

PROXY STATEMENT

Your proxy, in the form enclosed, is solicited by the Board of Directors of Battle Creek Mutual Insurance Company (“Battle Creek” or the “Company”) for use at a Special Meeting of its members to be held on December 12, 2023 and any adjournment of that meeting, for the purposes set forth below. Only persons owning policies issued by Battle Creek that were in force at the close of business on October 9, 2023 are entitled to notice of and to vote at the Special Meeting. The Board of Directors urges you to sign and return your proxy even if you plan to attend the Special Meeting.

IMPORTANT NOTICE

The Plan of Conversion described in this Proxy Statement was approved by the North Dakota Insurance Department (the “Insurance Department”). Approval of the Plan of Conversion by the Insurance Department does not constitute or imply that the Insurance Department has endorsed the Plan of Conversion described in this Proxy Statement, nor does such approval constitute a recommendation by the Insurance Department on how you should vote on the Plan of Conversion.

Introduction

A special meeting of the Voting Members (defined below) of Battle Creek will be held at the Radisson Blu Hotel, 201 Fifth St N, Fargo, ND 58102 on Tuesday, December 12, 2023, at 10:00 a.m., local time (the “Special Meeting”). The purpose of the Special Meeting is to consider and vote upon a Plan of Mutual Property and Casualty Insurance Company Conversion (the “Plan of Conversion”) attached hereto as Exhibit A, including (i) the conversion of Battle Creek from a mutual insurance company to a stock insurance company, (ii) the issuance of all of the outstanding shares of Battle Creek, as converted, to Nodak Insurance Company, and (iii) the amendment of the articles of incorporation of Battle Creek in the form attached hereto as Exhibit B. The Plan of Conversion has been adopted by the Company’s Board of Directors and approved by the Insurance Department, and a copy of the Plan of Conversion is attached hereto as Exhibit A. Approval of the Plan of Conversion by two-thirds of the votes cast by Voting Members at the Special Meeting shall constitute approval of (i) the conversion of Battle Creek from a mutual insurance company to a stock insurance company, (ii) the issuance of all of the outstanding shares of Battle Creek, as converted, to Nodak Insurance Company, and (iii) the amendment of the articles of incorporation of Battle Creek in the form attached hereto as Exhibit B. If the Plan of Conversion is approved at the Special Meeting, Battle Creek will convert from a North Dakota mutual insurance company to a North Dakota stock insurance company (the “Conversion”) pursuant to the provisions of the North Dakota Mutual Property and Casualty Company Conversion Law (the “Act”), become a wholly owned subsidiary of Nodak Insurance Company, and amend its articles of incorporation in the form attached hereto as Exhibit B.

“Voting Members” are the persons who were named insureds under Battle Creek insurance policies that were in force on October 9, 2023, which is the record date for the Special Meeting established by the Board of Directors of the Company.

Overview of the Conversion

Battle Creek currently exists and operates as a mutual insurance company. This means that Battle Creek has no shareholders. Instead, Battle Creek has members consisting of the policyholders who have insurance coverage with Battle Creek. Battle Creek currently has 14,887 policyholders.

Through an Affiliation Agreement (the “Affiliation Agreement”) dated December 30, 2010 between Battle Creek and Nodak Insurance Company, Battle Creek is controlled by Nodak Insurance Company. Nodak Insurance Company is a wholly owned subsidiary of NI Holdings, Inc. (“NI Holdings”). In connection with the execution of the Affiliation Agreement, Nodak Insurance Company purchased a \$3.0 million surplus note (the “Surplus Note”) originally issued by Battle Creek. Pursuant to the Affiliation Agreement, so long as the Surplus Note remains outstanding, Nodak Insurance Company is entitled to appoint two-thirds of the members of the Board of Directors of Battle Creek. The remaining one-third of the members of the Board of Directors are elected by the policyholders of Battle Creek. Directors are elected from nominees that may be presented by the Battle Creek Board of Directors or policyholders of Battle Creek. Since December 30, 2010, no policyholder has presented a nominee for election to the Board of Directors of Battle Creek.

Under the Act, a North Dakota mutual insurance company that offers property and casualty insurance, such as Battle Creek, can adopt a plan to convert from a mutual insurance company to a stock insurance company. Mutual insurance companies may decide to convert into stock companies for many different reasons.

The Company’s Plan of Conversion consists of the following steps:

1. Battle Creek will convert to a stock company and change its name to “Battle Creek Insurance Company.” As part of the Conversion, Battle Creek will amend its articles of incorporation in the form attached hereto as Exhibit B. Battle Creek policyholders who formerly were “members” of Battle Creek will no longer be members of Nodak Insurance Company. The insurance policies issued by Battle Creek will remain in full force and effect and become insurance policies of Battle Creek Insurance Company. The conversion of Battle Creek to a stock insurance company will not change the price, benefits, renewability or any other feature, term, or condition of a policyholder’s insurance coverage.
2. Battle Creek Insurance Company will issue all of the outstanding shares of its common stock to Nodak Insurance Company in connection with the conversion of the Surplus Note. As a result, Battle Creek Insurance Company will become a wholly owned subsidiary of Nodak Insurance Company. Nodak Insurance Company will elect all the members of the board of directors of Battle Creek Insurance Company.
3. Policyholders of Battle Creek as of August 4, 2023 (the date the Plan of Conversion was adopted) will receive policyholder credits equal to \$30.00 per policyholder. Policyholder credits will be issued at the

renewal of such policy, after the effective date of the Conversion. Eligible policyholders whose policies were cancelled or not renewed after the adoption of the Plan of Conversion will receive a cash payment equal to \$30.00 per policyholder, in lieu of the policyholder credit. New policyholders who became policyholders after August 4, 2023 (the date the Plan of Conversion was adopted by the Board of Directors) will not be eligible to receive the policyholder credit.

Information Relating to Voting at the Special Meeting

In accordance with the terms of Battle Creek's articles of incorporation and bylaws, the terms of the Plan of Conversion, and the provisions of the Act, each Voting Member is entitled to notice of, and to vote at, the Special Meeting, and will be entitled at the Special Meeting to cast one vote, regardless of the number of policies of insurance held by that Voting Member. A person who is a Voting Member with reference to more than one policy shall have only one vote.

Approval of the Plan of Conversion, including (i) the conversion of Battle Creek from a mutual insurance company to a stock insurance company, (ii) the issuance of all of the outstanding shares of Battle Creek, as converted, to Nodak Insurance Company, and (iii) the amendment of the articles of incorporation of Battle Creek in the form attached hereto as Exhibit B, will require the affirmative vote, either in person or by proxy, of at least two-thirds of the votes cast at the Special Meeting.

Voting Members may vote at the Special Meeting or any adjournment thereof in person or by proxy. All properly executed proxies received by Battle Creek before the Special Meeting will be voted in accordance with the instructions indicated thereon. If no contrary instructions are given, such proxies will be voted in favor of the Plan of Conversion. If any other matters are properly presented before the Special Meeting, the proxies solicited hereby will be voted on such matters by the proxyholders according to their discretion. Any Voting Member giving a proxy will have the right to revoke his or her proxy at any time before it is voted by delivering written notice or a duly executed proxy bearing a later date to the Secretary of Battle Creek at any time prior to or at the Special Meeting or by attending the Special Meeting and voting in person.

The proxies solicited hereby will be used only at the Special Meeting and at any adjournment thereof. They will not be used at any other meeting.

The Parties

Battle Creek

Battle Creek Mutual Insurance Company is a North Dakota mutual insurance company originally organized in Nebraska as a Nebraska mutual insurance company. In 2022, Battle Creek redomesticated as a North Dakota mutual insurance company. Its main offices are located at 1101 First Avenue, Fargo, North Dakota 58102, and its telephone number is (701) 298-4200. At December 31, 2022, Battle Creek had total consolidated assets of

\$34.2 million and total equity of \$5.7 million. During 2022, Battle Creek had direct written premiums of \$47.6 million. Battle Creek is currently a mutual property and casualty insurance company writing personal auto, homeowners, and farm coverages. Battle Creek currently has 14,887 policyholders.

Nodak Insurance Company

Nodak Insurance Company is a North Dakota stock insurance company. The executive offices of Nodak Insurance Company are located at 1101 First Avenue, Fargo, North Dakota 58102. Nodak Insurance Company's Board of Directors consists of nine members, five of whom currently serve as directors of Battle Creek.

Through the Affiliation Agreement, Battle Creek is controlled by Nodak Insurance Company. Nodak Insurance Company is a wholly owned subsidiary of NI Holdings. In connection with the execution of the Affiliation Agreement, Nodak Insurance Company purchased the Surplus Note. Pursuant to the Affiliation Agreement, so long as the Surplus Note remains outstanding, Nodak Insurance Company is entitled to appoint two-thirds of the members of the Board of Directors of Battle Creek. The remaining one-third of the members of the Board of Directors are elected by the policyholders of Battle Creek. Directors are elected from nominees that may be presented by the Battle Creek Board of Directors or policyholders of Battle Creek. Since December 30, 2010, no policyholder has presented a nominee for election to the Board of Directors of Battle Creek.

The Conversion

The Act provides two approaches to effecting a conversion of a mutual insurance company to a stock insurance company.

Under the standard plan of conversion, described in Section 26.1-12.2-03 of the Act, the converting mutual insurance company would be required to provide subscription rights to members to purchase shares of the converted stock insurance company's common stock at a price per share determined based on the valuation of the mutual insurance company, with the number of shares available for purchase by each member generally determined by the company using a fair and equitable method. Members could then choose to (a) exercise the subscription rights and purchase shares of common stock of the converted company or (b) not exercise the subscription rights and require the company to redeem the subscription rights at the dollar value of the subscription rights, determined using the Black-Scholes option pricing model or another generally accepted option pricing model. Any shares not subscribed for would need to be sold in a public offering (or a private placement if the number of shares of common stock not subscribed for was small), or to a standby investor or another corporation participating in the conversion.

Under the alternative plan for conversion, described in Section 26.1-12.2-05 of the Act, the mutual insurance company may adopt a plan of conversion that does not rely on the issuance of subscription rights to members. Such alternative plan of conversion may provide for issuing stock, cash, policyholder credits, or other consideration, or any combination of the foregoing, to policyholders instead of subscription rights.

Battle Creek has determined to effect the conversion under the alternative plan of conversion, pursuant to Section 26.1-12.2-05. We believe the alternative plan of conversion contemplated in Section 26.1-12.2-05 is intended to be utilized for companies like Battle Creek when the costs of complying with procedures relating to a standard plan of conversion are extensive compared to the value of the subject company. In addition, we believe that by complying with the terms of the alternative plan of conversion, the vast majority of policyholders of Battle Creek will be better off than if we adopted a standard plan of conversion.

Battle Creek's Board of Directors adopted the Plan of Conversion on August 4, 2023. The Conversion involves a series of transactions by which Battle Creek will convert from a mutual insurance company to a stock insurance company. Following the Conversion, Battle Creek will become a wholly owned subsidiary of Nodak Insurance Company. No subscription rights will be issued to policyholders of Battle Creek. Instead, Battle Creek will issue to policyholders of Battle Creek as of August 4, 2023 (the date the Plan of Conversion was adopted) a policyholder credit equal to \$30.00 per policyholder. Policyholder credits will be issued at the renewal of such policy, after the effective date of the Conversion. Eligible policyholders whose policies were cancelled or not renewed after the adoption of the Plan of Conversion will receive a cash payment equal to \$30.00 per policyholder, in lieu of the policyholder credit. New policyholders who became policyholders after August 4, 2023 (the date the Plan of Conversion was adopted by the Board of Directors) will not be eligible to receive the policyholder credit.

Completion of the Conversion is subject to various conditions, including approval of the Conversion by the Voting Members of Battle Creek and receipt of all necessary regulatory approvals.

Battle Creek's Reasons for the Conversion

The Board of Directors of Battle Creek has determined that effecting the Conversion under the alternative plan of conversion process provided for in Section 26.1-12.2-05 of the Act will enhance the Company's strategic and financial flexibility by streamlining the corporate governance processes of Battle Creek and reducing related expenses. As a mutual insurance company, Battle Creek's policyholders elect one-third of Battle Creek's directors. Meetings of Battle Creek's policyholders are held annually to elect directors and approve other required actions. Battle Creek incurs expenses in connection with preparing and distributing notices and conducting such meetings. With Nodak Insurance Company as Battle Creek's sole stockholder, such expenses will be eliminated. In addition, converting Battle Creek to a stock insurance company would align its structure with that of NI Holdings' other direct and indirect insurance company subsidiaries, which we believe would promote greater efficiency in managing NI Holdings' group of insurance company subsidiaries, including Battle Creek.

Effects of the Conversion on Policyholders

In General

Each policyholder in a mutual insurance company, such as Battle Creek, has certain interests in the insurance company issuing the policy, including the contractual right to insurance coverage and the right to vote

when provided by the company's articles of incorporation or bylaws or as provided by law. Policyholders also may have the right to share in a liquidating distribution of the insurer's net worth if the insurer were to voluntarily dissolve and liquidate its business and properties.

A policyholder of a mutual insurance company must have an in-force insurance policy issued by that company in order to be a member of that company. However, this interest as a member has no market value because it cannot be separated from the underlying policy and, in any event, is not transferable. A policyholder whose policy is cancelled, terminated, or not renewed will lose his or her interest as a member. As of the completion of the Conversion, all membership interests in Battle Creek, except contract rights under policies of insurance, will terminate and policyholders of Battle Creek as of August 4, 2023 (the date the Plan of Conversion was adopted) will receive policyholder credits equal to \$30.00 per policyholder. Policyholder credits will be issued at the renewal of such policy, after the effective date of the Conversion. Eligible policyholders whose policies were cancelled or not renewed after the adoption of the Plan of Conversion will receive a cash payment equal to \$30.00 per policyholder, in lieu of the policyholder credit.

If the Plan of Conversion is not approved by two-thirds of the votes cast by Voting Members at the Special Meeting, or if the Conversion is not completed for any other reason, Battle Creek will continue to operate as a mutual insurance company. In that case, members will retain the rights described above.

Continuity of Insurance Coverage and Business Operations

Battle Creek's conversion to stock form will not change the insurance protection or premiums under Battle Creek's in-force insurance policies. During and after the Conversion, the normal business of issuing insurance policies and paying claims will continue without change or interruption. After the Conversion, the Converted Stock Company will continue to provide insurance coverage and services to its policyholders under in-force policies.

Voting Rights

After the Conversion, the voting rights of all members of Battle Creek will cease. Policyholders will no longer have the right to vote on any matter involving the Converted Stock Company. Nodak Insurance Company will own all of the outstanding shares of the Converted Stock Company capital stock and will elect all of the directors of the Converted Stock Company.

Voting rights in Nodak Insurance Company are held by NI Holdings. Because approximately 60% of the outstanding shares of NI Holdings common stock are owned by Nodak Mutual Group, the board of directors of Nodak Mutual Group will be able to control the election of directors of NI Holdings, which will, in turn, control the election of directors of Nodak Insurance Company and the Converted Stock Company.

Policyholder Dividends

Battle Creek has no in-force insurance policies that “participate” or provide for the payment of policy dividends. Therefore, the Conversion will not cause any policyholder to lose dividend rights or expectancies that may have existed in the period when Battle Creek operated as a mutual insurance company.

Rights Upon Dissolution After Conversion

After the Conversion, policyholders will have no right to receive a pro rata distribution of any remaining surplus of the Converted Stock Company upon its dissolution. Instead, this right will vest in Nodak Insurance Company, as the sole shareholder of the Converted Stock Company.

Determination of the Policyholder Credits

In accordance with the alternative plan of conversion under Section 26.1-12.2-05 of the Act, policyholders will not receive subscription rights to purchase shares of common stock of the Converted Stock Company. Instead, policyholders will receive a policyholder credit equal to \$30.00 per policyholder. Policyholder credits will be issued at the renewal of such policy, after the effective date of the Conversion. Eligible policyholders whose policies were cancelled or not renewed after the adoption of the Plan of Conversion will receive a cash payment equal to \$30.00 per policyholder, in lieu of the policyholder credit.

New policyholders who became policyholders after August 4, 2023 (the date the Plan of Conversion was adopted by the Board of Directors) will not be eligible to receive the policyholder credit. Such policyholders have the right to cancel their policy and receive a pro rata refund of unearned premiums. However, if such policyholders have made or filed a claim under their policy, they will not be entitled to any refund. In addition, if such policyholders cancel their policy and receive a pro rata refund of unearned premiums, they will not be entitled to make or file any claim under such policy.

In determining to utilize the alternative conversion process under Section 26.1-12.2-05 of the Act without issuing subscription rights and to instead provide policyholder credits, the Board of Directors of Battle Creek considered, among other factors, (i) the valuation of Battle Creek, (ii) the expected redemption value of subscription rights to purchase shares of the Converted Stock Company’s common stock, (iii) the additional expenses that would be incurred pursuing a standard plan of conversion, and (iv) the corporate governance and other advantages that would be realized with Nodak Insurance Company as the sole stockholder of the Converted Stock Company.

We believe that, if issued, subscription rights would have a total redemption value of approximately \$15.45 per policyholder. In addition, we believe that, based on our experience with the conversion of Nodak Insurance Company from a mutual insurance company to a stock insurance company and the valuation of Battle Creek, more than 90% of Battle Creek policyholders would likely choose to receive the redemption value of the subscription rights, rather than exercising them to purchase shares of the Converted Stock Company’s common stock. The

policyholder credit of \$30.00 provides a premium of approximately 94% compared to the estimated redemption value of subscription rights per policyholder. Therefore, we believe that the policyholder credit provides greater financial benefit to policyholders than the subscription rights.

Issuing subscription rights would require Battle Creek to incur significant additional costs to obtain an independent evaluation of the valuation of the Company and the redemption value of the subscription rights. We would also be required to prepare extensive additional documentation relating to the subscription rights and related processes, which would require additional time and attention from Battle Creek's management team and expenses relating to outside advisors, including legal and accounting fees. Compared with the value of Battle Creek, we do not believe such additional expenses would provide greater benefits to the policyholders.

We believe that converting Battle Creek to a stock insurance company and wholly owned subsidiary of Nodak Insurance Company will also provide more streamlined corporate governance processes, which will reduce expenses in the future. For example, as a mutual insurance company, Battle Creek's policyholders elect one-third of Battle Creek's directors. Meetings of Battle Creek's policyholders are held annually to elect directors and approve other required actions. Battle Creek incurs expenses in connection with preparing and distributing notices and conducting such meetings. With Nodak Insurance Company as the Converted Stock Company's sole stockholder, such expenses will be eliminated. In addition, converting Battle Creek to a stock insurance company would align its structure with that of NI Holdings' other direct and indirect insurance company subsidiaries, which we believe would promote greater efficiency in managing NI Holdings' group of insurance company subsidiaries, including the Converted Stock Company.

For the reasons described above, we believe that the policyholder credit is appropriate.

Tax Effects

Tax Effects to the Company

We believe that, for federal income tax purposes, the conversion of the Company from a mutual insurance company to a stock insurance company will be a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that the Company, in either its pre-conversion mutual insurance company form or in its post-conversion stock form, will not recognize gain or loss as a result of the conversion. The Company in its post-conversion stock form will constitute the same taxable entity as the Company in its pre-conversion mutual insurance company form. The tax attributes of the Company in its pre-conversion mutual insurance company form will remain unchanged as tax attributes of the Company in its post-conversion stock form. Thus, the Company's basis in its assets, holding period for its assets, net operating loss carryovers, if any, capital loss carryovers, if any, earnings and profits and accounting methods will not be changed by reason of the conversion.

Tax Effects to Policyholders

Policyholders are encouraged to consult with their tax advisors about the U.S. federal, state, local, and non-U.S. income and other tax consequences of the receipt of the policyholder credit as a result of the Conversion. Generally, the federal income tax consequences of the receipt of policyholder credits are uncertain. They present novel issues of tax law that are not adequately addressed by any direct authorities. We believe that the receipt of policyholder credits likely should not be taxable to eligible members. **However, you should consult your tax advisors with respect to the potential tax consequences to you of the receipt of the policyholder credit, based on your particular circumstances.**

If your policy with the Company is cancelled or not renewed prior to the effective date of the Conversion, you will receive a cash payment of \$30.00 per policyholder in lieu of a policyholder credit. We believe that the receipt of a cash payment in lieu of the policyholder credit generally may result in a taxable gain to a member, which generally should be treated as a long-term capital gain if the member has held its membership rights for more than one year. **You should consult your tax advisors with respect to the potential tax consequences to you of the receipt of a cash payment in lieu of the policyholder credit, based on your particular circumstances.**

Battle Creek's Amended Articles of Incorporation and Bylaws

The Plan of Conversion also provides that the articles of incorporation and bylaws of Battle Creek will be amended in connection with the conversion of Battle Creek. The following is a summary of certain provisions of the Amended Articles of Incorporation and bylaws of Battle Creek, which will become effective upon the conversion of Battle Creek from a mutual insurance company to a stock insurance company.

Amended Articles

The amended Articles of Incorporation will, among other things, change the name of Battle Creek to "Battle Creek Insurance Company," authorize Battle Creek Insurance Company to issue 300,000 shares of common stock, and eliminate or revise other provisions currently required for a mutual insurance company. All of Battle Creek Insurance Company's outstanding common stock will be owned by Nodak Insurance Company. Accordingly, exclusive voting rights with respect to the affairs of Battle Creek Insurance Company after the Conversion will be vested in the Board of Directors of Nodak Insurance Company. Current members of Battle Creek will not have any voting rights with respect to the Converted Stock Company and, following the conversion, will not be able to vote on any matter involving the Converted Stock Company.

The amended Articles of Incorporation will provide that such Articles may be further amended only if such amendment is approved by the Board of Directors of the Converted Stock Company, and, if and to the extent required by law, approved by the Insurance Department and Nodak Insurance Company as the sole shareholder of the Converted Stock Company.

A copy of the Articles of Amendment to the Articles of Incorporation is attached hereto as Exhibit B.

Amended Bylaws

Battle Creek’s amended bylaws will make conforming changes to reflect the Converted Stock Company’s status as a stock insurance company, including removing references to “members,” and eliminate the provisions that currently provide that two-thirds of the members of the Board of Directors are elected by Nodak Insurance Company, with the remaining one-third elected by the members. In the future, the bylaws may be amended by a majority vote of the Board of Directors of Battle Creek or by Nodak Insurance Company as Battle Creek’s sole shareholder.

A copy of the amended bylaws, with changes from the existing bylaws marked, is attached hereto as Exhibit C.

Termination of the Plan of Conversion

The Plan of Conversion may be terminated at any time prior to the effective date of the Conversion by the Board of Directors of Battle Creek.

Interpretation and Amendment of the Plan of Conversion

All interpretations of the Plan of Conversion by the Boards of Directors of Battle Creek and Nodak Insurance Company will be final, conclusive and binding upon all persons. The Plan of Conversion may be amended by Battle Creek’s Board of Directors at any time before it is approved by the Insurance Department. The Plan of Conversion was approved by the Insurance Department on September 29, 2023.

Required Vote

Approval of the Plan of Conversion, including (i) the conversion of Battle Creek from a mutual insurance company to a stock insurance company, (ii) the issuance of all of the outstanding shares of Battle Creek, as converted, to Nodak Insurance Company, and (iii) the amendment of the articles of incorporation of Battle Creek in the form attached hereto as Exhibit B, will require the affirmative vote, either in person or by proxy, of at least two-thirds of the votes cast by Voting Members at the Special Meeting.

* * * * *

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommends that you vote “FOR” approval of the Plan of Conversion, including (i) the conversion of Battle Creek from a mutual insurance company to a stock insurance company, (ii) the

issuance of all of the outstanding shares of Battle Creek, as converted, to Nodak Insurance Company, and (iii) the amendment of the articles of incorporation of Battle Creek in the form attached hereto as Exhibit B.

ADDITIONAL INFORMATION

WE URGE YOU TO CONSIDER CAREFULLY THIS PROXY STATEMENT. WHETHER OR NOT YOU PLAN TO BE PRESENT IN PERSON AT THE SPECIAL MEETING, WE REQUEST THAT YOU FILL IN, DATE, SIGN, AND RETURN THE ENCLOSED PROXY AS SOON AS POSSIBLE TO ASSURE THAT YOUR VOTE WILL BE COUNTED. THIS WILL NOT PREVENT YOU FROM VOTING IN PERSON IF YOU ATTEND THE SPECIAL MEETING. YOU MAY REVOKE YOUR PROXY BY WRITTEN INSTRUMENT DELIVERED TO MICHAEL J. ALEXANDER, PRESIDENT AND CEO OF BATTLE CREEK, AT ANY TIME PRIOR TO OR AT THE SPECIAL MEETING OR BY ATTENDING THE SPECIAL MEETING AND VOTING IN PERSON. YOUR PROXY SHOULD BE COMPLETED, SIGNED, AND MAILED USING THE ENCLOSED ENVELOPE SO THAT IT IS RECEIVED ON OR BEFORE DECEMBER 7, 2023.

THIS PROXY STATEMENT IS NOT AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE CONVERSION STOCK.

October 12, 2023

Fargo, North Dakota

EXHIBIT A

PLAN OF CONVERSION

Battle Creek
Mutual Insurance Company

Plan of Mutual Property and Casualty Insurance
Company Conversion

Pursuant to Chapter 26.1-12.2 of the Century Code of North Dakota

As Approved by the Board of Directors
On August 4, 2023

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Plan of Mutual Property and Casualty Insurance Company Conversion
of
Battle Creek Mutual Insurance Company
August 4, 2023

RECITALS

Battle Creek Mutual Insurance Company (the “Company” or “Battle Creek”) is a North Dakota domestic mutual insurance company. Through an Affiliation Agreement (the “Affiliation Agreement”) dated December 30, 2010 between Battle Creek and Nodak Insurance Company (the “Stock Holding Company” or “Nodak Insurance”), Battle Creek is controlled by Nodak Insurance. Nodak Insurance is a wholly owned subsidiary of NI Holdings, Inc. (“NI Holdings”). Nodak Mutual Group, Inc. owns approximately 60% of the outstanding common stock of NI Holdings.

In connection with the execution of the Affiliation Agreement, described above, Nodak Insurance purchased a \$3.0 million surplus note (as amended, the “Surplus Note”) originally issued by Battle Creek. The Surplus Note was amended and restated on August 4, 2023. The surplus note bears interest at an annual rate of 1.0% and matures on December 30, 2040. There is currently approximately \$3.0 million in principal and accrued interest outstanding under the surplus note. On the Effective Date, the Surplus Note will convert into shares of common stock of Battle Creek, as converted, representing all of the issued and outstanding shares of common stock of Battle Creek, as converted.

The Company proposes to convert itself pursuant to the provisions of § 26.1-12.2 *et seq.* of the Century Code of North Dakota (the “Conversion Law”) under an alternative plan of conversion pursuant § 26.1-12.2-05 of the Conversion Law by converting the Company from an incorporated mutual insurance company into an incorporated stock insurance company, which will then be a wholly-owned subsidiary of the Stock Holding Company. All of the foregoing actions, as further described in this Plan, constitute the “Conversion.” As a result of the Conversion, the members of the Company will receive a policyholder credit equal to \$30.00 per policyholder.

The Board of Directors of the Company believes the Conversion to be in the best interests of the Company and that it is fair and equitable to its members. At a meeting duly called and held on August 4, 2023 (the “Adoption Date”), the Board of Directors of the Company unanimously approved the Conversion and adopted this Plan of Conversion (the “Plan”) and authorized and directed the execution of this Plan of Conversion providing for the conversion of the Company in accordance with the requirements of the Conversion Law, and otherwise in accordance with the terms and subject to the conditions as provided in this Plan.

The Board of Directors of the Company has directed that this Plan be filed with the North Dakota Insurance Department (the “Department”) for review and approval as provided by law.

The Board of Directors of the Company has directed that this Plan be submitted to the Voting Members (as defined in Article I) of the Company for approval in accordance with the Conversion Law and the Company’s articles of incorporation and bylaws.

ARTICLE I
DEFINITIONS

As used in this Plan, the following words or phrases have the following meanings. Terms defined in the Recitals shall have the meanings given to such terms therein. Such definitions shall be equally applicable to both the singular and plural forms of any of the terms herein defined.

“Adoption Date” has the meaning specified in the Recitals.

“Affiliate” means a Person who, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with the Person specified or who is acting in concert with the Person specified.

“Affiliation Agreement” has the meaning specified in the Recitals.

“Application” has the meaning specified in Section 3.1.

“Business Corporation Act” means § 10-19.1-00.1 et seq. of the Century Code of North Dakota.

“Code” means the Internal Revenue Code of 1986, as amended.

“Closing” means the closing of the transactions contemplated by this Plan, which shall occur on the Effective Date, including (i) the conversion of the Company from a mutual insurance company to a stock insurance company pursuant to this Plan by the filing of the Amended Articles with the office of the Secretary of State of North Dakota and (ii) the issuance of the shares of common stock of the Converted Stock Company to the Stock Holding Company.

“Commissioner” means the Insurance Commissioner of the State of North Dakota.

“Company” has the meaning specified in the Recitals.

“Conversion” has the meaning specified in the Recitals.

“Conversion Law” has the meaning specified in the Recitals.

“Converted Stock Company” has the meaning specified in Section 2.3.

“Department” has the meaning specified in the Recitals.

“Director” means any member of the Board of Directors of the Company.

“Effective Date” has the meaning specified in Section 5.3.

“Eligible Member” means a member of the Company whose Policy is in force on the Adoption Date.

“Employee” means any natural person who is a full or part-time employee of the Company.

“Insider” means any Officer or Director.

“Insurance Law” means § 26.1-01 et seq. of the Century Code of North Dakota.

“Membership Interests” means the rights of a member as a member of the Company to vote as provided for in the articles of incorporation and bylaws of the Company and such other rights as are provided by statute, but shall not include any other right expressly conferred by any Policy.

“Members Meeting” has the meaning specified in Section 5.2(a).

“NI Holdings” has the meaning specified in the Recitals.

“Notice of Special Meeting” has the meaning specified in Section 5.2.

“Officer” means the President, the Chairman, the Executive Vice President and Chief Executive Officer, the Chief Financial Officer, and any Vice President of the Company.

“Participating Policy” means a policy that grants the holder the right to receive dividends if, as, and when declared by the Company.

“Plan” means this Plan of Conversion, including all Exhibits hereto, as the same may be amended from time to time in accordance with Section 6.6.

“Person” means an individual, partnership, firm, association, corporation, joint-stock company, limited liability company, trust, government or governmental agency, state or political subdivision of a state, public or private corporation, association, estate, trustee, or fiduciary, or any similar legal entity.

“Plan” has the meaning specified in the Recitals.

“Policy” means an insurance policy, in force, issued by the Company.

“Post-Adoption Member” means any Person who becomes a member of the Company after the Adoption Date but prior to the Voting Record Date.

“Amended Articles” has the meaning specified in Section 2.7.

“Amended Bylaws” has the meaning specified in Section 2.7.

“Stock Holding Company” has the meaning specified in the Recitals.

“Surplus Note” has the meaning specified in the Recitals.

“Voting Member” means an Eligible Member who is also a member of the Company as of the Voting Record Date.

“Voting Record Date” means the date set by the Board of Directors of the Company to determine the Eligible Members entitled to vote at the Members Meeting, which date shall not be more than ninety (90) days prior to the date of the Members Meeting.

ARTICLE II **CONVERSION**

2.1 *The Conversion.* On the Effective Date and in accordance with the terms of this Plan and the provisions of the Conversion Law as an alternative plan of conversion under § 26.1-12.2-05 of the Conversion Law, and the Business Corporation Act, the Company shall be converted to a stock insurance company, with the corporate existence of the Company continuing as a stock insurance company without interruption, all in accordance with this Plan.

2.2 *Reasons for the Conversion.* The Conversion will enhance the Company’s strategic and financial flexibility by streamlining the corporate governance processes of the Company, aligning the Company’s structure with that of NI Holdings’ other direct and indirect insurance company subsidiaries, reducing related expenses, and promoting greater efficiency in managing NI Holdings’ group of insurance company subsidiaries, including the Company.

2.3 *Conversion into Stock Insurance Company.* On the Effective Date, the Company shall be converted into a stock insurance company (the “Converted Stock Company”) authorized to issue capital stock and shall change its corporate name to “Battle Creek Insurance Company”.

2.4 *Continuation of Corporate Existence.* The corporate existence of the Company shall be continued in the Converted Stock Company. All rights, franchises and interests of the Company in and to any type of property, real, personal, mixed, tangible or intangible, held immediately prior to the Effective Date shall be deemed transferred to and vested in the Converted Stock Company without further act or deed. Simultaneously, the Converted Stock Company shall be deemed to have assumed all obligations and liabilities of the Company that existed immediately prior to the Effective Date.

2.5 *Articles of Incorporation and Bylaws of the Converted Stock Company.* On the Effective Date, the articles of incorporation and bylaws of the Converted Stock Company shall, without further act or deed, be amended in the form attached hereto as **Exhibit A** (the “Amended Articles”) and as **Exhibit B** (the “Amended Bylaws”).

2.6 *Effect of Conversion on Existing Policies.* On and after the Conversion, every Policy which is in force on the Effective Date shall continue in force under the terms of such Policy, except that on the Effective Date the following rights, to the extent that such rights existed, shall be extinguished:

(a) all voting rights provided under such Policy;

(b) any right to share in the surplus of the Company, unless such right is expressly provided for under the terms of such Policy; and

(c) any assessment provisions included in such Policy.

2.7 *Issuance of Policyholder Credits.* The Company will issue to each policyholder holding a policy with the Company on the Adoption Date a policyholder credit equal to \$30.00 per policyholder at the time of the policy’s renewal, after the Effective Date, without any further action required from the policyholder. Any policyholder holding a policy with the Company on the Adoption Date whose policy is cancelled or not renewed prior to the issuance of such policyholder credit will receive a cash payment equal to \$30.00 per policyholder. New policyholders who receive policies after the Adoption Date will not receive a policyholder credit.

2.8 *Issuance of Shares of Capital Stock.* On the Effective Date, the Surplus Note will be converted into shares of common stock of the Converted Stock Company, representing all of the outstanding shares of the common stock of the Converted Stock Company, with such shares issued to the Stock Holding Company as described in **ARTICLE IV**.

2.9 *Participating Policies.* Policyholders under any Participating Policy in force on the Effective Date shall continue to have the right to receive dividends as provided in the Participating Policy.

ARTICLE III **APPLICATION**

3.1 *Filing of Application for Approval of Plan.* Within 90 days after adoption of this Plan by the Board of Directors of the Company and prior to submission of this Plan to Voting Members for approval at the Members Meeting, the Company shall file an application with the Department in accordance with § 26.1-12.2-02 of the Century Code (the “Application”). The Application shall contain the following:

(a) A copy of this Plan;

(b) The application fee required by § 26.1-12.2-02(2)(f) of the Century Code;

(c) The form of notice to be given to Voting Members pursuant to Section 5.2(b) of this Plan;

(d) The form of proxy to be solicited from Voting Members pursuant to Section 5.2(c) of this Plan;

(e) The form of notice required by § 26.1-12.2-09 of the Century Code to be given to Post-Adoption Members; and

(f) Copies of the Amended Articles and Amended Bylaws.

3.2 Notice to Eligible Members. Upon the filing of the Application, the Company shall send a notice by first class mail to each Eligible Member (as such address appears on the records of the Company), which notice shall: (i) advise each Eligible Member of the adoption of this Plan, (ii) advise each Eligible Member of the filing of this Plan with the Department, (iii) notify each Eligible Member of his or her right to provide comments on this Plan to the Department and the Company within thirty (30) days after the date of such notice, (iv) advise each Eligible Member of the procedure to be followed in providing comments on this Plan, (v) notify each Eligible Member of his or her right to request and receive a copy of this Plan, and (vi) disclose to such Eligible Member that the initial Plan is not the final approved Plan and that the Commissioner's approval, if any, of the final Plan does not constitute or imply endorsement of this Plan or the Conversion by the Commissioner or the Department.

ARTICLE IV **ISSUANCE OF COMMON STOCK AND RELATED MATTERS**

4.1 Issuance of Shares. Upon the Conversion, the outstanding principal under the Surplus Note will convert into 300,000 shares of the Converted Stock Company's common stock, in accordance with the terms of the Surplus Note, representing all of the outstanding shares of common stock on the Effective Date, and such shares shall be issued to the Stock Holding Company.

4.2 Purchases by Directors and Officers Following Conversion. Without the prior approval of the Commissioner, directors and officers of the Converted Company shall be prohibited for a period of three (3) years following the Effective Date from purchasing shares of stock of the Converted Company, except as permitted under § 26.1-12.2-03(9) of the Century Code.

4.3 Purchases of Common Stock by the Converted Company or the Stock Holding Company Following Conversion. Without the prior approval of the Commissioner, for a period of two (2) years from the Effective Date, the Converted Company shall not repurchase any common stock from any Person, except that this restriction shall not apply to either:

(a) A repurchase on a pro rata basis pursuant to an offer made to all shareholders of the Converted Company; or

(b) A purchase in the open market by a tax-qualified or nontax-qualified employee stock benefit plan in an amount reasonable and appropriate to fund such tax-qualified or nontax-qualified employee stock benefit plan.

ARTICLE V **APPROVAL, CONDITIONS AND EFFECTIVE** **DATE OF CONVERSION AND REORGANIZATION**

5.1 Approval by the Commissioner. The Board of Directors of the Company has directed that this Plan be submitted to the Department for review and approval as provided by law. The Company shall file an application with the Department and obtain the Commissioner's approval of this Plan as required by the Conversion Law.

5.2 Approval by Voting Members.

(a) Voting Members' Meeting. This Plan is subject to approval by the Voting Members. After this Plan has been approved by the Department, the Company shall hold a meeting of the Voting Members (the "Members Meeting") at which Voting Members shall be entitled to vote on the proposal to approve this Plan. Approval of this Plan is subject to the affirmative vote of at least two-thirds of the votes cast by Voting Members at the Members Meeting, *provided* that a quorum is present. Each Voting Member shall be entitled to cast one vote. Voting Members may vote in person or by proxy.

(b) Notice of Members' Meeting. The Members Meeting shall be held not less than sixty (60) days from the date notice of the Members Meeting is given. Notice of the Members Meeting to act on this

Plan shall be given to each Voting Member at the Voting Member's address as shown on the Company's records and published twice in the official newspaper of the county in which the principal office of the Company is located, in accordance with the Company's Bylaws.

(c) Content of Notice. The notice of the Members Meeting shall contain, among other things, the information and notices required under the provisions of the Conversion Law and by the Department and shall be accompanied by a form of proxy permitting the Eligible Members to vote FOR or AGAINST this Plan. Approval by the Voting Members of this Plan shall constitute approval by the Eligible Members of the Amended Articles and the Amended Bylaws.

5.3 Conditions and Effective Date. Upon satisfaction of all conditions as provided in Subsections (a), (b) and (c) of this Section 5.3, the Company shall file the Amended Articles with the Department. In addition, the Converted Stock Company shall file with the Department a copy of the minutes of the Members Meeting together with a copy of the Amended Bylaws. This Plan shall become effective on the date (the "Effective Date") that all of the provisions of this Section 5.3 have been satisfied, including approval of the Plan and the Amended Articles by the Voting Members, and the Amended Articles have been filed with the office of the North Dakota Secretary of State in the manner provided by the North Dakota Business Corporation Act.

(a) Voting Members' Approval. The Conversion shall not become effective unless this Plan shall have been approved by the Voting Members as provided in Section 5.2(a).

(b) Regulatory Approvals. The Conversion shall not become effective unless:

(i) This Plan shall have been approved by the Department as provided in Section 5.1;

(ii) The Amended Articles as provided in Section 2.5 shall have been approved by the Department and filed with the North Dakota Secretary of State; and

(iii) The form of notice to Voting Members and the form of proxy as provided in Section 5.2(c) shall have been approved by the Department.

ARTICLE VI ADDITIONAL PROVISIONS

6.1 No Transfer or Exchange. The Conversion shall not be construed to result in any reinsurance or in any real or constructive issuance or exchange of any insurance policy or contract or any other transfer of any assets, rights or obligations of the Company.

6.2 Directors and Officers. Each director and officer of the Company, or their successors, to the extent they still hold such positions on the Effective Date, shall serve as the directors and officers of the Converted Stock Company on and after the Effective Date, until new directors and officers have been duly elected and qualified pursuant to the Amended Articles and the Amended Bylaws.

6.3 Conflict of Interest. No director, officer, agent or employee of the Company or other Person shall receive any fee, commission or other valuable consideration, other than such Person's regular salary or compensation, for in any manner aiding, promoting, arranging, or assisting in the Conversion except as set forth in this Plan. This Section 6.3 shall not prohibit the payment of reasonable fees and compensation to attorneys, accountants or actuaries for services performed in the independent practice of their professions notwithstanding the fact that such attorney, accountant or actuary is a member of the Board of Directors of the Company.

6.4 Notices. If the Company complies substantially and in good faith with the notice requirements of the Conversion Law, its failure to give any member of the Company a required notice shall not impair the validity of the action taken under the Conversion Law or this Plan.

6.5 Assets of Stock Holding Company. If for any reason the Converted Stock Company becomes subject to rehabilitation or liquidation proceedings under applicable law, then pursuant to North Dakota Century Code 26.1-06.1, the assets of the Stock Holding Company are considered to be the assets of the Converted Stock Company for purposes of satisfying the claims and obligations of the Converted Stock Company's policyholders.

6.6 Amendment of Plan; Withdrawal of Plan. At any time before approval of the Plan by the Commissioner, the Board of Directors of the Company, by affirmative vote of not less than two-thirds of its members, may amend or withdraw this Plan. No Person shall have any rights or claims against the Company or its Board of Directors based on withdrawal of this Plan.

6.7 Corrections. The Company may, until the Effective Date, by an instrument executed by its Chairman of the Board, President, Executive Vice President and Chief Executive Officer, Chief Financial Officer, Vice Chairman of the Board, or any Vice President, attested by its Secretary or Assistant Secretary under the Company's corporate seal and submitted to the Department, make such modifications as are appropriate to correct errors, clarify existing items or make additions to correct manifest omissions in this Plan, including the Exhibits hereto. The Company may in the same manner also make such modifications as may be required by the Department after the filing of the application for review and approval of this Plan as a condition of approval of the Conversion.

6.8 Costs and Expenses. All costs and expenses incurred in connection with this Plan shall be paid either by the Company or the Converted Stock Company.

6.9 Limitation on Actions. Any action challenging the validity of or arising out of any act taken or proposed to be taken under the Conversion Law or this Plan must be commenced on or before the later of (i) sixty (60) days after approval of the Plan by the Commissioner, and (ii) within thirty (30) days after the notice of the Members Meeting is first mailed to Voting Members.

6.10 Governing Law. The terms of this Plan shall be governed by and construed in accordance with the laws of the State of North Dakota.

6.11 Headings. Article and Section headings contained in this Plan are for convenience only, and shall not be considered in construing or interpreting any of the provisions hereof.

6.12 Recitals. The Recitals are a general expression of the concepts of this Plan. They are not, and shall not be construed to be, a substantive part of this Plan except for definitions included therein.

IN WITNESS WHEREOF, Battle Creek Mutual Insurance Company, by the authority of its Board of Directors, has caused this Plan to be signed by its President and Chief Executive Officer and attested by its Secretary on August 4, 2023.

BATTLE CREEK MUTUAL INSURANCE
COMPANY

By: /s/ Michael J. Alexander

Michael J. Alexander
President & CEO

ATTEST:

/s/ Timothy J. Milius

Timothy J. Milius
Secretary

IN WITNESS WHEREOF, Nodak Insurance Company, by the authority of its Board of Directors, has caused this Plan to be signed by its President and Chief Executive Officer and attested by its VP, Corporate Administration & Secretary on August 4, 2023.

NODAK INSURANCE COMPANY

By: /s/ Michael J. Alexander

Michael J. Alexander
President & CEO

ATTEST:

/s/ Timothy J. Milius

Timothy J. Milius
VP, Corporate Administration & Secretary

Exhibit A

AMENDED ARTICLES OF INCORPORATION
BATTLE CREEK INSURANCE COMPANY

AMENDED ARTICLES OF INCORPORATION
OF
BATTLE CREEK ~~MUTUAL~~ INSURANCE COMPANY

FIRST. The name of the Corporation is Battle Creek ~~Mutual~~ Insurance Company (the “Corporation”).

SECOND. The location and mailing address of the Corporation’s principal executive office and registered office is 1101 1st Avenue North, Fargo, North Dakota 58102. The registered agent at this address is Michael J. Alexander.

THIRD. The Corporation is incorporated under the provisions of the North Dakota Business Corporation Act, as amended (the “BCA”). The principal purpose of the Corporation is to engage in business as a property and casualty insurance company and to insure its policyholders against any and all risks permitted by North Dakota law, and all amendments thereto; provided that the Corporation is permitted to, and it shall have unlimited power to, engage in and perform any lawful act concerning any and all lawful business for which a company may be incorporated under the BCA.

FOURTH. The term of the Corporation’s existence is perpetual.

FIFTH. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year. ~~The Corporation is a non-stock corporation organized under the NDBCA, conducting business for the benefit of its members and desiring to incorporate for profit. As a corporation organized on a non-stock basis, the Corporation is not authorized to create or issue shares.~~

SIXTH. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 300,000 shares of common stock, with a par value of \$10.00 per share. ~~The Corporation shall be operated as a mutual company, without capital stock. Any person or legal entity owning a valid policy of insurance issued by the Corporation shall be a member of the Corporation for so long as such policy remains in force. Each member shall be entitled to one vote, in person or by proxy at any annual or special meeting of the members, regardless of the number of policies owned by the member. With respect to the election of the directors of the Corporation, each member is entitled to one vote for each director to be elected, provided that cumulative voting for the election of directors is not permitted. Membership or any rights appertaining thereto or derived therefrom shall not be conveyable, assignable, salable (including judicial sale), divisible, inheritable, transferrable, or alienable in any manner whatsoever, including transfer by operation of law.~~

SEVENTH. Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock standing in such holder’s name on the books of the Corporation. No shareholder shall be entitled to cumulate any votes for the election of directors. ~~The composition, duties, and time of meetings of the Board of Directors shall be set out in the Bylaws of the Corporation.~~

EIGHTH. No holder of any class of capital stock of the Corporation shall have preemptive rights, and the Corporation shall have the right to issue and to sell to any person or persons any shares of its capital stock or any

~~option, warrant, or right to acquire capital stock, or any securities having conversion or option rights, without first offering such shares, rights, or securities to any holder of any class of capital stock of the Corporation. Except as required by applicable law, the authority to make, amend, alter, change, or repeal the Bylaws of the Corporation is hereby expressly and solely granted to and vested in the Board of Directors of the Corporation, subject always to the power of the members to change such action by the affirmative vote of two thirds of the members of the Corporation.~~

~~NINTH. The management, control, and government of the Corporation shall be vested in a board of directors consisting of one or more directors, as fixed by the board of directors of the Corporation from time to time. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon members and directors herein are hereby granted subject to this reservation.~~

~~TENTH. To the fullest extent permitted by North Dakota law, a Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director. Neither the amendment, modification, nor repeal of this Article Tenth nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection of a Director of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal, or adoption. A special meeting of the members of the Corporation may be called only by: (i) the Chief Executive Officer, (ii) the Chairperson of the Board, or (iii) the Board of Directors pursuant to a resolution adopted by a majority of the directors.~~

~~ELEVENTH. The Board of Directors of the Corporation may take any action that could be taken at a meeting of the Board of Directors by written consent, provided that such consent is executed by the number of Directors required to approve such action at a meeting of the Board of Directors. To the fullest extent permitted by North Dakota law, a director of this Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Neither the amendment, modification, nor repeal of this Article nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection of a director of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal, or adoption.~~

~~TWELTH. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now and hereafter prescribed by statute and all rights conferred upon shareholders and directors herein are hereby granted subject to this reservation. The Board of Directors of the Corporation may take any action that could be taken at a meeting of the Board of Directors by written consent, provided that such consent is executed by the number of directors required to approve such action at a meeting of the Board of Directors.~~

~~THIRTEENTH. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.~~

~~THIRTEENTH-FOURTEENTH. The name and address of the incorporator is Michael J. Alexander, 1101 1st Avenue North, Fargo, North Dakota 58102.~~

~~FIFTEENTH. The initial members of the Board of Directors of the Corporation shall be Eric K. Aasmundstad, PO Box 2502, Fargo, ND 58108; Michael J. Alexander, PO Box 2502, Fargo, ND 58108; Victoria J. Ashker, 603 S Preece Street, Battle Creek, NE 68715; William R. Devlin, PO Box 2502, Fargo, ND 58108; Duaine C. Espegard, PO Box 2502, Fargo, ND 58108; Stephen V. Marlow, PO Box 2502, Fargo, ND 58108; and Bruce J. Zimmerman, 603 S Preece Street, Battle Creek, NE 68715.~~

IN TESTIMONY WHEREOF, the undersigned has signed these Amended Articles of Incorporation on [], 2023.

Michael J. Alexander, Incorporator

Exhibit B

**AMENDED BYLAWS OF
BATTLE CREEK INSURANCE COMPANY**

**AMENDED BYLAWS
OF
BATTLE CREEK ~~MUTUAL~~ INSURANCE COMPANY**

ARTICLE I – NAME AND OFFICES

Section 1. Name. The name of this corporation shall be Battle Creek Insurance Company, unless and until changed by amendment of the Articles of Incorporation. ~~The name of this company is "BATTLE CREEK MUTUAL INSURANCE COMPANY."~~

Section 2. Registered Office. The mailing address of the principal office and registered office of this corporation is 1101 1st Avenue North, Fargo, North Dakota 58102 or at such place as may be fixed from time to time by the directors in accordance with applicable.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

ARTICLE II – CAPITAL STOCK

Section 1. Certificated and Uncertificated Shares. The shares of this corporation may be certificated or uncertificated, subject to the sole discretion of the board of directors.

Section 2. Transfer of Shares. Transfer of shares shall be made only on the books of the corporation and then only upon surrender of the certificates therefor, if any, properly endorsed or accompanied by a properly executed instrument of transfer.

Section 3. Loss or Destruction of Share Certificate. In case of the alleged loss or destruction of any share certificate, no new share certificate shall be issued in lieu thereof except upon the production of proof of such loss or destruction satisfactory to the directors and upon the giving of such security, if any, by bond or otherwise, with or without surety, protecting the corporation against loss, as the directors may require. Every duplicate certificate shall be plainly marked as such upon its face.

ARTICLE III – SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty (50) days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors. At such time, the shareholders shall elect directors and may transact such

business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these bylaws.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the chairperson, the vice chairperson, the president and chief executive officer, the board of directors, or the holders of not less than one-tenth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, no later than ninety days after the receipt of the request. If the secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

Section 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place, and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days, but not more than fifty days, prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken and provided that the date of the adjourned meeting is not more than one hundred twenty days after the date fixed for the original meeting. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The chairperson of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings. In the absence of the chairperson, the vice chairperson shall preside at all meetings of the shareholders.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but the shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there is no contest for the position or positions to be filled.

ARTICLE II – MEMBERS

~~Section 1. Members. Any person or legal entity owning a valid policy of insurance issued by the Company shall be a member of the Company, but only so long as said policy remains in force.~~

~~Section 2. Voting. Each member shall be entitled to one vote, in person or by proxy at any annual or special meeting of the members, regardless of the number of policies owned by the member.~~

~~Except as provided by law, a majority vote of the members present in person or by proxy and voting shall be sufficient to carry any proposition.~~

~~Section 3. Meetings and Notices.~~

~~A. Annual Meeting. The annual meeting of the members shall be held at such place and on such date and at such time as designated by the Board of Directors, for the purpose of electing directors and such other business as may come before the meeting.~~

~~Notice of the time and place of the annual meeting of the members shall be given by written notice to each member, or by an imprint on each policy, receipt, or certificate of renewal as follows:~~

~~The member is hereby notified that by virtue of this policy you are a member of Battle Creek Mutual Insurance Company, and that the annual meetings of such company are held at its home office on the ____ day of _____ in each year at ____ o'clock Central Time.~~

~~B. Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors.~~

~~Notice of a special meeting shall be in writing and mailed to a policyholder at the policyholder's last known address, as set forth in the records of the Company, at least sixty days before the meeting. The Notice shall specify the time, place, and business to be transacted at such meeting.~~

~~C. Published Notice. In addition to the notices set forth above, the Company must publish the notice of any meeting at least twice in the official newspaper of the county in which the principal office of the Company is located, the first publication to be made at least sixty days before the meeting.~~

~~Section 4. Quorum. A quorum at any meeting of the members shall consist of those members present at such meeting, in person or by proxy.~~

~~Section 5. Proxies. Any member may vote at any annual or special meeting by a proxy duly executed by the member and nominating another member as an attorney in fact.~~

~~All proxies must be in a form approved by the Company and filed with the Secretary at least five (5) days prior to the meeting. Unless otherwise stated therein, proxies shall be valid for eleven (11) months following the date of execution thereof.~~

ARTICLE IV – DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board consisting of one or more directors. Within the limits herein prescribed, the number of directors constituting the board of directors shall be such as may be fixed from time to time by resolution of the board of directors.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed as provided in Section 10-19.1-41 of the North Dakota Century Code.

Section 4. Vacancies. Vacancies in the board of directors may be filled by a majority vote of the remaining members of the board though less than a quorum, and each person so elected shall be a director until his or her

successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these bylaws shall be held at such times as the directors may fix from time to time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the chairperson, the vice chairperson, the president and chief executive officer, or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of North Dakota, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. Quorum. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least one (1) member of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution.

ARTICLE III – BOARD OF DIRECTORS

~~Section 1. Membership and Terms. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members, with the actual number set, from time to time, by Resolution of the Board of Directors.~~

~~Directors shall be elected for a three year (3 year) term, and as nearly as may be, one third (1/3) shall be elected annually.~~

~~The Board of Directors shall be appointed, nominated, and/or elected as follows:~~

~~A. — Appointed Directors. During the term of the Surplus Note or the 100% Quota Share Agreement, as described in the Affiliation Agreement, effective on or about April 1, 2011, Nodak Insurance Company shall appoint two thirds (2/3) of the members of the Board of Directors (the "Appointed Directors"). In the event of a vacancy in the seat of one or more of the Appointed Directors, due to removal, resignation, death, disability, or termination of his/her appointment, Nodak Insurance Company shall have the right to appoint a replacement Appointed Director.~~

~~B. — Elected Directors. During the term of the Affiliation Agreement made by and between the Company and Nodak Insurance Company, effective on or about April 1, 2011, the policyholders of the Company may nominate and elect one third (1/3) of the members of the Board of Directors (the "Elected Directors"). Prior to the effective date of the Affiliation Agreement described above, the Board of Directors of the Company shall designate the Elected Directors from the current Board of Directors who shall serve the remainder of their respective three (3) year terms remaining on April 1, 2011. Elected Directors shall each serve for a three (3) year term, and as nearly as may be, one third (1/3) shall be elected annually. Any vacancy in the seat of one or more Elected Directors due to termination, resignation, death, disability, or removal from office shall be filled by appointment of an interim Elected Director to serve until the next Annual Meeting of the policyholders, at which time an Elected Director will be elected by the policyholders to serve the remainder of the term of the vacant seat. Vacancy appointments of the Elected Directors shall be made by the remaining Elected Directors then serving on the Board of Directors. In the event all seats of the Elected Directors should become vacant at any one time, the Company will cause a Special Meeting of the policyholders to be called for the purpose of filling the vacancies.~~

~~Section 2. Authority. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Company shall be managed by or under the direction of the Board of Directors.~~

~~Section 3. Election. Nominations for election to the Board of Directors must be in writing and filed with the Secretary of the Company at least thirty (30) days prior to the date of the annual meeting.~~

~~From nominations so made, and no others, the members of the Board of Directors shall be so elected with the nominee receiving the highest number of votes declared elected.~~

~~Section 4. Vacancies. Except as otherwise set forth herein, any vacancy on the Board of Directors caused by resignation, death, or disqualification shall be filled by a vote of the Board of Directors, with such person to serve the unexpired term.~~

~~In the event of a vacancy caused by an increase in the number of directors, the vacancy shall be filled by a vote of the Board of Directors, with such person to serve until the next annual meeting of the members.~~

~~Section 5. Organization Meeting. The regular organizational meeting of the Board of Directors shall be held immediately after the adjournment of the members' Annual Meeting, or as soon thereafter as a quorum of the Board of Directors can be obtained, for the election of officers and the transaction of any other business which may properly be brought before the meeting, and no notice shall be required of such meeting.~~

~~Section 6. Other Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. Special meetings of the Board of Directors may be called by the President at any time or by the Secretary when requested in writing by one third (1/3) of the entire number of Board members. At least two (2) days written notice or electronic notice of Special Meetings shall be given~~

~~each member of the Board. Attendance at any Special Meeting shall constitute waiver of notice.~~

~~Section 7. Place of Meeting. All meetings of the Board of Directors shall be held at the office of the Company, unless some other place is designated therefore in the notice of the meeting. Unless otherwise indicated in the notice of a Special Meeting, any and all business may be transacted at a Special Meeting. Any or all Directors may participate in any meeting of the Board of Directors by any means of remote communication through which the Directors may simultaneously hear each other during such meeting, and such participation constitutes presence in person at the meeting.~~

~~Section 8. Quorum. A majority of the Directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. A majority vote of the Directors present in quorum shall determine any matter not herein or by law requiring a different vote.~~

~~Section 9. Compensation and Employment, Officers and Employees. The Board of Directors shall fix the compensation of all officers and may fix a reasonable compensation to be paid Directors for attending meetings of the Board of Directors. The Board of Directors may employ or authorize the employment of such legal counsel, manager or management service, clerks, representative and other employees as they deem necessary and may define and limit their powers and duties, and term of service.~~

~~Section 10. Written Action. An action required or permitted to be taken by the Board of Directors may be taken by written action signed by that number of Directors that would be required to take the same action at a meeting of the Board at which all Directors are present, except as to those matters requiring policyholder approval, in which case the written action must be signed by all members of the Board of Directors then in office. When action is taken in this manner, all Directors must be notified immediately of its text and effective date.~~

~~Section 11. Committees. The Board of Directors may appoint such committees as it deems to be in the best interests of the Company, which to the extent provided in the resolution creating the committee, shall have and may exercise such powers as the Board of Directors may designate.~~

ARTICLE V – OFFICERS AND AGENTS

Section 1. Election, Appointment, and Qualification. The officers of the corporation elected by the directors shall be a chairperson, a vice chairperson, a president and chief executive officer, a chief financial officer, a secretary, and a treasurer, and may include one or more vice-presidents, assistant secretaries and one or more assistant treasurers. Officers elected by the directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article V. Such officers shall also have such powers and duties as from time to time may be conferred by the directors. The elected officers of the corporation shall be appointed by the directors and shall hold office until their successors are elected and qualified by the directors or until their earlier death, resignation, retirement, disqualification, or removal from office. Except for the chairperson and vice chairperson, a person may hold more than one of such offices. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors to serve the unexpired term.

Section 2. Removal. Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 3. The Chairperson. The chairperson shall preside at all meetings of the board of directors and shareholders.

Section 4. The Vice Chairperson. In the absence of the chairperson, the vice chairperson shall preside at all meetings of the board of directors and shareholders.

Section 5. The President and Chief Executive Officer.

(a) The president and chief executive officer shall have general supervision of all departments and business of the corporation, and, except as established by these bylaws or the board of directors, the president and chief executive officer shall prescribe the duties of other officers and see to the performance thereof. The president and chief executive officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. The president and chief executive officer shall report directly to the board of directors of the corporation.

(b) The president and chief executive officer shall make a report on the affairs of the corporation at each meeting of the shareholders and directors. The president and chief executive officer shall execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors, the president and chief executive officer or these bylaws to some other person. The president and chief executive officer shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president and chief executive officer or may otherwise be required by the board of directors.

(c) In the case of the death, disability or other incapacity of the president and chief executive officer, the chairperson or vice chairperson shall promptly call a meeting of the board of directors for the purpose of electing a new president and chief executive officer or appointing someone to perform the duties of the president and chief executive officer.

(d) The president and chief executive officer shall be a member of the corporation's board of directors.

Section 6. Chief Financial Officer. The chief financial officer shall have general supervision of the fiscal affairs of the corporation. The chief financial officer shall, with the assistance of the president and the chief executive officer, and the managerial staff of the corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the corporation's financial records by certified public accountants duly appointed by the audit committee; and (e) in general perform all the usual duties incident to the office of chief financial officer and such other duties as may be assigned to him or her by the board of directors or the president and chief executive officer.

Section 7. Secretary. The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of the corporate seal, all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president and chief executive officer of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president and chief executive officer or these bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

Section 8. Treasurer. The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

Section 9. Other Officers and Agents. The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these bylaws.

Section 10. Clerks and Agents. The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the president and chief executive officer may appoint and dismiss all or any agents or employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 11. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

ARTICLE IV – OFFICERS

~~Section 1. Officers, Qualifications, and Election. The Company shall have a Chairman, a President, a Secretary, a Treasurer and such other officers, if any, as the Board of Directors from time to time may elect. Any number of offices or functions of those offices may be held or exercised by the same person. The Board of Directors may elect officers at any time.~~

~~Section 2. Term of Office. Each officer shall hold office until his or her successor has been elected, unless a different term is specified in the resolution electing the officer, or until his or her earlier death, resignation, or removal.~~

~~Section 3. Removal of Officers. Any officer may be removed from office at any time, with or without cause, by the Board of Directors.~~

~~Section 4. Resignation. An officer may resign at any time by giving written notice to the Company. A resignation will be effective upon its receipt by the Company, unless the resignation specifies it is to be effective at some later time or upon the occurrence of some specified later event.~~

~~Section 5. Vacancies. A vacancy in any office may, or in the case of a vacancy in the office of President or Treasurer shall, be filled by the Board of Directors.~~

~~Section 6. Compensation. Officers shall receive such amounts and types of compensation for their services as shall be fixed by the Board of Directors.~~

~~Section 7. Powers. Unless otherwise specified by the Board of Directors, each officer shall have those powers and shall perform those duties that are (i) set forth in these Bylaws (if any are so set forth), (ii) set forth in the resolution of the Board of Directors electing that officer or any subsequent resolution of the Board of Directors with respect to that officer's duties, or (iii) commonly incident to the office held. An officer elected or appointed by the Board of Directors may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons.~~

~~Section 8. Chairman. The Chairman shall preside at all meetings of the members and the Board of Directors and perform any other duties incident to such office or assigned by the Board of Directors.~~

~~Section 9. President. The President shall have general active management of the business of the Corporation. In the absence of the Chairperson of the Board, the President shall preside at all meetings of the members and directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute and deliver, in the name of the Company, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Company, unless the authority to execute and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board of Directors to some other officer or agent of the Company. The President shall maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the members and, in general, perform all duties usually incident to the office of the President. The President shall have such other duties as may, from time to time, be prescribed by the Board of Directors.~~

~~Section 10. Treasurer. The Treasurer shall keep accurate financial records of the Company. The~~

~~Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Company in such banks and depositories as the Board of Directors shall, from time to time, designate. The Treasurer shall have power to endorse for deposit, all notes, checks and drafts received by the Company. The Treasurer shall disburse the funds of the Company, as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall render to the President and the Directors, whenever requested, an account of all transactions entered into as Treasurer and of the financial condition of the Company, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.~~

~~Section 11. Vice Presidents. The Vice Presidents, if any, shall be subject to the direction and control of the Board of Directors and the President and shall have such powers and duties as the Board of Directors, or the President, may assign to them. If the Board of Directors elects more than one Vice President, then it shall determine their respective titles, seniority and duties. If the President is absent, disqualified from acting, unable to act or refuses to act, the most senior in rank of the Vice Presidents (as determined by the Board of Directors) shall have the powers of, and shall perform the duties of, the President.~~

~~Section 12. Assistant Treasurers. The Assistant Treasurers, if any, shall have such powers and duties as the Board of Directors, the President and the Treasurer may assign to them. If the Board of Directors elects more than one Assistant Treasurer, then it shall determine their respective titles, seniority, and duties. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the most senior in rank of the Assistant Treasurers (as determined by the Board of Directors) shall have the powers of, and shall perform the duties of, the Treasurer.~~

~~Section 13. Secretary. The Secretary, if any, shall be subject to the direction and control of the Board of Directors and the President, and shall have such powers and duties as the Board of Directors and the President may assign to the Secretary.~~

ARTICLE V – COMMITTEES

~~Section 1. Committees. Members of the Executive Committee, if there be one, or any other committee, shall be appointed for such term, and have such powers, as the Board may designate in the resolution establishing the committee, but may be removed at any time by a vote of a majority of all the directors. Vacancies on a committee may be filled by vote of the Board of Directors.~~

~~Section 2. Committee Meetings. Regular meetings of any committee may be held without notice at such times and places as the committee may fix from time to time by resolution or as determined by the committee's Chairman. Special meetings of any committee may be called by a majority of members thereof, or by the President upon not less than one (1) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of such committee at his address. Any member of the committee may waive notice of any meeting, and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of any committee need not state the business proposed to be transacted at the meeting.~~

~~Section 3. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of any committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.~~

~~Section 4. Committee Action. Any action required or permitted to be taken by any committee at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members of such committee. A committee may act by written resolution approved by all of the members, although not formally convened.~~

~~Section 5. Vacancies. Any vacancy in any committee may be filled by a vote of a majority of the whole Board of Directors.~~

~~Section 6. Removal/Resignation of Committee Members. Any member of any committee may be removed at any time with or without cause by resolution adopted by a majority of the whole Board of Directors. Any member of any committee may resign from such committee at any time by giving notice to the President or Secretary of the Company and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.~~

~~Section 7. Officers/Rules/Minutes of Committees. Each committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall~~

~~not be inconsistent with these Bylaws. It shall keep regular Minutes as specified in these Bylaws and report the same to the Board of Directors for its information at the meeting thereof held next after proceedings shall have been taken.~~

~~Section 8. Compensation. The compensation, if any, and expense allowance, if any, to be paid members of a committee shall be fixed by the Board of Directors.~~

ARTICLE VI – MISCELLANEOUS

Section 1. Seal. The directors may adopt a corporate seal of this corporation, which shall be held by the secretary and applied to such documents as may be required by law or as the president and chief executive officer or any other officer of the corporation shall deem necessary or appropriate.

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the North Dakota Business Corporation Act, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person. If notice is sent by facsimile transmission, e-mail, or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.

Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. With the prior approval of the chairperson of the board, any meeting of the board, of a committee of the board, or of the shareholders may be held by means of remote communication as permitted by the North Dakota Business Corporation Act.

ARTICLE VI – DIVIDENDS

~~To the extent allowed by applicable laws, the Board of Directors, in its discretion, may from time to time in such manner and to such extent as it may deem advisable, fix and determine the amount of dividends, if any, to be distributed to members, or classes or groups thereof, and for such purposes may establish reasonable classifications or groupings of members and plans of payment based on loss ratios, size of risk, class of business, territorial division, or any combination thereof, or any other equitable method, provided, however, such dividends shall be paid only from part of gains and savings accumulated from the~~

~~business as the Board of Directors, in its discretion, shall deem unnecessary for the payment of losses and expenses, for surplus requirements and for the general security of the Company and its members.~~

ARTICLE VII – INDEMNIFICATION

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent permitted by North Dakota law.

Section 2. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 3. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 4. Insurance, Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 5. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the North Dakota Business Corporation Act, as amended, is amended or any other statute is enacted so as to increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these bylaws inconsistent with increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

Section 6. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

ARTICLE VIII – AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 5, hereinabove, these bylaws may be amended or repealed, or new bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE VII – INDEMNITY

~~Section 1. Indemnification.~~ The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the fullest extent permitted by North Dakota law.

~~Section 2. Advance of Expenses.~~ Subject to the prior approval of the Board of Directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

~~Section 3. Indemnification Not Exclusive.~~ The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of members or disinterested directors, or otherwise, both as to actions to such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

~~Section 4. Insurance: Contracts, Security.~~ The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts or indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

~~Section 5. Severability.~~ If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

ARTICLE VII~~ARTICLE VIII – SEAL~~

~~The Company may have a Company Seal in a design selected by the Board of Directors.~~

~~ARTICLE VIII~~**ARTICLE IX—AMENDMENT TO
BYLAWS**

~~These Bylaws may be amended or repealed, or new bylaws may be adopted, at any annual meeting of the members or at any special meeting called for that purpose, by the affirmative vote of two thirds (66 2/3%) of the members voting on the proposition, provided that the full text of the proposed bylaw changes must be filed with the Secretary of the corporation not less than thirty (30) days before the meeting at which the proposition is to be considered.~~

These Amended Bylaws were duly adopted by the board of directors of Battle Creek Insurance Company on [], 2023.

Timothy J. Milius
Corporate Secretary

EXHIBIT B

ARTICLES OF AMENDMENT

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BATTLE CREEK MUTUAL INSURANCE COMPANY**

Battle Creek Mutual Insurance Company, a corporation organized and existing under the laws of the State of North Dakota (the “Corporation”), hereby certifies as follows:

A. The name of the Corporation is Battle Creek Mutual Insurance Company, and the original Articles of Incorporation (the “Original Articles”) of this Corporation were filed with the Secretary of State of the State of North Dakota on November 7, 2022.

B. The following amendments to the Articles of Incorporation were duly adopted in accordance with Sections 26.1-12-07 and 26.1-12.2-02 of the North Dakota Century Code.

C. The following amendments to the Articles of Incorporation were duly approved by the policyholders of the Corporation on [___], 2023 in accordance with Sections 26.1-12-07 and 26.1-12.2-02 of the North Dakota Century Code.

D. The text of the Articles of Incorporation of this Corporation is hereby amended as follows:

1. The First Article of the Original Articles is hereby amended in its entirety to be as follows:

“FIRST. The name of the Corporation is Battle Creek Insurance Company (the “Corporation”).

2. The Fifth Article of the Original Articles is hereby amended in its entirety to be as follows:

“FIFTH. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year.”

3. The Sixth Article of the Original Articles is hereby amended in its entirety to be as follows:

“SIXTH. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 300,000 shares of common stock, with a par value of \$10.00 per share.”

4. The Seventh Article of the Original Articles is hereby amended in its entirety to be as follows:

“SEVENTH. Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock standing in such holder’s name on the books of the Corporation. No shareholder shall be entitled to cumulate any votes for the election of directors.”

5. The Eighth Article of the Original Articles is hereby amended in its entirety to be as follows:

“EIGHTH. No holder of any class of capital stock of the Corporation shall have preemptive rights, and the Corporation shall have the right to issue and to sell to any person or persons any shares of its capital stock or any option, warrant, or right to acquire capital stock, or any securities having conversion or option rights, without first offering such shares, rights, or securities to any holder of any class of capital stock of the Corporation.”

6. The Ninth Article of the Original Articles is hereby amended in its entirety to be as follows:

“NINTH. The management, control, and government of the Corporation shall be vested in a board of directors consisting of one or more directors, as fixed by the board of directors of the Corporation from time to time.”

7. The Tenth Article of the Original Articles is hereby amended in its entirety to be as follows:

“TENTH. To the fullest extent permitted by North Dakota law, a Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director. Neither the amendment, modification, nor repeal of this Article Tenth nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection of a Director of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal, or adoption.”

8. The Eleventh Article of the Original Articles is hereby amended in its entirety to be as follows:

“ELEVENTH. The Board of Directors of the Corporation may take any action that could be taken at a meeting of the Board of Directors by written consent, provided that such consent is executed by the number of Directors required to approve such action at a meeting of the Board of Directors.”

9. The Twelfth Article of the Original Articles is hereby amended in its entirety to be as follows:

“TWELFTH. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now and hereafter prescribed by statute and all rights conferred upon shareholders and directors herein are hereby granted subject to this reservation.”

10. The Thirteenth Article of the Original Articles is hereby amended in its entirety to be as follows:

“THIRTEENTH. The name and address of the incorporator is Michael J. Alexander, 1101 1st Avenue North, Fargo, North Dakota 58102.”

11. The Fourteenth Article of the Original Articles is hereby deleted in its entirety.

12. The Fifteenth Article of the Original Articles is hereby deleted in its entirety.

IN TESTIMONY WHERE, the undersigned has signed these Articles of Amendment to the Articles of Incorporation of NI Holdings, Inc. this [__]th day of [__], 20[__].

Michael J. Alexander, President and
Chief Executive Officer

EXHIBIT C

AMENDED BYLAWS

**AMENDED BYLAWS
OF
BATTLE CREEK ~~MUTUAL~~ INSURANCE COMPANY**

ARTICLE I – NAME AND OFFICES

Section 1. Name. The name of this corporation shall be Battle Creek Insurance Company, unless and until changed by amendment of the Articles of Incorporation. ~~The name of this company is "BATTLE CREEK MUTUAL INSURANCE COMPANY."~~

Section 2. Registered Office. The mailing address of the principal office and registered office of this corporation is 1101 1st Avenue North, Fargo, North Dakota 58102 or at such place as may be fixed from time to time by the directors in accordance with applicable.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

ARTICLE II – CAPITAL STOCK

Section 1. Certificated and Uncertificated Shares. The shares of this corporation may be certificated or uncertificated, subject to the sole discretion of the board of directors.

Section 2. Transfer of Shares. Transfer of shares shall be made only on the books of the corporation and then only upon surrender of the certificates therefor, if any, properly endorsed or accompanied by a properly executed instrument of transfer.

Section 3. Loss or Destruction of Share Certificate. In case of the alleged loss or destruction of any share certificate, no new share certificate shall be issued in lieu thereof except upon the production of proof of such loss or destruction satisfactory to the directors and upon the giving of such security, if any, by bond or otherwise, with or without surety, protecting the corporation against loss, as the directors may require. Every duplicate certificate shall be plainly marked as such upon its face.

ARTICLE III – SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty (50) days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors. At such time, the shareholders shall elect directors and may transact such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these bylaws.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the chairperson, the vice chairperson, the president and chief executive officer, the board of directors, or the holders of not less than one-tenth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, no later than ninety days after the receipt of the request. If the secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

Section 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place, and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days, but not more than fifty days, prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken and provided that the date of the adjourned meeting is not more than one hundred twenty days after the date fixed for the original meeting. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The chairperson of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings. In the absence of the chairperson, the vice chairperson shall preside at all meetings of the shareholders.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but the shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there is no contest for the position or positions to be filled.

ARTICLE II – MEMBERS

~~Section 1. Members. Any person or legal entity owning a valid policy of insurance issued by the Company shall be a member of the Company, but only so long as said policy remains in force.~~

~~Section 2. Voting. Each member shall be entitled to one vote, in person or by proxy at any annual or special meeting of the members, regardless of the number of policies owned by the member.~~

~~Except as provided by law, a majority vote of the members present in person or by proxy and voting shall be sufficient to carry any proposition.~~

~~Section 3. Meetings and Notices.~~

~~D. — Annual Meeting. The annual meeting of the members shall be held at such place and on such date and at such time as designated by the Board of Directors, for the purpose of electing directors and such other business as may come before the meeting.~~

~~Notice of the time and place of the annual meeting of the members shall be given by written notice to each member, or by an imprint on each policy, receipt, or certificate of renewal as follows:~~

~~The member is hereby notified that by virtue of this policy you are a member of Battle Creek Mutual Insurance Company, and that the annual meetings of such company are held at its home office on the ____ day of _____ in each year at ____ o'clock Central Time.~~

~~E. — Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors.~~

~~Notice of a special meeting shall be in writing and mailed to a policyholder at the policyholder's last known address, as set forth in the records of the Company, at least sixty days before the meeting. The Notice shall specify the time, place, and business to be transacted at such meeting.~~

~~F. — Published Notice. In addition to the notices set forth above, the Company must publish the notice of any meeting at least twice in the official newspaper of the county in which the principal office of the Company is located, the first publication to be made at least sixty days before the meeting.~~

~~Section 4. Quorum. A quorum at any meeting of the members shall consist of those members present at such meeting, in person or by proxy.~~

~~Section 5. Proxies. Any member may vote at any annual or special meeting by a proxy duly executed by the member and nominating another member as an attorney in fact.~~

~~All proxies must be in a form approved by the Company and filed with the Secretary at least five (5) days prior to the meeting. Unless otherwise stated therein, proxies shall be valid for eleven (11) months following the date of execution thereof.~~

ARTICLE IV – DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board consisting of one or more directors. Within the limits herein prescribed, the number of directors constituting the board of directors shall be such as may be fixed from time to time by resolution of the board of directors.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed as provided in Section 10-19.1-41 of the North Dakota Century Code.

Section 4. Vacancies. Vacancies in the board of directors may be filled by a majority vote of the remaining members of the board though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these bylaws shall be held at such times as the directors may fix from time to time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the chairperson, the vice chairperson, the president and chief executive officer, or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of North Dakota, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. Quorum. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least one (1) member of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution.

~~ARTICLE III – BOARD OF DIRECTORS~~

~~Section 1. Membership and Terms. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members, with the actual number set, from time to time, by Resolution of the Board of Directors.~~

~~Directors shall be elected for a three year (3 year) term, and as nearly as may be, one third (1/3) shall be elected annually.~~

~~The Board of Directors shall be appointed, nominated, and/or elected as follows:~~

~~A. — Appointed Directors. During the term of the Surplus Note or the 100% Quota Share Agreement, as described in the Affiliation Agreement, effective on or about April 1, 2011, Nodak Insurance Company shall appoint two thirds (2/3) of the members of the Board of Directors (the "Appointed Directors"). In the event of a vacancy in the seat of one or more of the Appointed Directors, due to removal, resignation, death, disability, or termination of his/her appointment, Nodak Insurance Company shall have the right to appoint a replacement Appointed Director.~~

~~B. — Elected Directors. During the term of the Affiliation Agreement made by and between the Company and Nodak Insurance Company, effective on or about April 1, 2011, the policyholders of the Company may nominate and elect one third (1/3) of the members of the Board of Directors (the "Elected Directors"). Prior to the effective date of the Affiliation Agreement described above, the Board of Directors of the Company shall designate the Elected Directors from the current Board of Directors who shall serve the remainder of their respective three (3) year terms remaining on April 1, 2011. Elected Directors shall each serve for a three (3) year term, and as nearly as may be, one third (1/3) shall be elected annually. Any vacancy in the seat of one or more Elected Directors due to termination, resignation, death, disability, or removal from office shall be filled by appointment of an interim Elected Director to serve until the next Annual Meeting of the policyholders, at which time an Elected Director will be elected by the policyholders to serve the remainder of the term of the vacant seat. Vacancy appointments of the Elected Directors shall be made by the remaining Elected Directors then serving on the Board of Directors. In the event all seats of the Elected Directors should become vacant at any one time, the Company will cause a Special Meeting of the policyholders to be called for the purpose of filling the vacancies.~~

~~Section 2. Authority. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Company shall be managed by or under the direction of the Board of Directors.~~

~~Section 3. Election. Nominations for election to the Board of Directors must be in writing and filed with the Secretary of the Company at least thirty (30) days prior to the date of the annual meeting.~~

~~From nominations so made, and no others, the members of the Board of Directors shall be so elected with the nominee receiving the highest number of votes declared elected.~~

~~Section 4. Vacancies. Except as otherwise set forth herein, any vacancy on the Board of Directors caused by resignation, death, or disqualification shall be filled by a vote of the Board of Directors, with such person to serve the unexpired term.~~

~~In the event of a vacancy caused by an increase in the number of directors, the vacancy shall be filled by a vote of the Board of Directors, with such person to serve until the next annual meeting of the members.~~

~~Section 5. Organization Meeting. The regular organizational meeting of the Board of Directors shall be held immediately after the adjournment of the members' Annual Meeting, or as soon thereafter as a quorum of the Board of Directors can be obtained, for the election of officers and the transaction of any other business which may properly be brought before the meeting, and no notice shall be required of such meeting.~~

~~Section 6. Other Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. Special meetings of the Board of Directors may be called by the President at any time or by the Secretary when requested in writing by one third (1/3) of the entire number of Board members. At least two (2) days written notice or electronic notice of Special Meetings shall be given each member of the Board. Attendance at any Special Meeting shall constitute waiver of notice.~~

~~Section 7. Place of Meeting. All meetings of the Board of Directors shall be held at the office of the Company, unless some other place is designated therefore in the notice of the meeting. Unless otherwise indicated in the notice of a Special Meeting, any and all business may be transacted at a Special Meeting. Any or all Directors may participate in any meeting of the Board of Directors by any means of remote communication through which the Directors may simultaneously hear each other during such meeting, and such participation constitutes presence in person at the meeting.~~

~~Section 8. Quorum. A majority of the Directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. A majority vote of the Directors present in quorum shall determine any matter not herein or by law requiring a different vote.~~

~~Section 9. Compensation and Employment, Officers and Employees. The Board of Directors shall fix the compensation of all officers and may fix a reasonable compensation to be paid Directors for attending meetings of the Board of Directors. The Board of Directors may employ or authorize the employment of such legal counsel, manager or management service, clerks, representative and other employees as they deem necessary and may define and limit their powers and duties, and term of service.~~

~~Section 10. Written Action. An action required or permitted to be taken by the Board of Directors may be taken by written action signed by that number of Directors that would be required to take the same action at a meeting of the Board at which all Directors are present, except as to those matters requiring policyholder approval, in which case the written action must be signed by all members of the Board of Directors then in office. When action is taken in this manner, all Directors must be notified immediately of its text and effective date.~~

~~Section 11. Committees. The Board of Directors may appoint such committees as it deems to be in the best interests of the Company, which to the extent provided in the resolution creating the committee, shall have and may exercise such powers as the Board of Directors may designate.~~

ARTICLE V – OFFICERS AND AGENTS

Section 1. Election, Appointment, and Qualification. The officers of the corporation elected by the directors shall be a chairperson, a vice chairperson, a president and chief executive officer, a chief financial officer, a secretary, and a treasurer, and may include one or more vice-presidents, assistant secretaries and one or more assistant treasurers. Officers elected by the directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article V. Such officers shall also have such powers and duties as from time to time may be conferred by the directors. The elected officers of the corporation shall be appointed by the directors and shall hold office until their successors are elected and qualified by the directors or until their earlier death, resignation, retirement, disqualification, or removal from office. Except for the chairperson and vice chairperson, a person may hold more than one of such offices. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors to serve the unexpired term.

Section 2. Removal. Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 3. The Chairperson. The chairperson shall preside at all meetings of the board of directors and shareholders.

Section 4. The Vice Chairperson. In the absence of the chairperson, the vice chairperson shall preside at all meetings of the board of directors and shareholders.

Section 5. The President and Chief Executive Officer.

(e) The president and chief executive officer shall have general supervision of all departments and business of the corporation, and, except as established by these bylaws or the board of directors, the president and chief executive officer shall prescribe the duties of other officers and see to the performance thereof. The president and chief executive officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. The president and chief executive officer shall report directly to the board of directors of the corporation.

(f) The president and chief executive officer shall make a report on the affairs of the corporation at each meeting of the shareholders and directors. The president and chief executive officer shall execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors, the president and chief executive officer or these bylaws to some other person. The president and chief executive officer shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president and chief executive officer or may otherwise be required by the board of directors.

(g) In the case of the death, disability or other incapacity of the president and chief executive officer, the chairperson or vice chairperson shall promptly call a meeting of the board of directors for the purpose of electing a new president and chief executive officer or appointing someone to perform the duties of the president and chief executive officer.

(h) The president and chief executive officer shall be a member of the corporation's board of directors.

Section 6. Chief Financial Officer. The chief financial officer shall have general supervision of the fiscal affairs of the corporation. The chief financial officer shall, with the assistance of the president and the chief executive officer, and the managerial staff of the corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the corporation's financial records by certified public accountants duly appointed by the audit committee; and

(e) in general perform all the usual duties incident to the office of chief financial officer and such other duties as may be assigned to him or her by the board of directors or the president and chief executive officer.

Section 7. Secretary. The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of the corporate seal, all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president and chief executive officer of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president and chief executive officer or these bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

Section 8. Treasurer. The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

Section 9. Other Officers and Agents. The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these bylaws.

Section 10. Clerks and Agents. The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the president and chief executive officer may appoint and dismiss all or any agents or employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 11. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

ARTICLE IV – OFFICERS

~~Section 1. Officers, Qualifications, and Election. The Company shall have a Chairman, a President, a Secretary, a Treasurer and such other officers, if any, as the Board of Directors from time to time may elect. Any number of offices or functions of those offices may be held or exercised by the same person. The Board of Directors may elect officers at any time.~~

~~Section 2. Term of Office. Each officer shall hold office until his or her successor has been elected, unless a different term is specified in the resolution electing the officer, or until his or her earlier death, resignation, or removal.~~

~~Section 3. Removal of Officers. Any officer may be removed from office at any time, with or without cause, by the Board of Directors.~~

~~Section 4. Resignation. An officer may resign at any time by giving written notice to the Company. A resignation will be effective upon its receipt by the Company, unless the resignation specifies it is to be effective at some later time or upon the occurrence of some specified later event.~~

~~Section 5. Vacancies. A vacancy in any office may, or in the case of a vacancy in the office of President or Treasurer shall, be filled by the Board of Directors.~~

~~Section 6. Compensation. Officers shall receive such amounts and types of compensation for their services as shall be fixed by the Board of Directors.~~

~~Section 7. Powers. Unless otherwise specified by the Board of Directors, each officer shall have those powers and shall perform those duties that are (i) set forth in these Bylaws (if any are so set forth), (ii) set forth in the resolution of the Board of Directors electing that officer or any subsequent resolution of the Board of Directors with respect to that officer's duties, or (iii) commonly incident to the office held. An officer elected or appointed by the Board of Directors may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons.~~

~~Section 8. Chairman. The Chairman shall preside at all meetings of the members and the Board of Directors and perform any other duties incident to such office or assigned by the Board of Directors.~~

~~Section 9. President. The President shall have general active management of the business of the Corporation. In the absence of the Chairperson of the Board, the President shall preside at all meetings of the members and directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute and deliver, in the name of the Company, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Company, unless the authority to execute and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board of Directors to some other officer or agent of the Company. The President shall maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the members and, in general, perform all duties usually incident to the office of the President. The President shall have such other duties as may, from time to time, be prescribed by the Board of Directors.~~

~~Section 10. Treasurer. The Treasurer shall keep accurate financial records of the Company. The Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Company in such banks and depositories as the Board of Directors shall, from time to time, designate. The Treasurer shall have power to endorse for deposit, all notes, checks and drafts received by the Company. The Treasurer shall disburse the funds of the Company, as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall render to the President and the Directors, whenever requested, an account of all transactions entered into as Treasurer and of the financial condition of the Company, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.~~

~~Section 11. Vice Presidents. The Vice Presidents, if any, shall be subject to the direction and control of the Board of Directors and the President and shall have such powers and duties as the Board of Directors, or the President, may assign to them. If the Board of Directors elects more than one Vice President, then it shall determine their respective titles, seniority and duties. If the President is absent, disqualified from acting, unable to act or refuses to act, the most senior in rank of the Vice Presidents (as determined by the Board of Directors) shall have the powers of, and shall perform the duties of, the President.~~

~~Section 12. Assistant Treasurers. The Assistant Treasurers, if any, shall have such powers and duties as the Board of Directors, the President and the Treasurer may assign to them. If the Board of Directors elects more than one Assistant Treasurer, then it shall determine their respective titles, seniority, and duties. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the most senior in rank of the Assistant Treasurers (as determined by the Board of Directors) shall have the powers of, and shall perform the duties of, the Treasurer.~~

~~Section 13. Secretary. The Secretary, if any, shall be subject to the direction and control of the Board of Directors and the President, and shall have such powers and duties as the Board of Directors and the President may assign to the Secretary.~~

ARTICLE V – COMMITTEES

~~Section 1. Committees. Members of the Executive Committee, if there be one, or any other committee, shall be appointed for such term, and have such powers, as the Board may designate in the resolution establishing the committee, but may be removed at any time by a vote of a majority of all the directors. Vacancies on a committee may be filled by vote of the Board of Directors.~~

~~Section 2. Committee Meetings. Regular meetings of any committee may be held without notice at such times and places as the committee may fix from time to time by resolution or as determined by the committee's Chairman. Special meetings of any committee may be called by a majority of members thereof, or by the President upon not less than one (1) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of such committee at his address. Any member of the committee may waive notice of any meeting, and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of any committee need not state the business proposed to be transacted at the meeting.~~

~~Section 3. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of any committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.~~

~~Section 4. Committee Action. Any action required or permitted to be taken by any committee at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members of such committee. A committee may act by written resolution approved by all of the members, although not formally convened.~~

~~Section 5. Vacancies. Any vacancy in any committee may be filled by a vote of a majority of the whole Board of Directors.~~

~~Section 6. Removal/Resignation of Committee Members. Any member of any committee may be removed at any time with or without cause by resolution adopted by a majority of the whole Board of Directors. Any member of any committee may resign from such committee at any time by giving notice to the President or Secretary of the Company and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.~~

~~Section 7. Officers/Rules/Minutes of Committees. Each committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall~~

~~not be inconsistent with these Bylaws. It shall keep regular Minutes as specified in these Bylaws and report the same to the Board of Directors for its information at the meeting thereof held next after proceedings shall have been taken.~~

~~Section 8. Compensation. The compensation, if any, and expense allowance, if any, to be paid members of a committee shall be fixed by the Board of Directors.~~

ARTICLE VI – MISCELLANEOUS

Section 1. Seal. The directors may adopt a corporate seal of this corporation, which shall be held by the secretary and applied to such documents as may be required by law or as the president and chief executive officer or any other officer of the corporation shall deem necessary or appropriate.

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the North Dakota Business Corporation Act, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person. If notice is sent by facsimile transmission, e-mail, or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.

Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. With the prior approval of the chairperson of the board, any meeting of the board, of a committee of the board, or of the shareholders may be held by means of remote communication as permitted by the North Dakota Business Corporation Act.

~~ARTICLE VI – DIVIDENDS~~

~~To the extent allowed by applicable laws, the Board of Directors, in its discretion, may from time to time in such manner and to such extent as it may deem advisable, fix and determine the amount of dividends, if any, to be distributed to members, or classes or groups thereof, and for such purposes may establish reasonable classifications or groupings of members and plans of payment based on loss ratios, size of risk,~~

~~class of business, territorial division, or any combination thereof, or any other equitable method, provided, however, such dividends shall be paid only from part of gains and savings accumulated from the business as the Board of Directors, in its discretion, shall deem unnecessary for the payment of losses and expenses, for surplus requirements and for the general security of the Company and its members.~~

ARTICLE VII – INDEMNIFICATION

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent permitted by North Dakota law.

Section 2. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 3. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 4. Insurance, Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 5. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the North Dakota Business Corporation Act, as amended, is amended or any other statute is enacted so as to increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these bylaws inconsistent with increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

Section 6. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such

provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

ARTICLE VIII – AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 5, hereinabove, these bylaws may be amended or repealed, or new bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE VII – INDEMNITY

~~Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the fullest extent permitted by North Dakota law.~~

~~Section 2. Advance of Expenses. Subject to the prior approval of the Board of Directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.~~

~~Section 3. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of members or disinterested directors, or otherwise, both as to actions to such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.~~

~~Section 4. Insurance: Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts or indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.~~

~~Section 5. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.~~

~~**ARTICLE VIII – SEAL**~~

~~The Company may have a Company Seal in a design selected by the Board of Directors.~~

~~**ARTICLE IX – AMENDMENT TO BYLAWS**~~

~~These Bylaws may be amended or repealed, or new bylaws may be adopted, at any annual meeting of the members or at any special meeting called for that purpose, by the affirmative vote of two thirds (66 2/3%) of the members voting on the proposition, provided that the full text of the proposed bylaw changes must be filed with the Secretary of the corporation not less than thirty (30) days before the meeting at which the proposition is to be considered.~~

These Amended Bylaws were duly adopted by the board of directors of Battle Creek Insurance Company on [], 2023.

Timothy J. Milius
Corporate Secretary