

20~~20~~<sup>19</sup>8 AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY

TO: THE HONORABLE ~~JOHN DOAK~~GLEN MULREADY  
INSURANCE COMMISSIONER  
STATE OF OKLAHOMA  
5 Corporate Plaza  
3625 N.W. 56<sup>th</sup> Street, Suite 100  
Oklahoma City, Oklahoma 73112

THE HONORABLE ~~DAVE LOPEZ~~MICHAEL ROGERS  
SECRETARY OF STATE  
STATE OF OKLAHOMA  
Colcord Center  
421 N.W. 13<sup>th</sup> Street, Suite 210  
Oklahoma City, Oklahoma 73103

This 20~~20~~<sup>19</sup>8 Amended and Restated Certificate of Incorporation ("Certificate") of American Farmers & Ranchers Mutual Insurance Company, an Oklahoma mutual insurance company (the "Corporation"), restates, integrates and further amends the provisions of the Corporation's 201~~8~~<sup>7</sup> Restate Certificate of Incorporation of American Farmers & Ranchers Mutual Insurance Company, filed on ~~May 30~~July 25, 201~~8~~<sup>7</sup>.

#### 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 natures 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 207).

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 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) directors, as fixed by the Bylaws. The Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible and with equal voting power. One class of directors shall be elected at each Annual Meeting for a term of three (3) years. No person shall be eligible to serve as a member of the Board of Directors of the Corporation who is not a member of the Oklahoma State Union of the Farmers Educational and Co-operative Union of America, Inc.

(hereinafter, "State Union"). The Bylaws may impose any additional qualifications on eligibility to serve on the Board of Directors.

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

~~The business and affairs of the Corporation is currently under the control and management of a Board of Directors consisting of nine (9) members. No person shall be eligible to serve as a member of the Board of Directors of the Corporation who is not a member the Oklahoma State Union of the Farmers Educational and Co-operative Union of America, Inc. ("State Union"). The control of this Corporation shall be vested in a Board of nine (9) Directors. 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 terms 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 the 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 of 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 consists of a majority of Directors who are independent (an "Independent Director"). For purposes of this Article V, an Independent Director shall be a Director who neither he/she nor 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) 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” filed for office. 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 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 date of his or her election as a Director of the Corporation.~~

~~—————The term “Independent 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 District Director” as used herein shall mean a person who has been an “insurance producer or agent” within the last two (2) years or currently serves as an “insurance producer or agent” for the Corporation, its subsidiaries or affiliates in none of the four (4) districts defined in the map below. The term “Independent 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 Directors who may resided anywhere in the State of Oklahoma. The Board of Directors shall be elected by statewide vote with (a) one (1) “Independent District Director” elected from each of the four (4) districts defined in the map below; (b) one (1) “Agent District Director” elected from each of the (4) districts defined in the map below; and, (c) one (1) “Independent At Large Director” elected from the state at large. Therefore, each district shall have a minimum of two (2) Directors and one (1) district shall have three (3) Directors.~~

~~—————Only individuals who are independent shall be elected as an Independent District Director. Only individuals who are agents or former agents within the last two (2) years for the Corporation (as previously defined herein) may be elected as an Agent District Director. The Independent At Large Director must be independent.~~



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

Section 1 – Amendments to the Bylaws and these Articles. These Articles and the Bylaws may be amended, altered, changed, or repealed by the policyholders at any Annual or Special Meeting of the Policyholders. In order for these Articles or the Bylaws to be amended, altered, changed or repealed, such amendment, alteration, change or repeal shall have been proposed, notice given, and vote taken as required by Sections 2, 3, and 4 of this Article.

Section 2 – Proposed Amendments, Alterations, Changes, or Repeal. A proposal to amend, alter, change, or repeal these Articles or the Bylaws:

- a. May be proposed by resolution of the Board of Directors, or
- b. May be proposed 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.

Section 3 – Notification of Proposals. The policyholders shall be given notice of any and all proposed amendments, alterations, changes or repeal of these Articles and the Bylaws at least ten (10) calendar days prior to the Annual Meeting or Special Meeting in which such proposals are acted upon, except that notice for proposals made pursuant to Section 2(b) of this Article shall be given thirty (30) days prior to any such Annual or Special Meeting.

Section 4 – Vote Requirements for Amendments. Any amendment, alteration, change or repeal of these Articles and the Bylaws shall not be effective unless and until 2/3 of the voting policyholders vote in favor of such amendment, alteration, change, or repeal of these Bylaws.

#### 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:

<b>Name</b>	<b>Address</b>
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 Fort Cobb, Oklahoma 73038
<b>Name</b>	<b>Address</b>
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 74505
Emil Kastl	317 Memory Lane Oklahoma City, Oklahoma 73034

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

~~David Smith~~Ruth Jackson, Secretary

4400 Will Rogers Parkway  
P.O. Box 24000  
Oklahoma City, Oklahoma 73108

IN WITNESS WHEREOF, this ~~2020~~19~~8~~ Amended and 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/CEO and attested by its Secretary, this \_\_\_\_\_ day of \_\_\_\_\_, 20~~20~~19~~8~~.

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

By: \_\_\_\_\_  
~~Justin Cowan~~Casey Davis,

President/CEO

ATTEST:

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

By: \_\_\_\_\_  
~~David Smith~~Ruth Jackson, Secretary