

ARTICLES OF INCORPORATION
OF
NAMIC INSURANCE COMPANY, INC.
RESTATED _____ 2022

Pursuant to the provisions of the Indiana Insurance Law (Indiana Code Title 27, as amended) and the approval of Class A and Class B shareholders respectively, the following are the amended and restated articles of incorporation of NAMIC Insurance Company, Inc. (the Corporation).

Article I. The name of the Corporation shall be NAMIC INSURANCE COMPANY, INC.

Article II. The post office address of the principal office of the Corporation shall be 3601 Vincennes Road, Indianapolis, Indiana, 46268, but meetings of the shareholders, directors, and committees of the board may be held at such other place within or without the State of Indiana and within the United States and Canada as the bylaws shall permit.

Article III. The plan or principle upon which the Corporation's business is to be transacted is that of a stock casualty insurance company authorized to provide any of the kinds of insurance as specified herein.

The purpose for which the Corporation is organized is to provide any of the kinds of insurance set forth in Class 2 and Class 3 of Indiana Code §27-1-5-1, as amended, and subject to the conditions recited below. The holders of two thirds (2/3) of each of the Class A stock and Class B stock must approve entry into any of the above Class 2 or Class 3 insurance obligations except for the insuring or the provision of insurance:

(i) for corporate officers, directors, and employees of insurance companies against loss or damage by reason of wrongful performance or non-performance of their corporate duties;

(ii) for insurance agents and brokers against their legal obligation for any act, error or omission arising out of the conduct of their professional services as agent or broker;

(iii) for officers, directors and employees of insurance companies and insurance industry associations, corporations and other entities, and their subsidiaries, against loss or damage by reason of wrongful performance or nonperformance of their corporate duties; and

(iv) for insurance companies and insurance industry associations, corporations and other entities, and their subsidiaries against loss or damage by reason of their obligation to indemnify their directors, officers, and employees or by reason of wrongful performance or nonperformance of their corporate duties.

Article IV. The term for which the Corporation shall continue as a corporation is perpetual.

Article V. Authorized Capital.

Section 1. The amount of authorized capital of the Corporation shall be five million dollars (\$5,000,000).

Section 2. The Corporation shall have authority to issue five hundred thousand (500,000) shares of capital stock of the par value of fifty-one dollars (\$51) per share, consisting of two thousand (2,000) shares of Class A Stock and four hundred ninety-eight thousand (498,000) shares of Class B Stock.

Section 3. Class A stock and class B stock shall have identical rights except as follows:

(a) The Class A stock, voting as a class, shall be entitled to elect a number of directors (the "Class A Directors") equal to the first integral number which is more than one-half (1/2) of the whole authorized number of directors.

(b) The Class B stock, voting as a class, shall be entitled to elect a number of directors (the "Class B Directors") equal to the first integral number which is less than one-half (1/2) of the whole authorized number of directors.

(c) Any action by the shareholders of the Corporation other than the election of directors shall require the affirmative vote of both the holders of Class A stock, voting as a class, and the holders of Class B stock, voting as a class, unless otherwise noted in these Articles.

Article VI. The minimum amount of paid-in capital and paid-in surplus with which the Corporation shall begin business shall be respectively one million dollars (\$1,000,000) and one million dollars (\$1,000,000).

Article VII. Board of Directors.

Section 1. The business affairs of the Corporation shall be managed by a board of directors of not less than nine (9) nor more than fifteen (15). The exact number of directors to serve for each year may be revised from time to time as the bylaws may prescribe. If at any time the bylaws do not describe the number of directors, such number shall be nine (9).

Section 2. The Board of Directors shall be divided into groups each of which shall be elected for staggered terms as provided in the Bylaws, which shall also specify the maximum term of service and any limitation on the right of a Director to be re-elected.

Section 3. The Corporation may provide indemnification to officers, directors, employees, and agents in its bylaws or otherwise to the fullest extent permitted by law.

Section 4. Each director shall be a citizen of the United States or Dominion of Canada and at least one director shall be a resident of the State of Indiana.

Article VIII. Capital Stock.

Section 1. Each share of capital stock, other than capital stock held by the Corporation, shall carry one (1) vote on every issue of any nature, ordinary or extraordinary, to be brought before the shareholders of the Corporation. There shall be no cumulative voting of shares.

Section 2. Authorized capital stock may be issued at such times and in such amounts and for such consideration per share, not less than par, and with such payment per share for paid-in surplus (hereafter called "attributed capital surplus") as the board of directors from time to time shall determine.

Section 3. Holders of shares of capital stock shall not have any pre-emptive rights, with respect to any future issue by the Corporation of bonds, debentures, or capital stock.

Section 4. No purchase or other acquisition by the Corporation of its own stock, nor purchase of property by the Corporation in exchange for its own stock, nor payment of dividends on stock shall be effected if the capital or statutory surplus of the Corporation, in accordance with statutory accounting principles, is, or is thereby, reduced to an amount which is less than that required by the law of any jurisdiction in which the Corporation is authorized to do business.

Section 5. Subject to the provisions of Section 4, the Corporation may acquire by purchase at an agreed price, or by gift, devise, or otherwise, shares of its own stock. Shares of stock purchased or otherwise acquired by the Corporation may be retired or, to the extent permitted by law, carried as treasury stock as the board of directors may determine.

Section 6. The directors shall have the exclusive right to determine the consideration to be paid for any property purchased by the Corporation which consideration may be paid in cash or in property. In the event any property is taken in exchange for stock of the Corporation, the valuation of such property by the directors shall be conclusive in the absence of fraud.

Section 7. It shall be the duty of all shareholders to keep the Corporation advised at all times of their current address. The Corporation shall not be liable to any shareholder for nonpayment of dividends or any other payments of any kind or failure to give any notice of any nature where such failure is caused by the failure of the shareholder to keep the Corporation currently advised of the shareholder's address.

Section 8. The Corporation shall have the capacity to act as a natural person and shall have the authority to perform such acts as are necessary, convenient, or expedient to accomplish the purposes for which it is formed to the full extent permitted by law.

The Corporation shall have and exercise the general rights, privileges, and power provided by Indiana Insurance Law (Indiana Code Title 27, as amended) and shall have the power further to engage in joint ventures and enter into partnerships and shall in addition have and exercise any further rights and powers subsequently granted by statute and any other rights and powers which may be necessary or convenient to the exercise of the rights, privileges, and powers given by statute and to the proper exercise of the Corporation's function, to the full extent permitted by law.

Section 9. The power to make, amend or repeal the bylaws of the Corporation shall be vested in the board of directors.

Section 10. The Corporation shall have a lien upon shares of stock, dividends payable on stock or upon any other monies belonging to a shareholder and held by the Corporation for any indebtedness or obligation other than policy loans or premium indebtedness owed by such shareholder to the Corporation.

Section 11. Any action required or permitted to be taken in any meeting of the board of directors or of any committee thereof may be taken without a meeting, provided that prior to such action a written consent shall be signed by all members of the board of directors or of such committee as the case may be and such written consent is filed with the minutes of the proceedings of the board of directors or the committee.

Article IX. Amendment.

Section 1. The Articles of Incorporation may be amended by the affirmative vote of both two-thirds (2/3) of the outstanding shares of Class A stock, voting as a class at any duly called meeting, and two-thirds (2/3) of the outstanding shares of Class B stock, voting as a class at any duly called meeting.

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