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12/29/2020	202036304760	AMENDED/RESTATED ARTICLES (AMA)	50.00	200.00	0.00	0.00

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TAFT STETTINIUS & HOLLISTER
 KEVIN M. KINROSS
 65 E. STATE ST., STE. 100
 COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
 133708

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MOTORISTS MUTUAL INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 12/28/2020

Document No(s):

202036304760



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio this
 29th day of December, A.D. 2020.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

**Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed**

Check the appropriate box:

Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors
 pursuant to Ohio Revised Code section 1702.38(E) (128-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

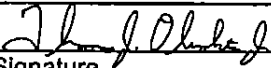
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.



Signature

President

By (if applicable)

Thomas J. Obrokta, Jr.

Print Name

Signature

By (if applicable)

Print Name

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTORISTS MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Motorists Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory A. Burton
Chairman of the Board

T.J. Obrokta, Jr.

T.J. Obrokta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary

JOINT CERTIFICATE OF REORGANIZATION

OF

**MOTORISTS MUTUAL INSURANCE COMPANY
MOTORISTS COMMERCIAL MUTUAL INSURANCE COMPANY
WILSON MUTUAL INSURANCE COMPANY
IOWA MUTUAL INSURANCE COMPANY**

AND

PHENIX MUTUAL FIRE INSURANCE COMPANY

(Under Sections 3913.25 to 3913.38 of the Ohio Revised Code)

Pursuant to Section 3913 (G) of the Ohio Revised Code, Motorists Mutual Insurance Company, a mutual insurance company organized under the laws of the State of Ohio, ("MMIC"), Motorists Commercial Mutual Insurance Company, a mutual insurance company organized under the laws of the State of Ohio, ("MCM"), Wilson Mutual Insurance Company, a mutual insurance company organized under the laws of the State of Ohio, ("Wilson"), Iowa Mutual Insurance Company, a mutual insurance company organized under the laws of the State of Ohio, ("Iowa") and Phenix Mutual Fire Insurance Company, a mutual insurance company organized under the laws of the State of Ohio ("Phenix")

DO HEREBY CERTIFY:

1. A Joint Plan of Reorganization and Mutual Holding Company Conversion (the "Plan"), by and among MMIC, MCM, Wilson, Iowa, Phenix, and BrickStreet Mutual Insurance Company, a mutual insurance company organized under the laws of the State of West Virginia, ("BSI"), has been approved and adopted by parties in accordance with Sections 3913.25 to 3913.38 of the Ohio Revised Code (the "Act"), and all other approvals required under the Act for the Plan to become effective have been submitted.
2. The joint reorganization of MMIC as a stock insurance company, BSI as a stock insurance company, MCM as a stock insurance company, Wilson as a stock insurance company, Iowa as a stock insurance company, and Phenix as a stock insurance company in which all of the companies are majority owned subsidiaries of a mutual insurance holding company in accordance with the Plan and the Act shall be effective at 12:00 A.M., January 1, 2021.
3. Pursuant to Section 3913.28(G)(2)(a) of the Act, the Amended and Restated Articles of Incorporation of MMIC, the Amended and Restated Articles of Incorporation of MCM, the Amended and Restated Articles of Incorporation of Wilson, the Amended and Restated Articles of Incorporation of Iowa, the Amended and Restated Articles of Incorporation of Phenix, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc., as adopted by each company's members under Section 3913.27 of the Act, are attached hereto as Exhibits A, B, C, D, E, F, and G, respectively.

4. Pursuant to Section 3913.28 (G)(2)(b) of the Act, a statement signed by Chairperson, President and Secretary of MMIC regarding the manner of adoption of the above-referenced Amended and Restated Articles of Incorporation of MMIC, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. is attached hereto as Exhibit H.
5. Pursuant to Section 3913.28 (G)(2)(b) of the Act, a statement signed by Chairperson, President and Secretary of MCM regarding the manner of adoption of the above-referenced Amended and Restated Articles of Incorporation of MCM, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. is attached hereto as Exhibit I.
6. Pursuant to Section 3913.28 (G)(2)(b) of the Act, a statement signed by Chairperson, President and Secretary of Wilson regarding the manner of adoption of the above-referenced Amended and Restated Articles of Incorporation of Wilson, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. is attached hereto as Exhibit J.
7. Pursuant to Section 3913.28 (G)(2)(b) of the Act, a statement signed by Chairperson, President and Secretary of Iowa regarding the manner of adoption of the above-referenced Amended and Restated Articles of Incorporation of Iowa, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. is attached hereto as Exhibit K.
8. Pursuant to Section 3913.28 (G)(2)(b) of the Act, a statement signed by Chairperson, President and Secretary of Phenix regarding the manner of adoption of the above-referenced Amended and Restated Articles of Incorporation of Phenix, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. is attached hereto as Exhibit L.
9. Pursuant to Section 3913.28 (G)(2)(c) of the Act, copies of the approvals obtained from the Superintendent of the Ohio Department of Insurance and the Ohio Attorney General under Section 3913.28 of the Act are attached hereto as Exhibit M and N, respectively.

MOTORISTS MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
Name: Gregory A. Burton
Title: Chairman of the Board

By: Thomas J. Obrokta, Jr.
Name: Thomas J. Obrokta, Jr.
Title: President & Chief Executive Officer

By: Marchelle E. Moore
Name: Marchelle E. Moore
Title: Corporate Secretary

MOTORISTS COMMERCIAL MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
Name: Gregory A. Burton
Title: Chairman of the Board

By: Thomas J. Obrokta, Jr.
Name: Thomas J. Obrokta, Jr.
Title: President & Chief Executive Officer

By: Marchelle E. Moore
Name: Marchelle E. Moore
Title: Corporate Secretary

WILSON MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
Name: Gregory A. Burton
Title: Chairman of the Board

By: Grady B. Campbell
Name: Grady B. Campbell
Title: President

By: Marchelle E. Moore
Name: Marchelle E. Moore
Title: Corporate Secretary

IOWA MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
Name: Gregory A. Burton
Title: Chairman of the Board

By: Grady B. Campbell
Name: Grady B. Campbell
Title: President

By: Marchelle E. Moore
Name: Marchelle E. Moore
Title: Corporate Secretary

PHENIX MUTUAL FIRE INSURANCE COMPANY

By: Gregory A. Burton
Name: Gregory A. Burton
Title: Chairman of the Board

By: Grady B. Campbell
Name: Grady B. Campbell
Title: President

By: Marchelle E. Moore
Name: Marchelle E. Moore
Title: Corporate Secretary

Exhibit A
Amended & Restated Articles of Incorporation of
Motorists Mutual Insurance Company

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTORISTS MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Motorists Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory A. Burton
Chairman of the Board

T.J. Obrokta, Jr.

T.J. Obrokta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary

Exhibit B

Amended & Restated Articles of Incorporation of
Motorists Commercial Mutual Insurance Company

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTORISTS COMMERCIAL MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Motorists Commercial Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory A. Burton
Chairman of the Board

T.J. Obrokta, Jr.

T.J. Obrokta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary

Exhibit C

Amended & Restated Articles of Incorporation of

Wilson Mutual Insurance Company

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WILSON MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Wilson Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory A. Burton
Chairman of the Board

Grady B. Campbell

Grady B. Campbell
President

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary

Exhibit D

Amended & Restated Articles of Incorporation of

Iowa Mutual Insurance Company

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IOWA MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Iowa Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton
Gregory A. Burton
Chairman of the Board

Grady B. Campbell
Grady B. Campbell
President

Marchelle E. Moore
Marchelle E. Moore
Corporate Secretary

Exhibit E

Amended & Restated Articles of Incorporation of

Phenix Mutual Fire Insurance Company

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PHENIX MUTUAL FIRE INSURANCE COMPANY**

First. The name of the corporation is Phenix Mutual Fire Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.


Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

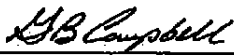
Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

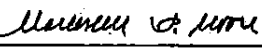
IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.



Gregory A. Burton
Chairman of the Board



Grady B. Campbell
President



Marchelle E. Moore
Corporate Secretary

Exhibit F
Articles of Incorporation of
Encova Holdings, Inc.

**ARTICLES OF INCORPORATION
OF
ENCOVA HOLDINGS, INC.**

First. The name of the corporation is Encova Holdings, Inc. (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio 43215.

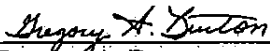
Third. The Corporation is formed for the purpose of owning one hundred percent (100%) of the voting stock of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Iowa Mutual Insurance Company, Wilson Mutual Insurance Company and Phenix Mutual Fire Insurance Company; and acquiring, investing in, holding, distributing, hypothecating and selling interests in any other corporation, partnership or legal entity, and exercising all of the powers of an interest holder therein; and for the transaction of any or all lawful business for which intermediate holding company affiliates of mutual insurance holding companies may be incorporated under the laws of Ohio, as they may be amended from time to time.

Fourth. The Corporation shall have authority to issue one thousand five hundred (1,500) shares of common stock with no par value. At all times a majority of the voting shares of the Corporation shall be owned by Encova Mutual Insurance Group, Inc.


Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The existence of the Corporation shall be perpetual.

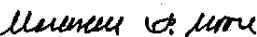
IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed by its officers duly authorized to do so and its corporate seal to be affixed as incorporator of Encova Holdings, Inc.



Gregory A. Burton
Chairman of the Board



Thomas J. Obrokta, Jr.
President & CEO



Marchelle E. Moore
Corporate Secretary

Exhibit G
Articles of Incorporation of
Encova Mutual Insurance Group, Inc.

**ARTICLES OF INCORPORATION
OF
ENCOVA MUTUAL INSURANCE GROUP, INC.**

First. The name of the corporation is Encova Mutual Insurance Group, Inc. (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad St., Columbus, Ohio, Franklin County 43215.

Third. The purposes for which the Corporation is organized are to (i) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under Ohio law, and (ii) to own at all times, directly or indirectly through an intermediate company, the majority of the voting stock of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company, the stock insurers into which the respective entities have converted pursuant to a Joint Plan of Reorganization and MHC Conversion dated April 20, 2020 (the "Plan"), as permitted by the laws of the State of Ohio.

Fourth. The Corporation shall have no capital stock, but shall conduct its business as a mutual insurance holding company. In keeping with and to the extent provided by the applicable provisions of Sections 3913.25 to 3913.38 of the Ohio Revised Code as in effect or as may be amended from time to time, or in accordance with any successor provisions thereto: (1) the Corporation shall be deemed to be an insurer subject to the provisions of the Ohio Revised Code relating to the examination, supervision, rehabilitation or liquidation of insurers; (2) the assets of the Corporation shall be deemed to be assets of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company for purposes of satisfying the claims of policyholders of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company in any proceedings by the Superintendent of Insurance of the State of Ohio involving the supervision, liquidation or rehabilitation of Motorists Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company or in any proceedings by the Insurance Commissioner of West Virginia involving the supervision, liquidation or rehabilitation of BrickStreet Mutual Insurance Company; (3) the Corporation may not be dissolved or liquidated without complying with the provisions of Ohio law, or for purposes of BrickStreet Mutual Insurance Company, West Virginia law, relating to the dissolution or liquidation of insurers, and the Corporation shall be deemed to be an Ohio domestic insurer for such purposes; and (4) the Corporation shall be subject to the jurisdiction of the Superintendent of Insurance of the State of Ohio in order to ensure that the interests of policyholders of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance

Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company are protected.

Fifth. Section 1. Entitlement to Membership. The term "Member" shall mean, for purposes of these Articles and the Code of Regulations of the Corporation, each person and entity which is deemed a Member of the Corporation pursuant to (a) or (b) of this Section 1.

(a) Each person, or group of persons, or entity identified as the named insured in the declarations page of a policy of insurance with either of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company who, and each entity which, became a Member of the Corporation in accordance with the Joint Plan of Reorganization and MHC Conversion pursuant to which the Corporation was formed as of the effective date of such formation (the "Inception Date") shall remain a Member so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

(b) Each person, or group of persons, who, and each entity which: (i) is not a Member pursuant to Section 1(a) and (ii) is the owner of one (1) or more policies of insurance issued, renewed, or assumed after the Inception Date by an insurance company that has been designated in accordance with these Articles of Incorporation as a Encova Member Company, as defined in Section 3 below, shall be a Member of the Corporation without further act, commencing with the date any such policy is first in force and continuing for so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

(c) In the case of a surety bond, the principal upon the bond shall be deemed to be the member. In the case of a group policy, the member shall be the holder of the master policy, and the holder of any certificate or contract issued subordinate to such master policy shall not be a member unless it makes specific provision for such membership.

Section 2. Cessation of Membership. Any person who, or entity which, has become a Member of the Corporation as described in Section 1 (a) or (b) shall cease to be a Member and all associated rights and privileges shall cease as of the date that the person or entity no longer has in force a policy of insurance by virtue of which such membership in the Corporation is derived, whether as a result of lapse, expiration, nonrenewal, cancellation, termination or novation of such policy.

Section 3. Encova Member Companies. Initially, the designated Encova member companies shall be Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, Phenix Mutual Fire Insurance Company, MICO Insurance Company, Consumers Insurance USA, Inc., Iowa American Insurance Company, NorthStone Insurance Company, PinnaclePoint Insurance Company,

SummitPoint Insurance Company, and AlleghenyPoint Insurance Company (the "Encova Member Companies"). After the date hereof, the Board of Directors of the Corporation may take action to designate any direct or indirect subsidiary of the Corporation as an additional Encova Member Company. Notwithstanding the provisions of Section 1(b), at the time it takes action to designate an additional Encova Member Company, the Board of Directors may also specify the timing of admission of policyholders of such company as Members of the Corporation. For the avoidance of doubt: (a) once designated as a Encova Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Corporation; and (b) the Corporation may have subsidiaries that are not Encova Member Companies.

Section 4. Meetings of Members. Annual and special meetings of the Members shall be held at such time, date and place as specified by the Board of Directors in accordance with the Code of Regulations, and if not so specified, shall be held at fourth Monday of April of each year at a place determined by the Board of Directors. Each Member of record as of the record date for any meeting of Members shall be entitled to vote in person or by proxy at such meeting in accordance with procedures prescribed in the Bylaws.

Section 5. Voting Rights of Members.

(a) Each Member shall be entitled to one vote on each matter coming before a meeting of the Members and no more.

(b) If the declarations page of a policy identifies more than one named insured, it shall be presumed that the first named insured is entitled to vote on behalf of all the named insureds unless the Company is otherwise notified in writing. If more than one of the named insureds submits a vote and such votes conflict on any matter, then the most recently submitted vote shall be counted or, if it cannot be determined which is most recently submitted, the vote of the insured identified first in the declarations page shall be counted.

Section 6. Restrictions. No member may transfer any rights arising out of such Member's status as a Member.

Section 7. Rights in Surplus. In the event of the dissolution or liquidation of the Corporation, the surplus of cash or property of the Corporation remaining after payment of all liabilities of the Corporation shall be distributed to the Members at the time of such dissolution or liquidation in the same manner and in the same proportions as would be determined and made under the provisions of Ohio law applicable to distributions to policyholders upon the dissolution or liquidation of a domestic mutual insurance company.

Sixth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory Burton
Chairman of the Board

T.J. Obrokta, Jr.

T.J. Obrokta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary

Exhibit H

Manner of Adoption of the Amended & Restated Articles of Incorporation

of

Motorists Mutual Insurance Company;

Articles of Incorporation of Encova Mutual Insurance Group, Inc.;

and

Articles of Incorporation of Encova Holdings, Inc.

In the Matter of the Joint Plan of :
 Reorganization and Mutual Holding Company :
 Conversion of Motorists Mutual Insurance :
 Company, BrickStreet Mutual Insurance Company, :
 Motorists Commercial Mutual Insurance Company, :
 Wilson Mutual Insurance Company, Iowa Mutual :
 Insurance Company, and Phenix Mutual Fire :
 Insurance Company :

STATEMENT REGARDING THE MANNER OF THE ADOPTION
 OF THE ARTICLES OF INCORPORATION

Gregory A. Burton, Chairman of the Board of Motorists Mutual Insurance Company (the "Company"), Thomas J. Obrokta, Jr., President & Chief Executive Officer of Company, and Marchelle E. Moore, Corporate Secretary of the Company, hereby state as follows:

1. This statement is the statement of the manner of the adoption of the articles of incorporation required under Section 3913.28 (G)(2)(b) of the Ohio Revised Code.
2. The Amended and Restated Articles of Incorporation of the Company, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. were adopted by the Board of Directors of the Company at a meeting held on April 20, 2020 by the unanimous vote of the Board of Directors and were adopted by the Company's policyholders at a meeting held on August 17, 2020 by the affirmative vote of 94% of the votes cast at said meeting.

MOTORISTS MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
 Name: Gregory A. Burton
 Title: Chairman of the Board

By: Thomas J. Obrokta, Jr.
 Name: Thomas J. Obrokta, Jr.
 Title: President & Chief Executive Officer

By: Marchelle E. Moore
 Name: Marchelle E. Moore
 Title: Corporate Secretary

Exhibit I

Manner of Adoption of the Amended & Restated Articles of Incorporation

of

Motorists Commercial Mutual Insurance Company;

Articles of Incorporation of Encova Mutual Insurance Group, Inc.;

and

Articles of Incorporation of Encova Holdings, Inc.

In the Matter of the Joint Plan of :
 Reorganization and Mutual Holding Company :
 Conversion of Motorists Mutual Insurance :
 Company, BrickStreet Mutual Insurance Company, :
 Motorists Commercial Mutual Insurance Company, :
 Wilson Mutual Insurance Company, Iowa Mutual :
 Insurance Company, and Phenix Mutual Fire :
 Insurance Company :

STATEMENT REGARDING THE MANNER OF THE ADOPTION
 OF THE ARTICLES OF INCORPORATION

Gregory A. Burton, Chairman of the Board of Motorists Commercial Mutual Insurance Company (the "Company"), Thomas J. Obrokta, Jr., President & Chief Executive Officer of Company, and Marchelle E. Moore, Corporate Secretary of the Company, hereby state as follows:

3. This statement is the statement of the manner of the adoption of the articles of incorporation required under Section 3913.28 (G)(2)(b) of the Ohio Revised Code.

4. The Amended and Restated Articles of Incorporation of the Company, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. were adopted by the Board of Directors of the Company at a meeting held on April 20, 2020 by the unanimous vote of the Board of Directors and were adopted by the Company's policyholders at a meeting held on August 18, 2020 by the affirmative vote of 96% of the votes cast at said meeting.

MOTORISTS COMMERCIAL MUTUAL INSURANCE
 COMPANY

By: Gregory A. Burton
 Name: Gregory A. Burton
 Title: Chairman of the Board

By: Thomas J. Obrokta, Jr.
 Name: Thomas J. Obrokta, Jr.
 Title: President & Chief Executive Officer

By: Marchelle E. Moore
 Name: Marchelle E. Moore
 Title: Corporate Secretary

Exhibit J

Manner of Adoption of the Amended & Restated Articles of Incorporation

of

Wilson Mutual Insurance Company;

Articles of Incorporation of Encova Mutual Insurance Group, Inc.;

and

Articles of Incorporation of Encova Holdings, Inc.

In the Matter of the Joint Plan of :
 Reorganization and Mutual Holding Company :
 Conversion of Motorists Mutual Insurance :
 Company, BrickStreet Mutual Insurance Company, :
 Motorists Commercial Mutual Insurance Company, :
 Wilson Mutual Insurance Company, Iowa Mutual :
 Insurance Company, and Phenix Mutual Fire :
 Insurance Company :

STATEMENT REGARDING THE MANNER OF THE ADOPTION
 OF THE ARTICLES OF INCORPORATION

Gregory A. Burton, Chairman of the Board of Wilson Mutual Insurance Company (the "Company"), Grady B. Campbell, President of Company, and Marchelle E. Moore, Corporate Secretary of the Company, hereby state as follows:

5. This statement is the statement of the manner of the adoption of the articles of incorporation required under Section 3913.28 (G)(2)(b) of the Ohio Revised Code.
6. The Amended and Restated Articles of Incorporation of the Company, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. were adopted by the Board of Directors of the Company at a meeting held on April 20, 2020 by the unanimous vote of the Board of Directors and were adopted by the Company's policyholders at a meeting held on August 18, 2020 by the affirmative vote of 95% of the votes cast at said meeting.

WILSON MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
 Name: Gregory A. Burton
 Title: Chairman of the Board

By: Grady B. Campbell
 Name: Grady B. Campbell
 Title: President

By: Marchelle E. Moore
 Name: Marchelle E. Moore
 Title: Corporate Secretary

Exhibit K

Manner of Adoption of the Amended & Restated Articles of Incorporation

of

Iowa Mutual Insurance Company;

Articles of Incorporation of Encova Mutual Insurance Group, Inc.;

and

Articles of Incorporation of Encova Holdings, Inc.

In the Matter of the Joint Plan of :
 Reorganization and Mutual Holding Company :
 Conversion of Motorists Mutual Insurance :
 Company, BrickStreet Mutual Insurance Company, :
 Motorists Commercial Mutual Insurance Company, :
 Wilson Mutual Insurance Company, Iowa Mutual :
 Insurance Company, and Phenix Mutual Fire :
 Insurance Company :

STATEMENT REGARDING THE MANNER OF THE ADOPTION
 OF THE ARTICLES OF INCORPORATION

Gregory A. Burton, Chairman of the Board of Iowa Mutual Insurance Company (the "Company"), Grady B. Campbell, President of the Company, and Marchelle E. Moore, Corporate Secretary of the Company, hereby state as follows:

7. This statement is the statement of the manner of the adoption of the articles of incorporation required under Section 3913.28 (G)(2)(b) of the Ohio Revised Code.
8. The Amended and Restated Articles of Incorporation of the Company, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. were adopted by the Board of Directors of the Company at a meeting held on April 20, 2020 by the unanimous vote of the Board of Directors and were adopted by the Company's policyholders at a meeting held on August 18, 2020 by the affirmative vote of 93% of the votes cast at said meeting.

IOWA MUTUAL INSURANCE COMPANY

By: Gregory A. Burton
 Name: Gregory A. Burton
 Title: Chairman of the Board

By: Grady B. Campbell
 Name: Grady B. Campbell
 Title: President

By: Marchelle E. Moore
 Name: Marchelle E. Moore
 Title: Corporate Secretary

Exhibit L

Manner of Adoption of the Amended & Restated Articles of Incorporation

of

Phenix Mutual Fire Insurance Company;

Articles of Incorporation of Encova Mutual Insurance Group, Inc.;

and

Articles of Incorporation of Encova Holdings, Inc.

In the Matter of the Joint Plan of :
 Reorganization and Mutual Holding Company :
 Conversion of Motorists Mutual Insurance :
 Company, BrickStreet Mutual Insurance Company, :
 Motorists Commercial Mutual Insurance Company, :
 Wilson Mutual Insurance Company, Iowa Mutual :
 Insurance Company, and Phenix Mutual Fire :
 Insurance Company :

STATEMENT REGARDING THE MANNER OF THE ADOPTION
 OF THE ARTICLES OF INCORPORATION

Gregory A. Burton, Chairman of the Board of Phenix Mutual Fire Insurance Company (the "Company"), Grady B. Campbell, President of the Company, and Marchelle E. Moore, Corporate Secretary of the Company, hereby state as follows:

9. This statement is the statement of the manner of the adoption of the articles of incorporation required under Section 3913.28 (G)(2)(b) of the Ohio Revised Code.

10. The Amended and Restated Articles of Incorporation of the Company, the Articles of Incorporation of Encova Holdings, Inc., and the Articles of Incorporation of Encova Mutual Insurance Group, Inc. were adopted by the Board of Directors of the Company at a meeting held on April 20, 2020 by the unanimous vote of the Board of Directors and were adopted by the Company's policyholders at a meeting held on August 18, 2020 by the affirmative vote of 97% of the votes cast at said meeting.

PHENIX MUTUAL FIRE INSURANCE COMPANY

By: Gregory A. Burton
 Name: Gregory A. Burton
 Title: Chairman of the Board

By: Grady B. Campbell
 Name: Grady B. Campbell
 Title: President

By: Marchelle E. Moore
 Name: Marchelle E. Moore
 Title: Corporate Secretary

Exhibit M
Ohio Department of Insurance Approvals

**STATE OF OHIO
DEPARTMENT OF INSURANCE
50 WEST TOWN STREET
3RD FLOOR, SUITE 300
COLUMBUS, OHIO 43215**

IN THE MATTER OF:

REORGANIZATION OF	:	TYNESIA DORSEY
MOTORISTS MUTUAL	:	INTERIM DIRECTOR/SUPERINTENDENT
INSURANCE COMPANY,	:	
BRICKSTREET MUTUAL	:	
INSURANCE COMPANY,	:	
MOTORISTS COMMERCIAL	:	
MUTUAL INSURANCE COMPANY,	:	
WILSON MUTUAL INSURANCE	:	
COMPANY, IOWA MUTUAL	:	
INSURANCE COMPANY, AND	:	
PHENIX MUTUAL FIRE	:	
INSURANCE COMPANY	:	
	:	
(NAIC NOS. 14621, 12372, 13331,	:	
19950, 14338, AND 23175)	:	

**ORDER AND JOURNAL ENTRY APPROVING REORGANIZATION OF MUTUAL
INSURANCE COMPANIES AS STOCK INSURANCE COMPANIES**

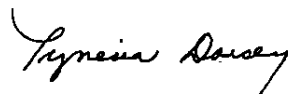
The Plan of Reorganization and Mutual Holding Company Conversion for Motorists Mutual Insurance Company, Brickstreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company (collectively, the "Companies") ("Reorganization Plan") has been filed with the Superintendent of the Ohio Department of Insurance ("Department") pursuant to sections 3913.25 to 3913.38 of the Ohio Revised Code ("R.C."). Based upon representations made in the filing and documentation on file at the Department, the Superintendent of the Department hereby approves the Reorganization Plan and finds, concludes, and orders as follows:

1. On or about April, 20, 2020, the Board of Directors for each of the Companies unanimously adopted the Reorganization Plan. In summary, the Reorganization Plan provides that the Companies will each convert into a stock property and casualty insurance company within a mutual holding company structure, in which each of the Companies will continue their existence and become a wholly owned subsidiary of a newly formed Ohio intermediary stock holding company, Encova Holdings, Inc. ("Encova Holdings"). Encova Holdings will become a wholly owned subsidiary of a new Ohio mutual insurance holding company, Encova Mutual Insurance Group, Inc. ("Encova Mutual Insurance Group"). Encova Mutual Insurance Group will be the ultimate controlling person of each of the Companies.

2. Pursuant to the Reorganization Plan and the Articles of Incorporation of Encova Mutual Insurance Group, the membership interests of policyholders of the Companies will each be converted into membership interests in Encova Mutual Insurance Group. Concurrently, the membership interests of the Companies' policyholders will be extinguished.
3. On or about June 4, 2020, the Board of Directors for each of the Companies filed with the Department information required by R.C. 3913.26(G), including the Reorganization Plan, a Member Information Statement Relating to the Proposed Plan of Reorganization and Mutual Holding Company Conversion of the Companies, and the Articles of Incorporation and Bylaws for each of the Companies, Encova Holdings, and Encova Mutual Insurance Group, respectively.
4. Each of the Companies conducted a Special Meeting of Members to consider and vote upon the Reorganization Plan and other transactions associated with the mutual holding company conversion (individually, a "Special Meeting," or, collectively, the "Special Meetings). At least thirty days prior to the fixed date of the Special Meetings, each of the Companies mailed notice of its Special Meeting and a Special Meeting proxy card to its eligible members.
5. 18,511 members were eligible to vote at the Special Meeting conducted by Wilson Mutual Insurance Company on August 18, 2020. At the Special Meeting, Wilson Mutual Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 1,206 in favor and 66 opposed.
6. 12,341 members were eligible to vote at the Special Meeting conducted by Brickstreet Mutual Insurance Company on August 17, 2020. At the Special Meeting, Brickstreet Mutual Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 559 in favor and 28 opposed.
7. 24,176 members were eligible to vote at the Special Meeting conducted by Motorists Commercial Mutual Insurance Company. At the Special Meeting, Motorists Commercial Mutual Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 217 in favor and 8 opposed.
8. 6,694 members were eligible to vote at the Special Meeting conducted by Phenix Mutual Fire Insurance Company on August 18, 2020. At the Special Meeting, Phenix Mutual Fire Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 441 in favor and 14 opposed.
9. 80,108 members were eligible to vote at the Special Meeting conducted by Motorists Mutual Insurance Company on August 17, 2020. At the Special Meeting, Motorists Mutual Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 937 in favor and 62 opposed.
10. 17,173 members were eligible to vote at the Special Meeting conducted by Iowa Mutual Insurance Company on August 18, 2020. At the Special Meeting, Iowa Mutual Insurance Company's policyholders voting in person or by proxy approved the Reorganization Plan, 859 in favor and 62 opposed.

11. On or about August 20, 2020, the Board of Directors for each of the Companies authorized and submitted to the Department written notice of their policyholders' approval of the Reorganization Plan.
12. The Companies have each complied with R.C. 3913.25 to R.C. 3913.38 in their adoption, approval, and contents of the Reorganization Plan.
13. Each of the Companies has properly filed all documents, forms, and other information as required by R.C. 3913.26(G).
14. The Reorganization Plan is fair and equitable to the policyholders of each of the Companies.
15. In accordance with R.C. 3913.28, the Reorganization Plan is approved.

This Order is made and entered into the Journal of the Ohio Department of Insurance this 14 day of October 2020.



Tynesia Dorsey
Interim Director/Superintendent
Ohio Department of Insurance

Exhibit N

Ohio Attorney General Approvals



DAVE YOST

OHIO ATTORNEY GENERAL

Health and Human Services
Office 614-466-8600
Fax 844-283-7223

December 24, 2020

Kevin M. Kinross, Esq.
Taft Law
65 E. State Street, Suite 1000
Columbus, Ohio 43215

Sent by Email: kkinross@taftlaw.com

Re: Encova Mutual Reorganization of Mutual Insurance Companies and Name Change of Motorists Life Insurance Company

Proposed Articles of Incorporation ("Articles") for:

- (1) Encova Mutual Insurance Group, Inc. (No. of Pages: 5, incl. cover letter);
- (2) Encova Holdings, Inc. (No. of Pages: 2, incl. cover letter);
- (3) Iowa Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (4) Motorists Commercial Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (5) Motorists Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (6) Phenix Mutual Fire Insurance Company (No. of Pages: 3, incl. cover letter); and
- (7) Wilson Mutual Insurance Company (No. of Pages: 3, incl. cover letter); and
- (8) Motorists Life Insurance Corporation (No. of Pages: 8; incl. cover letter).

Submitted to ODI: November of 2020

Received by OAG: November of 2020

Dear Attorney Kinross:

In the above referenced matter, I reviewed the proposed Articles submitted to the Ohio Department of Insurance ("ODI") and received by our office. A copy of the proposed Articles is attached as received.

I consulted with ODI and they approve the proposed Articles. Based upon our review of the above-referenced documents and the relevant statutes, the proposed Articles appear to be in accordance with the Constitution and laws of both the United States and State of Ohio.

Sincerely,

DAVE YOST
Ohio Attorney General

Lisa Haywood
Lisa Haywood
Assistant Attorney General

Writer's Direct Dial: 614-466-8177
Writer's Email: Lisa.Haywood@OhioAttorneyGeneral.gov

LH/lh
cc: Sean P. Sheridan, Esq.; Ohio Department of Insurance; Sean.Sheridan@insurance.ohio.gov
Enclosure(s)



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Encova Mutual Insurance Group, Inc.**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Encova Mutual Insurance Group, Inc. (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**ARTICLES OF INCORPORATION
OF
ENCOVA MUTUAL INSURANCE GROUP, INC.**

First. The name of the corporation is Encova Mutual Insurance Group, Inc. (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad St., Columbus, Ohio, Franklin County 43215.

Third. The purposes for which the Corporation is organized are to (i) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under Ohio law, and (ii) to own at all times, directly or indirectly through an intermediate company, the majority of the voting stock of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company, the stock insurers into which the respective entities have converted pursuant to a Joint Plan of Reorganization and MHC Conversion dated April 20, 2020 (the "Plan"), as permitted by the laws of the State of Ohio.

Fourth. The Corporation shall have no capital stock, but shall conduct its business as a mutual insurance holding company. In keeping with and to the extent provided by the applicable provisions of Sections 3913.25 to 3913.38 of the Ohio Revised Code as in effect or as may be amended from time to time, or in accordance with any successor provisions thereto: (1) the Corporation shall be deemed to be an insurer subject to the provisions of the Ohio Revised Code relating to the examination, supervision, rehabilitation or liquidation of insurers; (2) the assets of the Corporation shall be deemed to be assets of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company for purposes of satisfying the claims of policyholders of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company in any proceedings by the Superintendent of Insurance of the State of Ohio involving the supervision, liquidation or rehabilitation of Motorists Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company or in any proceedings by the Insurance Commissioner of West Virginia involving the supervision, liquidation or rehabilitation of BrickStreet Mutual Insurance Company; (3) the Corporation may not be dissolved or liquidated without complying with the provisions of Ohio law, or for purposes of BrickStreet Mutual Insurance Company, West Virginia law, relating to the dissolution or liquidation of insurers, and the Corporation shall be deemed to be an Ohio domestic insurer for such purposes; and (4) the Corporation shall be subject to the jurisdiction of the Superintendent of Insurance of the State of Ohio in order to ensure that the interests of policyholders of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance

Company, Iowa Mutual Insurance Company, and Phenix Mutual Fire Insurance Company are protected.

Fifth. Section 1. Entitlement to Membership. The term "Member" shall mean, for purposes of these Articles and the Code of Regulations of the Corporation, each person and entity which is deemed a Member of the Corporation pursuant to (a) or (b) of this Section 1.

(a) Each person, or group of persons, or entity identified as the named insured in the declarations page of a policy of insurance with either of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, or Phenix Mutual Fire Insurance Company who, and each entity which, became a Member of the Corporation in accordance with the Joint Plan of Reorganization and MHC Conversion pursuant to which the Corporation was formed as of the effective date of such formation (the "Inception Date") shall remain a Member so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

(b) Each person, or group of persons, who, and each entity which: (i) is not a Member pursuant to Section 1(a) and (ii) is the owner of one (1) or more policies of insurance issued, renewed, or assumed after the Inception Date by an insurance company that has been designated in accordance with these Articles of Incorporation as a Encova Member Company, as defined in Section 3 below, shall be a Member of the Corporation without further act, commencing with the date any such policy is first in force and continuing for so long as at least one (1) policy of insurance by virtue of which such membership in the Corporation is derived remains in force.

(c) In the case of a surety bond, the principal upon the bond shall be deemed to be the member. In the case of a group policy, the member shall be the holder of the master policy, and the holder of any certificate or contract issued subordinate to such master policy shall not be a member unless it makes specific provision for such membership.

Section 2. Cessation of Membership. Any person who, or entity which, has become a Member of the Corporation as described in Section 1 (a) or (b) shall cease to be a Member and all associated rights and privileges shall cease as of the date that the person or entity no longer has in force a policy of insurance by virtue of which such membership in the Corporation is derived, whether as a result of lapse, expiration, nonrenewal, cancellation, termination or novation of such policy.

Section 3. Encova Member Companies. Initially, the designated Encova member companies shall be Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Wilson Mutual Insurance Company, Iowa Mutual Insurance Company, Phenix Mutual Fire Insurance Company, MICO Insurance Company, Consumers Insurance USA, Inc., Iowa American Insurance Company, NorthStone Insurance Company, PinnaclePoint Insurance Company,

SummitPoint Insurance Company, and AlleghenyPoint Insurance Company (the "Encova Member Companies"). After the date hereof, the Board of Directors of the Corporation may take action to designate any direct or indirect subsidiary of the Corporation as an additional Encova Member Company. Notwithstanding the provisions of Section 1(b), at the time it takes action to designate an additional Encova Member Company, the Board of Directors may also specify the timing of admission of policyholders of such company as Members of the Corporation. For the avoidance of doubt: (a) once designated as a Encova Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Corporation; and (b) the Corporation may have subsidiaries that are not Encova Member Companies.

Section 4. Meetings of Members. Annual and special meetings of the Members shall be held at such time, date and place as specified by the Board of Directors in accordance with the Code of Regulations, and if not so specified, shall be held at fourth Monday of April of each year at a place determined by the Board of Directors. Each Member of record as of the record date for any meeting of Members shall be entitled to vote in person or by proxy at such meeting in accordance with procedures prescribed in the Bylaws.

Section 5. Voting Rights of Members.

(a) Each Member shall be entitled to one vote on each matter coming before a meeting of the Members and no more.

(b) If the declarations page of a policy identifies more than one named insured, it shall be presumed that the first named insured is entitled to vote on behalf of all the named insureds unless the Company is otherwise notified in writing. If more than one of the named insureds submits a vote and such votes conflict on any matter, then the most recently submitted vote shall be counted or, if it cannot be determined which is most recently submitted, the vote of the insured identified first in the declarations page shall be counted.

Section 6. Restrictions. No member may transfer any rights arising out of such Member's status as a Member.

Section 7. Rights in Surplus. In the event of the dissolution or liquidation of the Corporation, the surplus of cash or property of the Corporation remaining after payment of all liabilities of the Corporation shall be distributed to the Members at the time of such dissolution or liquidation in the same manner and in the same proportions as would be determined and made under the provisions of Ohio law applicable to distributions to policyholders upon the dissolution or liquidation of a domestic mutual insurance company.

Sixth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory Burton
Chairman of the Board

T.J. Obropta, Jr.

T.J. Obropta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesla Dorsey, Interim Director

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Encova Holdings, Inc.**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Encova Holdings, Inc. (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**ARTICLES OF INCORPORATION
OF
ENCOVA HOLDINGS, INC.**

First. The name of the corporation is Encova Holdings, Inc. (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio 43215.

Third. The Corporation is formed for the purpose of owning one hundred percent (100%) of the voting stock of Motorists Mutual Insurance Company, BrickStreet Mutual Insurance Company, Motorists Commercial Mutual Insurance Company, Iowa Mutual Insurance Company, Wilson Mutual Insurance Company and Phenix Mutual Fire Insurance Company; and acquiring, investing in, holding, distributing, hypothecating and selling interests in any other corporation, partnership or legal entity, and exercising all of the powers of an interest holder therein; and for the transaction of any or all lawful business for which intermediate holding company affiliates of mutual insurance holding companies may be incorporated under the laws of Ohio, as they may be amended from time to time.

Fourth. The Corporation shall have authority to issue one thousand five hundred (1,500) shares of common stock with no par value. At all times a majority of the voting shares of the Corporation shall be owned by Encova Mutual Insurance Group, Inc.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed by its officers duly authorized to do so and its corporate seal to be affixed as incorporator of Encova Holdings, Inc.

Gregory A. Burton
Gregory A. Burton
Chairman of the Board

Thomas J. Obrokta, Jr.
Thomas J. Obrokta, Jr.
President & CEO

Marchelle E. Moore
Marchelle E. Moore
Corporate Secretary



Department of Insurance

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

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November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Iowa Mutual Insurance Company**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Iowa Mutual Insurance Company (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IOWA MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Iowa Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton
Gregory A. Burton
Chairman of the Board

Grady B. Campbell
Grady B. Campbell
President

Marchelle E. Moore
Marchelle E. Moore
Corporate Secretary



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesla Dorsey, Interim Director

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November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Motorists Commercial Mutual Insurance Company**

Dear Lisa Haywood:

The Ohio Department of Insurance ("Department") is in receipt of the proposed Articles of Incorporation of Motorists Commercial Mutual Insurance Company ("Company").

Based upon my review, the Department extends its pre-clearance to the Company's proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTORISTS COMMERCIAL MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Motorists Commercial Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1000) shares of common stock with a par value of \$5,000 per share.

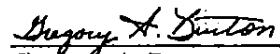
Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

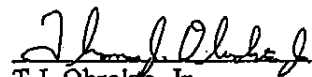
Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.



Gregory A. Burton
Chairman of the Board



T.J. Obrokta, Jr.
President & CEO



Marchelle E. Moore
Corporate Secretary



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

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November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Motorists Mutual Insurance Company**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Motorists Mutual Insurance Company (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTORISTS MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Motorists Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.

Gregory A. Burton

Gregory A. Burton
Chairman of the Board

T.J. Obrokta, Jr.

T.J. Obrokta, Jr.
President & CEO

Marchelle E. Moore

Marchelle E. Moore
Corporate Secretary



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

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November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St.; 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Phenix Mutual Fire Insurance Company**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Phenix Mutual Fire Insurance Company (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PHENIX MUTUAL FIRE INSURANCE COMPANY**

First. The name of the corporation is Phenix Mutual Fire Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

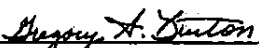
Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed

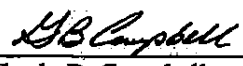
Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.

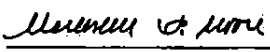
IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.



Gregory A. Burton
Chairman of the Board



Grady B. Campbell
President



Marchelle B. Moore
Corporate Secretary



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

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November 9, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Proposed Articles of Incorporation
Wilson Mutual Insurance Company**

Dear Lisa Haywood:

The Ohio Department of Insurance (“Department”) is in receipt of the proposed Articles of Incorporation of Wilson Mutual Insurance Company (“Company”).

Based upon my review, the Department extends its pre-clearance to the Company’s proposed Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance with this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Kevin Kinross, Esq. (via email only: kkinross@taftlaw.com)

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WILSON MUTUAL INSURANCE COMPANY**

First. The name of the corporation is Wilson Mutual Insurance Company (the "Corporation").

Second. The principal place of business of the Corporation shall be located at 471 E. Broad Street, Columbus, Ohio.

Third. The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all kinds of insurance described in and authorized by Section 3929.01 of the Ohio Revised Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

Fourth. The Corporation shall have authority to issue one thousand (1,000) shares of common stock with a par value of \$5,000 per share.

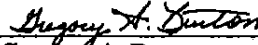
Fifth. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Sixth. The Incorporator shall be authorized open books for the subscription of the shares of stock in the Corporation at such times and places as it deems proper, and shall keep the books open until the full amount is subscribed


Seventh. The directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Eighth of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

Eighth. The existence of the Corporation shall be perpetual.


IN WITNESS WHEREOF, the undersigned have caused these Articles of Incorporation to be executed by its officers duly authorized to do so.



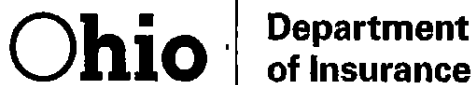
Gregory A. Burton
Chairman of the Board



Grady B. Campbell
President



Marchelle E. Moore
Corporate Secretary



Mike DeWine, Governor Tynesla Dorsey, Interim Director
Jon Husted, Lt. Governor

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November 30, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Motorists Life Insurance Company
 Proposed Amendment to Articles of Incorporation**

Dear Lisa:

On or about November 16, 2020, the Ohio Department of Insurance (“Department”) received a Certificate of Amendment to the Articles of Incorporation for Motorists Life Insurance Company (“Company”). The purpose of the proposed amendment is to change the name of Motorists Life Insurance Company to “Encova Life Insurance Company.”

Based upon my review, the Department extends its pre-clearance to the Company’s proposed amendment to the Articles of Incorporation. A copy of the Certificate of Amendment is attached to this correspondence for your consideration. Thank you for your assistance in this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Mike Riley (via email only: mike.riley@encova.com)

Enclosure