

2016 RESTATED

CERTIFICATE OF INCORPORATION

OF

AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY

TO: THE HONORABLE JOHN DOAK
INSURANCE COMMISSIONER
STATE OF OKLAHOMA
5 Corporate Plaza
3625 N. W. 56th St., Suite 100
Oklahoma City, Oklahoma 73112

THE HONORABLE CHRIS BENGE
SECRETARY OF STATE
STATE OF OKLAHOMA
Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105

This Restated Certificate of Incorporation of American Farmers & Ranchers Mutual Insurance Company, an Oklahoma mutual insurance company (the “Corporation”), restates and integrates and further amends the provisions of the Corporation’s Amended and Restated Certificate of Incorporation filed on March 27, 2007, as amended prior to the date of this filing.

ARTICLE I

The name of the Corporation shall be:

AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The nature of the business of this Corporation and the objects and purposes for which it is organized are as follows:

1. To make contracts of insurance as defined in Title 36 of the Oklahoma Statutes Annotated: Property (Section 704); Marine (Section 705); Vehicle (Section 706); and Casualty (Section 707).

2. To reinsure with any other company or association, as provided by law, any risks undertaken by this Corporation; to enter into contracts of reinsurance upon lawful terms; to make such contracts and agreements with other companies or associations for the purchase of the assets and the assumption and guarantee of their liabilities or the reinsurance of their risks as provided by law when deemed by the Board of Directors of this Corporation to be advantageous and in its best interest.

3. To make all necessary rules and regulations concerning the hazards incurred, the premium rates to be used, and adjustment and payment of losses.

4. To take, purchase, acquire, hold, pledge, encumber, assign, sell, exchange, lease, and dispose of such real or personal property as may be permitted by law in its own corporate name or in the name of a trustee chosen by the Board of Directors.

5. To invest or loan such monies as may come into the possession of this Corporation in the course of its business in real or personal property in any manner not inconsistent with, nor prohibited by, the laws of the State of Oklahoma.

6. To exercise all other powers and do all acts and things and possess all powers as are, in any manner, incident or necessary to conduct the business for which this Corporation is organized and to have, enjoy, and exercise all rights, powers, franchises, and privileges now or hereafter conferred or permitted by law.

ARTICLE IV

The Corporation shall not issue any assessable policies.

ARTICLE V

The business and affairs of the Corporation shall be under the control and management of a Board of Directors consisting of not less than five (5), nor more than fifteen (15), as fixed by the Bylaws. No person shall be eligible to serve as a member of the Board of Directors of the Corporation who is not then lawfully serving as a Director, of the Oklahoma State Union of the Farmers Educational and Co-operative Union of America, Inc. (hereinafter, "State Union"). In the event a person so elected shall cease to be a member of the Board of Directors of the State Union, that person shall cease to be a member of the Board of Directors of this Corporation.

The names and addresses of the persons who shall serve as Directors are as follows:

<u>Name</u>	<u>Address</u>
Terry Peach	2104 State Highway 50 Mutual, Oklahoma 73853
Joe Ed Kinder	800 Park Ave Frederick, Oklahoma 73542
Jim Shelton	P. O. Box 494 Vinita, Oklahoma 74301
Bob Holley	HC 70 Box 1742 Antlers, Oklahoma 74523
Roy Perryman	30425 South Highway 82 Stigler, Oklahoma 74462
Justin Cowan	P. O. Box 284 Locust Grove, Oklahoma 74352
Mike Humble	8504 SW Bishop Rd. Lawton, Oklahoma 73505

The Officers of the Corporation shall be elected or appointed as set forth in the Bylaws of the Corporation and may include a Chief Executive Officer, a President, a Vice President, a Secretary, a Treasurer, and any other officers as the Bylaws may permit.

The names and addresses of the persons serving as the Corporation's officers are as follows:

<u>Officer</u>	<u>Office</u>	<u>Address</u>
Richard D. Herren	CEO	1021 S. Ellison El Reno, OK 73036
Terry L. Detrick	President	P. O. Box 98 Ames, OK 73718
John Porter	Vice President	1600 N.W. 175 th Court Edmond, OK 73012
Paul Jackson	Secretary	34807 State Hwy 32 Ringling, OK 73456
Tara Brooks	Treasurer	2035 Ridgeview Rd. Midwest City, OK 73130

The business and affairs of the Corporation ~~shall be~~ is currently under the control and management of a Board of Directors consisting of seven (7) members. No person shall be eligible to serve as a member of the Board of Directors of the Corporation who is not (a) a member of the Oklahoma State Union of the Farmers Educational and Co-operative Union of America, Inc. ("State Union"), and (b) a member of the Board of Directors of the State Union. In the event a person so elected shall cease to be a member of the State Union, that person shall cease to be a member of the Board of Directors of this Corporation. The control of this Corporation shall continue to be vested in seven (7) Directors pursuant to the terms of this document and the Amended and Restated Bylaws of this Corporation dated December 30, 2015, until the 2017 Annual Meeting, at which time, the control of this Corporation shall be vested in a Board of nine (9) Directors. The nine

(9) Directors shall be elected for terms of one (1) to three (3) years or until their successors are chosen and qualified as provided herein in the Corporation's Bylaws. The Board of Directors shall be divided into three (3) classes. Each class shall consist, as nearly as possible, of one-third of the whole number of the Board of Directors. Except as otherwise provided herein, the term of office of those Directors whose term is expiring as of the 2017 Annual Meeting of the members of the State Union and this Corporation shall be considered Directors in the first class, the term of office of those Directors whose term expires as of the 2018 Annual Meeting of members of the State Union and this Corporation shall be considered Directors in the second class, and the term of office of those Directors whose term expires as of the 2019 Annual Meeting of the members of the State Union and this Corporation shall be considered Directors of the third class. Except as otherwise provided herein, at each Annual Meeting the election of the successors to the class of Directors whose terms have expired in that year shall be elected to hold office for a term of three (3) years.

Notwithstanding anything herein to the contrary, the Board of Directors shall at all times consist of a majority of Directors who are independent (an "Independent Director"). ~~To be considered independent f~~For purposes of this Article V, an Independent Director shall be a Director who neither he/she nor the Director and his/her "Family Member(s)" (defined as Director's spouse, parent, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home) ~~may not have~~, other than in the capacity as a member of the Board of Directors of the Corporation or committee of the Board, accepted any consulting, advisory or other compensatory fee from the Corporation, been an affiliated person of the Corporation or subsidiary thereof since the first day of the year in which the "Director" ~~—files~~ for office. A "Director" An "Independent Director"

shall not be an “insurance producer or agent” (defined as a person required to be licensed under the laws of Oklahoma to sell, solicit, or negotiate insurance) for the Corporation, its subsidiaries or affiliates while serving as a Director and shall not have been an “insurance producer or agent” for the Corporation, its subsidiaries or affiliates at any time during the two (2) years prior to the date of his or her election as a Director of the Corporation.

The term “District Director” as used herein shall mean a person who would qualify as an “Independent Director” and who is otherwise qualified to serve on the Board of Directors who resides in one of the four (4) districts defined in the map below. The term “Agent Director” as used herein shall mean a person who has been or currently serves as an “insurance producer or agent” for the Corporation, its subsidiaries or affiliates in one of the four (4) districts defined in the map below. The term “At-Large Director” as used herein shall mean a person who would qualify as an “Independent Director” and who is otherwise qualified to serve on the Board of Directors who may reside anywhere in the State of Oklahoma.

The Board of Directors shall be elected by statewide vote with (a) one independent “District Director” elected from each of the four (4) districts defined in the map below; ~~“District Directors”, and (b) three (3) Directors who are not required to be independent, elected as At-Large Directors. Each~~ (b) one “Agent Director” elected from each of the (4) districts defined in the map below; and, (c) one independent At-Large Director elected from the state at--large. Therefore, each district shall have a minimum of one (1)two (2) Directors and one (1) district shall have three (3) Directors.

~~No district may have more than two (2) Directors. Only individuals who are independent shall be elected as a District Director. At-Large Directors may be, but are not required to be, independent.~~Only individuals who are agents or former agents of the

Corporation may be elected as an Agent Director. The At-Large Director must be independent.



Vacancies in the Board of Directors shall be filled by majority vote of the remaining members of the Board, and each person so elected shall serve for the unexpired term created by the vacancy. If a majority of the Board of Directors is not independent, as required above in this Article V, notwithstanding anything herein to the contrary, then as necessary for the Board of Directors to be comprised of a majority of Independent Directors, the Board of Directors by majority vote (excluding the Director proposed to be removed) shall remove any one or more non-independent Directors and replace each such removed Director with an Independent Director who shall serve for the unexpired term created by the removal of each such non-independent Director.

The Officers of the Corporation shall be elected or appointed as set forth in the Bylaws of the Corporation and may include a Chief Executive Officer, a President, a Vice President, a Secretary, a Treasurer, and any other officers as the Bylaws may permit. No person shall be eligible to serve as an Officer of the Corporation (except Chief Executive Officer) who is not (a) a member of the Oklahoma State Union of the Farmers Educational and Co-operative Union of America, Inc. (“State Union”), and (b) serving in the same

office of the State Union. In the event a person so elected or appointed shall cease to be an Officer of the State Union, that person shall cease to be an Officer of this Corporation.

The President may vote as if he is a Director for the limited purpose of breaking tie votes of the Board of Directors. Under no circumstance shall the President exercise more than one vote.

ARTICLE VI

The principal place of business of the Corporation is 4400 Will Rogers Parkway, Oklahoma City, Oklahoma. The mailing address is P. O. Box 24000, Oklahoma City, Oklahoma 73124. The Corporation shall have the authority to transact business in all States in the United States and accept reinsurance or risk pooling arrangements for the same kinds of insurance and within the same limits as it is authorized to transact directly on policies written within the United States.

ARTICLE VII

The Corporation shall not have the authority to issue shares of capital stock.

ARTICLE VIII

There shall be no limitation on the Corporation's indebtedness.

ARTICLE IX

These Articles of Incorporation may be altered, amended, or repealed by a resolution of the Board of Directors which resolution must be ratified by the vote of two-thirds (2/3) majority of the members of the Corporation present in person or at the Annual Meeting or any special meeting of the members of which notice in writing of said proposed amendments to be filed with the Secretary not less than ninety (90) days preceding any special or Annual Meeting, which proposals are to be published or included in a mailed notice at least thirty (30) days prior to such meeting.

Amendments to the Corporation's Bylaws may be proposed by resolution of the Board of Directors or upon petition signed by at least five thousand (5,000) policyholders and filed with the Secretary not less than ninety (90) days preceding any special or Annual Meeting, which proposals are to be published or included in a mailed notice at least thirty (30) days prior to such meeting. Proposed amendments may be adopted and the Corporation's Bylaws amended by a 2/3 favorable vote of the policyholders voting at an Annual Meeting or any special meeting of the members subject to said notice requirements.

ARTICLE X

Only individuals who are members of the State Union are eligible to become policyholders and members of the Corporation, except that such requirement of membership in the State Union shall not apply in the case of policyholders who are public or private corporations, boards, or associations.

ARTICLE XI

The Corporation shall be entitled to charge and collect initial membership and/or policy fees in addition to premiums.

ARTICLE XII

The names and addresses of each original incorporator are:

<u>Name</u>	<u>Address</u>
Jimmie Jarrell	Rt. 1, Box 8 Stratford, Oklahoma 74872
Jack Kelsey	Waynoka, Oklahoma 73860
John Stermer	Arapaho, Oklahoma 73620
John Ogden	P. O. Box 943 Muskogee, Oklahoma 74001
L. H. Hodges	Rt. 1 Ft. Cobb, Oklahoma 73038
Vincent Coffey	1011 N. Broadway Prague, Oklahoma 73857
Dale Lively	Sharon, Oklahoma 74525

Jene Mungle

Rt. 5
Atoka, Oklahoma 74505

Ray Schiltz

Rt. 1
Ponca City, Oklahoma 74601

Emil Kastl

317 Memory Lane
Oklahoma City, OK 73034

ARTICLE XIII

The name and address of the individual in Oklahoma upon who all process in any action or proceeding may be served is:

Paul Jackson
4400 Will Rogers Parkway
P. O. Box 24000
Oklahoma City, Oklahoma 73124

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, having been duly adopted by the Board of Directors of the Corporation in accordance with Title 18, Section 1080 of the Oklahoma Statutes, and has been signed by its President and attested by its Secretary, this ____ day of _____, 2016.

AMERICAN FARMERS & RANCHERS
MUTUAL INSURANCE COMPANY, an
Oklahoma mutual insurance corporation

By: _____
Terry Detrick, President

ATTEST:

AMERICAN FARMERS & RANCHERS
MUTUAL INSURANCE COMPANY, an
Oklahoma mutual insurance corporation

By: _____
Paul Jackson, Secretary