

**AMENDED AND RESTATED BYLAWS
OF
INTEGRITY MUTUAL INSURANCE COMPANY**

CONTENTS

Article I MEMBERSHIP	1
Section 1.1 Members	1
Section 1.2 Rights of Members.....	1
Section 1.3 Limit of Members' Liability	2
Article II MEETINGS OF MEMBERS	2
Section 2.1 Annual Meeting	2
Section 2.2 Special Meeting	2
Section 2.3 Notice of Annual Meeting	3
Section 2.4 Notice of Special Meeting	3
Section 2.5 Quorum	3
Section 2.6 Proxies.....	3
Section 2.7 Inspectors of Election	4
Section 2.8 Order of Business.....	5
Section 2.9 Voting Rights	5
Article III BOARD OF DIRECTORS	5
Section 3.1 Authority of Directors.....	5
Section 3.2 Number and Qualification.....	5
Section 3.3 Term, Classification, and Election.....	6
Section 3.4 Removal by Members	6
Section 3.5 Vacancies	7
Section 3.6 Calling Meetings.....	7
Section 3.7 Notice.....	8
Section 3.8 Quorum; Attendance and Participation at Meetings.....	9
Section 3.9 Committees	9
Section 3.10 Executive Committee.....	10
Section 3.11 Compensation	10
Article IV OFFICERS.....	11
Section 4.1 Officers	11
Section 4.2 Terms of Office.....	11
Section 4.3 Duties of Chairman of the Board	11
Section 4.4 Duties of President.....	11
Section 4.5 Duties of Vice President	12
Section 4.6 Duties of Secretary.....	12
Section 4.7 Duties of Treasurer	12
Section 4.8 Other Elected Officers	13

Section 4.9	Bond.....	13
Article V INDEMNIFICATION AND INSURANCE.....		13
Section 5.1	Indemnification.....	13
Section 5.2	Insurance.....	14
Section 5.3	Definitions.....	14
Article VI AMENDMENT.....		14
Section 6.1	Amendment of the Bylaws.....	14
Article VII FISCAL YEAR.....		14
Section 7.1	Fiscal Year.....	14
Article VIII MISCELLANEOUS.....		15
Section 8.1	Pronouns.....	15
Section 8.2	Authorized Signatures.....	15
Section 8.3	Corporate Law.....	15

ARTICLE I

MEMBERSHIP

Section 1.1 Members. Every policyholder of the Company, except the holder of a policy or contract of reinsurance, is a member of the Company while the policy is in force, and is entitled to one vote, and no more. Policyholder means the person or group of persons identified as the named insured in the declarations page of a policy of insurance of the Company. Membership begins on the effective date of the policy and continues until the earlier of the termination date, cancellation date or lapse date of the policy. In the case of a surety bond, the principal upon the bond shall be deemed to be the policyholder. In the case of a group policy, the member shall be the holder of the master policy, and the holder of any certificate or contract issued subordinate to such master policy shall not be a member unless it makes specific provision for such membership.

In the event the policyholder consists of more than one named insured, it shall be presumed that the first named insured is entitled to vote on behalf of all the named insureds unless the Company is otherwise notified in writing.

Section 1.2 Rights of Members. Each member shall have such rights as are prescribed by law for members of mutual insurance companies organized under the laws of Wisconsin, the Articles of Incorporation of this Company, as amended (the “Articles”), these Amended and Restated Bylaws, as amended (the “Bylaws”), and any policy of insurance issued by the Company and held by the member.

Section 1.3 Limit of Members' Liability. The policies of the Company shall be non-assessable, and members shall have no contingent liability with respect thereto. Members shall not be liable for losses, expenses, or any indebtedness of the Company.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1 Annual Meeting. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held on the fourth Thursday of February of each year at 671 South High Street, Columbus, Ohio, 43206, at 10:15 a.m.

Section 2.2 Special Meeting. A special meeting of the members may be called upon the signed written request of:

(a) the President or in the case of his or her absence, death, or disability, the officer authorized to exercise the authority of the President;

(b) the Directors by action at a meeting of the Board of Directors, or two thirds of the Directors acting without a meeting; or

(c) ten percent of the members of the Company entitled to vote thereat.

The call for a special meeting shall specify the time, place, and object thereof. No business other than that specified in the call shall be considered at any special meeting. Upon delivery to the President of a request in writing for a special meeting of members by any persons entitled to call such a meeting, it shall be the duty of the President to cause to give the notice provided in Section 2.4 of this Article II.

Section 2.3 Notice of Annual Meeting. The time and place of the annual meeting of members shall be printed on each policy issued by the Company or as otherwise required by the Wisconsin Commissioner of Insurance. No other notice is required. Such annual meeting may be adjourned to another time or place, and no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

Section 2.4 Notice of Special Meeting. A notice of a special meeting of the members shall be given by publication in a newspaper published and of general circulation in the county where the Company's Home Office is located, not less than thirty days or more than sixty days prior to the date of the meeting. No business shall be transacted at any such special meeting except that stated in the notice thereof.

Section 2.5 Quorum. The members present in person or by proxy and entitled to attend and vote at any meeting of the members shall constitute a quorum for the transaction of business at that meeting. The affirmative vote of a majority of the members present and voting at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members except as otherwise provided in the Articles, the Bylaws or by law.

Section 2.6 Proxies. Any member entitled to vote at a meeting of members may be represented and vote thereat by proxy appointed by such member; provided the appointment is filed and submitted to the Secretary of the Company not less than ten days prior to the date of the meeting at which proxies are to be voted. A member may appoint the proxy by an instrument in writing signed by such member (a photographic, facsimile transmission or equivalent reproduction of the writing that is signed by the member is a sufficient writing appointing the proxy) or by any other transmission transmitted by the member that creates a record capable of authentication,

including but not limited to, electronic mail or an electronic, telephonic or other transmission. Any Officer, Director, or member eligible to vote at any such meeting may vote proxies for any member or members if so authorized in accordance with this section. No proxy made shall be valid after the expiration of eleven months after the date of its execution, unless the member executing it specifies a different length of time for which it is to continue in force within the proxy itself.

The Board of Directors may designate three (3) directors to serve as proxies and has the exclusive right to substitute and re-substitute these proxies for members provided that such proxies are appointed in accordance with this section.

Section 2.7 Inspectors of Election. The Chairman of the Board, or in the absence of that office, the President, prior to any meeting of members may appoint three Inspectors of Election, who are not required to be members, to act at such meeting or any adjournments thereof. The Inspectors of Election shall take any necessary and reasonable steps appropriate to conduct a proper election or vote in compliance with the Wisconsin Statutes, including such things as determining the authenticity, validity, and effect of proxies, determining the right of any member to vote by proxy or in person in case that right is challenged, receiving, counting and tabulating the votes, ballots, consents, waivers, releases, and proxies upon any matter, determining the results of all challenges and questions, and announcing the results. The decision, act or certificate of a majority of the Inspectors of Election shall be effective in all respects as the decision, act or certificate of all Inspectors of Election. The certificate of the Inspectors of Election for any election or vote shall be prima facie evidence of the facts stated therein and the election or vote as certified by them.

Section 2.8 Order of Business. The order of business at any meeting of members shall be determined by the officer of the Company acting as chairman of such meeting unless otherwise determined by a vote of a majority of the members of the Company present in person or by proxy.

Section 2.9 Voting Rights. The members shall have the right to vote on the election of Directors and such other matters as require member approval by the Wisconsin Statutes, the corporation's Articles of Incorporation or these Bylaws.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority of Directors. Except where the law, the Articles or the Bylaws otherwise provide, all authority of the Company shall be vested in and exercised by the Board of Directors.

Section 3.2 Number and Qualification. The Board of Directors shall consist of no fewer than nine (9) nor more than fifteen (15) persons (the "Directors"). All nominations for Directors shall be made by the Board of Directors. Any candidate not so nominated may be nominated only by unanimous consent of the members present in person or by proxy at a meeting at which any Director is to be elected. No person who has attained the age of seventy-two (72) years or more, or who has attained fifteen (15) years of service on the Board of Directors shall be nominated, elected, or otherwise appointed as a Director; provided, however, that any Director attaining the age of seventy-two (72) or attaining fifteen (15) years of service prior to the end of his or her term shall be permitted to complete the term. This fifteen (15) year term limitation shall apply prospectively to any director first nominated, elected or otherwise appointed to the Board of Directors after September 1, 2015.

Section 3.3 Term, Classification, and Election. The Directors shall be elected by the members at the annual meeting, or in a default thereof, at a special meeting called for that purpose and shall be elected by ballot (which shall be completed by the member or such member's proxy) if there are more nominees than the number of Directors to be elected. No member shall have the right to vote cumulatively. Directors shall be elected by receiving the highest number of votes cast on the ballot. Directors shall be divided into three classes, and each class shall consist, as nearly as possible, of one-third of the number of Directors. The Directors in Class One shall be elected for an initial term of one year, and thereafter for terms of three years; the Directors in Class Two shall be elected for an initial term of two years, and thereafter for terms of three years; and the Directors in Class Three shall be elected for an initial term of three years, and thereafter for terms of three years. After the conclusion of each class's initial terms, at each annual meeting of members, one class of Directors shall be elected so that each Director in the class is elected to serve for a term of three years with the terms of office of all members of any one class of Directors expiring each year. Directors shall serve until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

Section 3.4 Removal by Members. No Director may be removed without assigning cause. A Director may be removed with cause by a vote of seventy-five percent of the members present in person or by proxy. In the case of a removal for cause, a new Director may be elected at the same meeting for the unexpired term of each Director removed. As used herein, for cause shall include a conviction for any felony or crime involving moral turpitude, refusal to perform the duties required as a Director, the declaration of unsound mind by an order of the court, or adjudication as a bankrupt. Failure to elect a Director removed shall be deemed to create a vacancy on the Board of Directors.

Section 3.5 Vacancies. The office of a Director shall become vacant if he or she dies or resigns, and the resignation shall take effect immediately or at such other time as the Director may specify. Failure to elect a Director at a meeting of members shall be deemed to create a vacancy on the Board of Directors. Any vacancy in a Directors seat may be filled for the unexpired term by a majority vote of the remaining Directors entitled to a vote. A Directors entitled to vote may remove any Director and thereby create a vacancy on the Board of Directors if by order of Court he or she has been found to be of unsound mind or if a Director has been adjudicated bankrupt.

Section 3.6 Calling Meetings. Immediately after the adjournment of the regular annual meeting of the members of the Company, at which time the Board of Directors is elected, a meeting of the Board of Directors shall be held without notice. The meeting will be held at the Home Office of the Company, or at such other places as the Directors determine, for the purpose of organization, the election of Officers, and the transaction of any other business which shall come before the Board of Directors.

The regular meetings of the Board of Directors shall be held not less than four times per year, including the meeting immediately following the annual meeting of members of the Company, at the Home Office of the Company or such other place as the Directors by resolution determine.

Special meetings of the Board of Directors may be called either by the Chairman of the Board, the President, or by twenty-five percent of the Directors. If such special meeting is called by the Chairman of the Board or the President, the notice thereof shall be given by the Secretary or Assistant Secretary upon written instructions of such Officer. If such special meeting is called by Directors, the notice shall be given by the Secretary or Assistant Secretary upon written

instructions from the Directors calling such meeting. All special meetings of the Board of Directors shall be held at the Home Office of the Company unless the place of meeting is otherwise designated in the notice. Any business within the powers of the Board of Directors may be transacted at any meeting whether stated in the notice or not.

Nothing herein shall prevent the Directors from acting without a meeting by a writing signed by all the Directors as provided by law, or as set forth in Section 2.2.

Section 3.7 Notice. Notice of the time and place of each meeting of Directors for which notice is required by law, the Articles or the Bylaws shall be given to each of the Directors by at least one of the following methods:

(a) In a writing mailed not less than seven days before such meeting and addressed to the residence or usual place of business of a Director, as such address appears on the records of the Company;

(b) By telegraph, telecopy, electronic mail transmission or a writing sent or delivered to the residence or usual place of business of a Director as the same appears on the records of the Company, not less than three days before the date on which such meeting is to be held; or

(c) Personally or by telephone not later than the day before the date on which such meeting is to be held.

Notice given to a Director by any one of the methods specified in these Bylaws shall be sufficient, and the method of giving notice to all Directors need not be uniform. Notice of any meeting of Directors may be given only by the Chairman of the Board, the President, or the

Secretary of the Company. Any such notice need not specify the purpose or purposes of the meetings. Notice of adjournment of a meeting of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 3.8 Quorum; Attendance and Participation at Meetings. A majority of the whole authorized number of Directors shall be necessary to constitute a quorum for a meeting of Directors, except that a majority of the Directors in office shall constitute a quorum for filling a vacancy on the Board of Directors. The act of a majority of the Directors present at the meeting in which a quorum is present is the act of the Board of Directors, except as otherwise provided by law, the Articles or the Bylaws. Directors may attend and participate in any meeting of the Board of Directors, or any committee thereof, through any means of communication by which (i) all participating Directors may simultaneously hear or read each other's communications during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through any of the means described in (i) or (ii) above, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by such means of communication is considered to be present in person at the meeting.

Section 3.9 Committees. The Board of Directors has the power to create from time to time any committee of the Board to consist of not less than three directors. Members of a committee may be appointed by the Chairman of the Board with Board approval. The Board of Directors may authorize the delegation to any such committee of any of the authority of the Board of Directors, however conferred. Each such committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Directors and shall be subject to

the control and direction of the Directors. An act or authorization of an act by such a committee within the authority delegated to it shall be as effective for all purposes as the act or authority of the Board of Directors.

Section 3.10 Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of the Chairman of the Board and at least six (6) other Directors appointed by the Chairman of the Board with Board approval and shall satisfy all of the requirements for the composition of a board under Section 611.51(2) to (4) of the Wisconsin Statutes. The Executive Committee shall have and may exercise any of the powers of the Board of Directors in the management of the affairs of the Corporation.

The Executive Committee shall act for and on behalf of the Board of Directors in the interval between meetings of the Board and shall be subject all times to the control and direction of the Board.

The Executive Committee may act by a majority of its members at any meeting thereof, or by a writing signed by all of its members. The designation of the Executive Committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

Section 3.11 Compensation. The members of the Board of Directors shall be reimbursed for their actual expenses in attending meetings or other expenses as may be incurred while on corporate business at the direction of the Chairman of the Board or the President. The Board of Directors shall also receive other reasonable compensation as may be voted by the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.1 Officers. The principal officers of the Company shall be a President, Secretary, and Treasurer. The Company shall also have a Chairman of the Board of Directors, one or more Vice Presidents, and such other Officers as the Directors may elect, which officers, together with the principal officers, shall be deemed to be the Corporate Officers. The Corporate Officers of the Company shall be paid such compensation as the Board of Directors may determine. Any two offices, except President, Vice President and Secretary, may be combined and held by the same person. Other offices may be created and filled by the President, subject to the approval of the Board of Directors, and shall be known as Staff Officers.

Section 4.2 Terms of Office. Corporate Officers and Staff Officers of the Company shall hold office at the pleasure of the Directors. Any Officer of the Company may be removed without cause by the persons authorized to elect or appoint him or her without prejudice to the contract rights, if any, of such Officer. The persons authorized to elect or appoint Officers may fill any vacancy in any office occurring from whatever reason.

Section 4.3 Duties of Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the members and the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board of Directors. In the case of the absence or inability of the Chairman of the Board to act, it shall be the duty of the outside Director that has served the longest to preside at all meetings of the members and Directors.

Section 4.4 Duties of President. The Board of Directors shall elect the President of the Company. The President shall exercise the general supervision over the business of the Company

and over its subordinate Officers, subject, however, to the control and direction of the Board of Directors. The President may appoint ad hoc committees which may consist of Directors to serve at his or her pleasure and which committees shall not be deemed committees of the Board of Directors.

Section 4.5 Duties of Vice President. It shall be the duty of the Vice President to perform all the duties and have such powers as may be assigned by the President and such other duties as may be assigned by the Board of Directors.

Section 4.6 Duties of Secretary. It shall be the duty of the Secretary, or of an Assistant Secretary, if any, in case of the absence or inability to act of the Secretary, to keep an accurate record of the acts and proceedings of the members and Directors; give all notices required by law and by the acts of the members and Directors and in general to perform all duties usually pertaining to the office or prescribed by the Directors.

Section 4.7 Duties of Treasurer. The Treasurer, or the Assistant Treasurer, if any, in case of the absence or inability to act of the Treasurer, shall receive and safely keep all money and securities belonging to the Company; shall keep accurate account of the finances of the Company, in books specifically to be provided him or her for that purpose, and hold the same open for inspection and examination of the Directors and any Committee or members appointed for such inspection, and shall present abstracts of the same at annual meetings of members, or at any other meetings when requested; and on the expiration of his or her term shall deliver all money and other property of the Company in his or her hands to his or her successor or to the President.

Section 4.8 Other Elected Officers. All other elected Officers of the Company shall perform such duties and have such powers as the Board of Directors may from time to time assign to them.

Section 4.9 Bond. Any Officer or employee may be required by the Board of Directors to give bond, and in such case, shall give bond at the expense of the Company in such amount and on such terms and with such sureties as the Board of Directors may determine. The Board of Directors may delegate authority to approve bonds to any Officer or Committee.

ARTICLE V

INDEMNIFICATION AND INSURANCE

Section 5.1 Indemnification. The Company shall, to the fullest extent permitted or required by Section 611.62, Sections 181.0871 to 181.0881, inclusive, and Section 181.0889 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) (collectively, the “Indemnification Statute”), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is 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 to which such Director or Officer may be entitled under any written agreement, board resolution, vote of members, the law, or otherwise.

Section 5.2 Insurance The Company may purchase and maintain insurance on behalf of an individual who is an employee, agent, Director or Officer of the Company against Liability asserted against and incurred by such individual in his or her capacity as an employee, agent, Director or Officer, or arising from his or her status as an employee, agent, Director or Officer, regardless of whether the Company is required or authorized to indemnify or allow expenses to the individual against the same Liability under this Article V or the Indemnification Statute.

Section 5.3 Definitions All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.

ARTICLE VI

AMENDMENT

Section 6.1 Amendment of the Bylaws. These Bylaws may be amended, changed, or repealed, or new bylaws may be adopted, by an affirmative vote of a majority of the members present and voting thereon at an annual or special meeting of the members, or by the affirmative vote of a majority of the Directors, except that no Bylaw adopted by the members may be amended or repealed by the Directors unless such Bylaw confers such authority upon the Directors. All amendments to the bylaws of the Company shall be filed with the Office of the Wisconsin Commissioner of Insurance within sixty (60) days after adoption.

ARTICLE VII

FISCAL YEAR

Section 7.1 Fiscal Year. The fiscal year of the Company shall commence on the first day of January of each year and terminate on the thirty-first day of December of each year.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 Pronouns. The number and gender of each pronoun used herein shall be construed to mean such number and gender as the context, circumstances, or its antecedent may require.

Section 8.2 Authorized Signatures. All checks of the Company shall be signed by any two of the following: Chairman of the Board, President, Secretary, or Treasurer. Facsimile signature plates may be used to affix these signatures to Company checks.

Section 8.3 Corporate Law. The Company is a mutual insurance company and shall be subject to the provisions of Chapter 611 of the Wisconsin Statutes as provided by Wis. Stat. § 611.02(1).