 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 WEST BEND MUTUAL HOLDING COMPANY (the “Corporation”).

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

The mailing and street address of the initial principal office of the Corporation is 1900 S 18th Avenue, West Bend, WI 53095. The address of the initial registered office of the Corporation is 1900 S 18th Avenue, West Bend, WI 53095. The name of the Corporation’s initial registered agent at such address is Christopher Zwycart.

**ARTICLE III
INCORPORATOR**

The name and address of the sole incorporator is Christopher Zwycart, c/o West Bend Insurance Company, 1900 S 18th Avenue, West Bend, WI 53095.

**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 West Bend Insurance Company, the stock insurer into which West Bend Mutual Insurance 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**

5.01 Members. Each person who was a member of West Bend Mutual Insurance 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”).

- 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 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.
- 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 West Bend Mutual Holding Company.

Date: [Date], 2023

By: _____
Christopher Zwygart, Sole Incorporator