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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee 15 00

RECEIVED
JUL 16 1979
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HUNTER BROS. INSURANCE, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 61 of the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, 1977, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: Hunter Management Co.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE IV

The amount of authorized capital stock of this corporation is the sum of Fifty Thousand Dollars ($50,000.00), divided into Five Hundred (500) shares, each of the par value of One Hundred Dollars ($100.00), all of which shall be common stock and non-assessable.

No shareholder shall have any pre-emptive right to acquire unissued shares of the corporation.

The Bylaws may contain provisions restricting the transfer of the stock of the corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the Bylaws.

The corporation shall have a first lien upon the shares of any stockholder for any debt or liability owing by such stockholder to the corporation.

ARTICLE V

The address of the registered office of the corporation in the State of Iowa is Earlham, Madison County, Iowa, 50072, and the name of its registered agent at such address is William W. Hunter.

ARTICLE VI

The number of directors constituting the board of directors is four (4) and the names and addresses of the persons who are serving as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
William W. Hunter	Earlham, Iowa
Robert E. Hunter	Earlham, Iowa
R. B. Hunter	Earlham, Iowa
John E. Hunter	Earlham, Iowa

Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified, unless removed from office by a majority vote of the shareholders represented at a special meeting of shareholders properly called and held in accordance with the Articles and Bylaws of the corporation.

ARTICLE VII

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such assistant officers as shall be named by the board of directors. The initial officers of the corporation, who shall serve as such until the first meeting of the board of directors or until their successors are elected and shall qualify are:

OFFICE	NAME
President	William W. Hunter
Vice President	Robert E. Hunter
Secretary	Hazel M. Ross
Treasurer	William W. Hunter

ARTICLE VIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE IX

The corporation shall indemnify each present and future director and officer of the corporation against, and each such director and officer shall be entitled without further act on his part to indemnity from the corporation for, all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to corporation itself) reasonably incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or of any company or corporation which he serves as a director or officer at the request of the corporation, whether or not he continues to be such director or officer at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred by any such director or officer (a) in respect of matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion; provided, further, that in no event shall anything

herein contained be so construed as to protect, or to authorize the corporation to indemnify, such director or officer against any liability to the corporation or to its security holders to which he would otherwise be subject by reason of his willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law.

ARTICLE X

All conveyances and mortgages of and leases relating to real property made by the corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any officer of the corporation.

ARTICLE XI

These Amended and Restated Articles of Incorporation: (1) set forth the provisions of the Articles of Incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the corporation and all amendments thereto.

Dated July 6, 1979.

HUNTER BROS. INSURANCE, INC.

By William W. Hunter
William W. Hunter, President

And Hazel M. Ross
Hazel M. Ross, Secretary

STATE OF IOWA :
: ss.
COUNTY OF Madison :

On this 6th day of July, 1979, before me, a Notary Public in and for the State of Iowa, personally appeared William W. Hunter and Hazel M. Ross, to me personally known, who being by me duly sworn did say that they are the President and Secretary of said corporation and that said Amended and Restated Articles of Incorporation were signed on behalf of said corporation by authority of its Board of Directors and the said William W. Hunter and Hazel M. Ross acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by them voluntarily executed.

Robert J Kress
Robert J Kress Notary Public
in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book M-35, Page 554, July 16 1979
Expires Perpetual, Cert. No. 105086, Receipt No.
Filed By Swift, Brown, Dinsick & Groves, 611 - 6th, Des Moines, Iowa 50309
Filing Fee $20.00 Recording Fee $2.50 Secretary of State
12th fl. R.F.T. Bldg.