

RESTATED
CERTIFICATE OF INCORPORATION
OF
AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY

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

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"), amends restates the Certificate of Incorporation in its entirety.

ARTICLE I

The name of the Corporation is:

AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY

The Date of filing original certificate of incorporation: December 31, 1981

ARTICLE II

The name of the registered agent, the registered office and the principle office in the State of Oklahoma are:

AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY
4400 Will Rogers Parkway
Oklahoma City, Oklahoma 73108
Oklahoma County

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

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 V

The Corporation shall not issue any assessable policies.

ARTICLE VI

The Directors of the Corporation shall be elected or appointed as set forth in the Bylaws of the Corporation. 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. (hereinafter, "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 or cease to be 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. Notwithstanding anything herein to the contrary, the Board of Directors shall at all times consist of a majority of Directors who are independent as defined in the Bylaws of the Corporation.

The Officers of the Corporation shall be elected or appointed as set forth in the Bylaws of the Corporation. 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. (hereinafter, "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 member or an Officer of the State Union, that person shall cease to be a member or an Officer of this Corporation.

ARTICLE VII

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 VIII

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

ARTICLE IX

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

ARTICLE X

This Certificate 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 Corporations' policyholders or their respective Delegates present in person at an annual or special meeting of the policyholders of which notice in writing of said proposed amendments to be filed with the Secretary not less than sixty (60) days preceding any special or annual meeting, which proposals are to be published or included in a notice at least thirty (30) days prior to the meeting.

Amendments to the Corporation's Bylaws shall be set forth in the Bylaws.

ARTICLE XI

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 XII

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

IN WITNESS WHEREOF, such Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 after being proposed by the governing body of the corporation and approved by the members which are the Policyholders of the corporation, in the manner and by the vote prescribed in Title 18, Sections 1077 and 1080, and **restates, integrates** and further **amends** the certificate of incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and attested by its Secretary, this _____ day of _____, 2015.

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