

AMENDED AND SUBSTITUTED
ARTICLES OF INCORPORATION

OF

GRINNELL MUTUAL REINSURANCE COMPANY, SI

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to Section 490.1007 of the Code of Iowa (2023), the undersigned corporation adopts the following Articles of Incorporation.

ARTICLE I

Grinnell Mutual Reinsurance Company, organized April 17, 1909, as the Iowa Farmers Mutual Reinsurance Association, shall now be known as Grinnell Mutual Reinsurance Company, SI.

ARTICLE II

The purpose of this Corporation shall be that of a property and casualty insurance company operating under Chapter 515 of the Code of Iowa and all acts amendatory thereto in writing insurance as may be authorized by the Commissioner of Insurance and the provisions of Chapter 515, in issuing policies and contracts of insurance or reinsurance of general character and within the limits provided by the statutes of Iowa and performing such other acts and having all the rights and privileges as are legal, proper and necessary to carry out the general purposes of said Corporation.

ARTICLE III

The corporation has reorganized from a mutual insurance company to a stock insurance company pursuant to Iowa Code Chapter 521A.14. 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 registered agent at that office are:

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

ARTICLE V

EXHIBIT H

The Corporation shall have perpetual duration.

ARTICLE VI

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 VII

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 VIII

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.



Dave Wingert, INCORPORATOR

CERTIFICATE OF APPROVAL

The foregoing Articles of Incorporation of Grinnell Mutual Reinsurance Company, SI. are hereby approved in accordance with Iowa Code Section 515.2.

Dated this ____ day of _____, 2024.

Commissioner of Insurance
State of Iowa