



## **ARTICLES OF INCORPORATION**

**Article I.** The name of this corporation is Darlington Mutual Insurance Company, and the principal office for the transaction of business is located in Darlington, County of Lafayette, State of Wisconsin.

**Article II.** (1) The business of the corporation is:

- (a) Fire and extended coverage insurance, including windstorm and hail;
  - (b) Other property insurance customarily provided with fire insurance, to the extent authorized by statute or rule;
  - (c) Non-property insurance customarily provided with fire and extended coverage insurance, to the extent authorized by statute or rule.
- (2) The Corporation may insure any property located within the territory specified in the articles, but not elsewhere except as authorized by statute.
- (3) The Corporation may do business in all of the towns, villages and cities within the counties of Columbia, Crawford, Dane, Grant, Iowa, Green, Jefferson, Juneau, Lafayette, Monroe, Richland, Rock, Sauk, & Vernon, but not elsewhere except as authorized by statute.

**Article III.** The Corporation shall be managed by a board of directors consisting of nine members divided into three classes. One class shall be elected at each annual meeting for a term of three years. The Directors shall have such rights, powers and duties as are prescribed by statute, by these articles, or the by-laws. Vacancies in the Board may be filled by the Directors for the interim to the next annual meeting. At that time a director shall be chosen for the unexpired term. Directors may be removed from office for cause by an affirmative vote of majority of the full Board at a meeting of the Board called for that purpose. To assure that Directors have the capacity to make the difficult decisions which must be made by the Board, all Directors are eligible to serve until their 75<sup>th</sup> birthday. Upon their 75<sup>th</sup> birthday they will finish serving for that year and must retire at the next annual meeting. If their directorship term is not yet expired a new Director will be elected to complete their term.

**Article IV.** The officers of the Corporation shall consist of a president, vice president, secretary and treasurer. These officers shall be chosen by the Board of Directors from among its members immediately after the annual meeting of the corporation and they shall hold office for one year or until their successors are duly elected and qualified, or until removed by the Board, which may remove them without cause subject to any contract rights to compensation.

**Article V.** The annual meeting of the Corporation for the election of directors and such other business as may properly come before the meeting shall be held in Darlington, Wisconsin, on the first Wednesday in March of each year at 7:00 P.M., or such other time and place within the corporation's territorial limits as may be determined by the Board provided they shall give notice thereof by mail to all members at least ten days prior to the regular date of the meeting and at least 30 days prior to the new meeting. Special meetings of the Corporation may be called by the Board, (and shall be called by the President or Secretary upon written petition of twenty-five members) provided at least thirty days notice thereof, reciting the proposed business to be taken up, shall be given by mail to each member. At all meetings of the Corporation ten members shall constitute a quorum and each member shall have one vote. No member shall vote by proxy.

**Article VI.** These articles may be amended at any annual or duly called special meeting by a resolution adopted in accordance with notice under s. 612.11 (2) by two-thirds of the votes cast on the question, subject to approval by the Commissioner under s. 612.04 (2). Dissolution of the Corporation may be affected by a resolution under ss. 612.12 (2) and 612.25.

**Article VII.** The members of the Board by a majority of the votes cast on the question may make and amend by-laws not inconsistent with the statutes, these articles or with the provisions or conditions of any existing policy. Any by-laws made or amended by the Board shall be subject to repeal or amendment by the members by a majority of the votes cast on the question at an annual or special meeting.

**Article VIII.** Any assessment shall be levied in accordance with s. 612.54 (1) through (3). Notice of any assessment shall be subject to 612.54 (4). Consequences of default and failure to pay any assessment shall be as specified in s. 612.54 (5).