

BYLAWS

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BYLAWS OF  
MYCOMPASS, INC.

ARTICLE I  
OFFICES

The principal office of the corporation in the State of Iowa shall be located at 4215 Highway 146, Grinnell, Iowa 50112-0790. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.

The registered office of the corporation required by the Iowa Business Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation, subject to change from time to time by Resolution by the Board of Directors and by filing a statement of said change as required by the Iowa Business Corporation Act.

ARTICLE II  
SHAREHOLDERS

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Shareholders shall be held on the Thursday following the last Wednesday of June of each year immediately following the Annual Meeting of Grinnell Mutual Reinsurance Company, at the principal place of business of the corporation at Grinnell, Iowa.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the shareholders may be called by the President or by the board of directors or by the president at the request of the holders of not less than one-tenth of all shares entitled to vote at the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any Annual Meeting or for any Special Meeting called by the Board of Directors. A Waiver of Notice signed by all shareholders may designate any place, either within or without the State of Iowa, as the place for the holding of such meeting. If no designation is made, or if a Special Meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Iowa.

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**SECTION 4. NOTICE OF MEETINGS.** Written or printed notice stating the place, day and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by United States or electronic mail, by or at the direction of the President, the Secretary or the officer of persons calling the meeting, to each shareholder of record entitled to vote at such meeting. A Waiver of Notice signed by all shareholders may waive any written or printed notice.

**SECTION 5. CLOSING OF TRANSFER BOOKS AND FIXING RECORD DATE.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy days. The stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be no more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

**SECTION 6. VOTING LIST.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged by voting group and within each voting group by class or series of shares in alphabetical order, with the address of and the number of shares held by each. Such list, beginning two business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, shall be kept on file at the registered office of the corporation and shall be subject to

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inspection by any shareholder, or shareholders agent or attorney, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder, or shareholders agent or attorney, during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

**SECTION 7. QUORUM OF SHAREHOLDERS.** At any meeting of the shareholders, the holders of a majority of the capital stock entitled to vote at such meeting, being present in person or represented by a proxy, shall constitute a quorum for all purposes, including the election of Directors, except where it is otherwise provided by law.

**SECTION 8. PROXIES.** At all meetings of the shareholders, a shareholder may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**SECTION 9. VOTING OF SHARES BY CERTAIN HOLDERS.** Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Bylaws of such other corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine.

**SECTION 10. INFORMAL ACTION BY SHAREHOLDERS.** Any action required by the Iowa Business Corporation Act to be taken at a meeting of the shareholders or any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the shareholders entitled to vote with respect to the subject matter thereof.

**SECTION 11. REMOTE PARTICIPATION IN MEETINGS BY SHAREHOLDERS.** Any shareholder or shareholder's proxy may participate in any meeting of the shareholders by any means of remote communication that is in conformity with the requirements set forth in section 490.709(2) of the Code of Iowa (2015).

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### ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS. The number of Directors of the corporation shall be not less than five, nor more than twenty-one. At the first meeting of the shareholders and at each Annual Meeting thereafter, the shareholders shall elect Directors to hold office until the next succeeding Annual Meeting, and each Director shall hold office for the term for which he or she is elected until his successor shall have been elected and qualified. At any Special Meeting called for that purpose, a new Board or a single replacement Director may be elected

SECTION 3. REGULAR MEETING. A Regular Meeting of the Board of Directors shall be held without notice other than the Bylaw, immediately following the Annual meeting of the Shareholders and at the same place.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any Special Meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any Special Meeting shall be given at least four days previous thereto by written notice delivered personally or mailed to each Director at his business address, or by facsimile or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. The attendance of a Director at any meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the Notice or Waiver of Notice of such meeting.

SECTION 6. QUORUM. A majority of the number of Directors elected by the stockholders shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Directors are present at

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said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of the majority of Directors then in office, even if less than a quorum of the Board of Directors. A Director so elected shall be elected for the unexpired term of his predecessor in office of the full term of such new directorship.

SECTION 9. COMPENSATION. The Board of Directors, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the corporation as Directors, Officers, or otherwise. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance of each meeting of the Board.

SECTION 10. PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Any action required by the Iowa Business Corporation Act to be taken at a meeting of the Directors of the corporation, or any action taken which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if each of the Directors or each of the members of a committee of the Directors, as the case may be, signs a consent in writing setting forth the action so taken. Action taken under this section is the act of the Board of Directors when one or more consent signed by all the Directors are delivered to the corporation. Action taken under this section is the act of the committee of Directors when one or

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more consent signed by all the Directors on that committee are delivered to the corporation. A Director's consent may be withdrawn by revocation signed by the Director and delivered to the corporation prior to delivery to the corporation of unrevoked written consents signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

SECTION 12. PRESENCE BY TELEPHONE. Members of the board of directors of the corporation may participate in a meeting of the board of directors using conference telephone or other technology by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

### ARTICLE IV OFFICERS

SECTION 1. NUMBER. The Officers of the corporation shall consist of the Chair of the Board of Directors, the President, a Secretary, and a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of shareholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer or agent shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

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SECTION 5. COMPENSATION. The Board of Directors shall from time to time in its discretion fix or alter the compensation of any Officer.

SECTION 6. CHAIR OF THE BOARD OF DIRECTORS. The Chair of the Board of Directors shall preside at all meetings of the shareholders; shall appoint all committees of the Board of Directors, subject to the approval of the full board; and shall perform such other duties as may be assigned by the Board of Directors.

SECTION 7. PRESIDENT. The President shall be the principal executive Office of the corporation and shall in general supervise and control all of the business and affairs of the corporation, subject to the general powers of the Board of Directors. He or she shall preside at all meetings of Board of Directors. He or she may sign, with the Secretary or any other proper Officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, deeds, mortgages, bonds, contracts, or any other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 8. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. He or she shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 9. SECRETARY. The Secretary shall keep the minutes of the shareholders and of the Board of Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder, sign with the

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President, or a Vice President, certificates for shares of the corporation, the issue of which shall have been authorized by the resolution of the Board of Directors, have general charge of the stock transfer books of the corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

### ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### ARTICLE VI CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. CERTIFICATES FOR SHARES. Subject to the provisions of Iowa Code Section 490.625 (2015) (Iowa Business Corporation Act) certificates representing shares of the corporation shall be signed by the President or the Vice President and the Secretary or an Assistant Secretary of the corporation. The signatures of the President or Vice President and the Secretary or Assistant Secretary upon a certificate may be facsimiles. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and



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date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificates shall be issued until the former certificates for a like number of shares shall have been surrendered or cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 2. TRANSFER OF SHARES. Subject to the rights conferred by Chapter 554 of the Code of Iowa (2015) transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record thereof and by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and only on surrender for cancellation of the certificate for such shares. Except as otherwise provided by law, the person in whose name shares stand on the books of the corporation shall be deemed the owner thereof.

### ARTICLE VII FISCAL YEAR

The Fiscal Year of the corporation shall begin on the first day of January in each year and end on the last day of December of each year.

### ARTICLE VIII DIVIDENDS

The Board of Directors may, from time to time, declare and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by the provisions of Chapter 490 of the Code of Iowa (Iowa Business Corporation Act).

### ARTICLE IX SEAL

There shall be no corporate seal.

### ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of the Iowa Business Corporation

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Act or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the corporation by a majority vote of the Directors present at the meeting.

### ARTICLE XII INDEMNIFICATION FOR DIRECTORS, OFFICERS AND EMPLOYEES

This corporation shall indemnify any person who shall be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer or employee of this corporation, or is or was serving at the request of this corporation as Director, Officer, or employee of another corporation, for expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her and which are not covered by insurance benefits available to him or her, in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing paragraph, indemnification shall not be made in respect to any claim, issue or matter as to which any Director, officer or employee shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless independent counsel shall determine upon application in a written opinion that, in view of the circumstances of the case and despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity. Such counsel shall be appointed by members of the Board of Directors not party to the action, suit or proceeding or, if none are available, by the shareholders, and indemnity shall be limited to the amount deemed proper in such counsel's written opinion. The foregoing Right of Indemnification shall not be exclusive of other rights to which such Director, officer or employee may be entitled.

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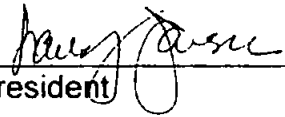
These Bylaws on 11 pages, including this page, are adopted this 19<sup>th</sup> day of October, 2015.

MyCompass, Inc.

By

  
Corporate Secretary

Approved:

  
President