

ARTICLES OF INCORPORATION

OF

GRINNELL HOLDINGS, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Grinnell Mutual Reinsurance Company, acting as incorporator, does hereby form a stock corporation under Section 202 of the Iowa Business Corporation Act, and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Grinnell Holdings, Inc.

ARTICLE II

The purpose of this Corporation shall be the transaction of any and all lawful business for which corporations may under the Iowa Business Corporations Act. The company is an intermediate holding company formed as part of the mutual insurance holding company reorganization of Grinnell Mutual Reinsurance Company pursuant to the Code of Iowa.

ARTICLE III

The aggregate number of shares that the corporation is authorized to issue is Two Hundred Fifty Thousand (250,000) shares of common stock with a par value of Ten Dollars (\$10) per share.

ARTICLE IV

The street address of the corporation's initial registered office in Iowa and the name of its initial registered agent at that office are:

Dave Wingert, 4215 Highway 146, Grinnell, IA 50112-0790

ARTICLE V

The name and address of each incorporator of this corporation is:

Grinnell Mutual Reinsurance Company, 4215 Highway 146, Grinnell, IA 50112-0790

EXHIBIT
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ARTICLE VI

The Corporation shall have perpetual duration.

ARTICLE VII

The business and affairs of the corporation shall be managed by its Board of Directors. The number of Directors of the corporation shall be not less than five, nor more than twenty-one.

ARTICLE VIII

To the extent allowed by Iowa law, no Director of this corporation shall be personally liable to this corporation or its Shareholders for money damages for any action taken or any failure to take action as Director except for liability for (a) the amount of a financial benefit received by a director to which the director is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Iowa Code section 490.833(unlawful distribution), or (d) an intentional violation of criminal law.

ARTICLE IX

The corporation shall defend, indemnify and hold harmless any Director of this corporation for liability as defined in Iowa Code section 490.850(3) for any action taken or any failure to take action as Director except for liability for (a) the amount of a financial benefit received by a director to which the director is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Iowa Code section 490.833(unlawful distribution), or (d) an intentional violation of criminal law.

The effective date and time of this document is the date and time it is filed with the Secretary of State for the State of Iowa.

Dated this 15 day of August, 2024.

GRINNELL MUTUAL REINSURANCE
COMPANY

By Jeff R. Menary
Jeff Menary, CEO

By Dave M. Wingert
Dave Wingert, President

CERTIFICATE OF APPROVAL

The foregoing Articles of Incorporation of Grinnell Holdings, Inc. are hereby approved in accordance with Iowa Code Section 515.2.

Dated this ____ day of _____, 2024.

Commissioner of Insurance
State of Iowa