

ARTICLES OF INCORPORATION
OF
INNOVATION PARTNERS ASSURANCE, LTD.

The undersigned incorporators, in order to form a domestic stock captive insurance corporation under the laws of the State of Arizona, pursuant to A.R.S. §§ 10-202, 20-705 and 20-1098 *et seq.*, do hereby adopt Articles of Incorporation as follows:

ARTICLE I
Name

The name of the corporation shall be "Innovation Partners Assurance, Ltd."

ARTICLE II
Place of Business

The address of the corporation in the State of Arizona is c/o Aon Insurance Managers (USA) Inc., 2555 E. Camelback Road, Suite 700, Phoenix, Az 85016. The corporation shall at all times maintain its principal place of business in the state of Arizona. Business may be transacted anywhere designated by the Board of Directors.

ARTICLE III
Statutory Agent

The name and address of the initial statutory agent of the corporation is CT Corporation System, 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012. The mailing address of the initial statutory agent is 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012.

ARTICLE IV
Duration

The duration of the corporation shall be perpetual.

ARTICLE V
Purpose

This corporation is an Arizona general corporation, organized for the purpose of qualifying as a captive insurance company as defined by A.R.S. § 20-1098 *et seq.*, and transacting insurance and reinsurance consistent with the requirements of Arizona law, as they may be amended from time to time.

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE September 13, 2021.
DOCUMENT(S) CONSIST OF 5 PAGES.
BY [Signature] FOR THE DIRECTOR OF INSURANCE, STATE OF ARIZONA.
AUTHORIZED REPRESENTATIVE

ARTICLE VI
Authorized Shares

The corporation shall have authority to issue 500,000 shares of Common Stock at no par value per share. The shares of the corporation, when issued, shall be non-assessable, except to the extent required under applicable law.

ARTICLE VII
Initial Board of Directors

The corporation shall have at least three (3) and no more than seven (7) Directors. The initial Board of Directors will consist of four (4) persons. At all times, at least one member of the Board of Directors shall be a resident of Arizona. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the shareholders or until their successors are elected and qualify, and of the persons who are to serve as Officers until the first meeting of the Directors or until their successors are elected and qualify are:

Initial Directors

Patrick Medinger
1610 Avenue "N"
Council Bluffs, IA 51501

Deborah Krambeck
1610 Avenue "N"
Council Bluffs, IA 51501

Doug Friedman
1610 Avenue "N"
Council Bluffs, IA 51501

Jennifer Kraham
8601 N. Scottsdale Rd. #300
Scottsdale, AZ 85153

Initial Officers

President:	Patrick Medinger 1610 Avenue "N" Council Bluffs, IA 51501
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Treasurer:	Deborah Krambeck 1610 Avenue "N" Council Bluffs, IA 51501
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Secretary: Doug Friedman
1610 Avenue "N"
Council Bluffs, IA 51501

ARTICLE VIII
Liability: Mandatory Indemnification

Directors, officers, employees and agents of the corporation shall be indemnified pursuant to A.R.S. § 10-850, et seq., as the same currently exists or may hereafter be amended, as provided in the Bylaws. This section shall apply to any liability of any spouse of any person to whom this section is applicable if the liability of said spouse is based on the conduct of the person covered by this action.

ARTICLE IX
Conflict of Interest

At the organizational meeting of the Board of Directors of the corporation, each Director and Officer shall execute a Conflict of Interest Statement which shall be submitted to the Secretary for inclusion in the corporation's Minute Book. Thereafter, new Conflict of Interest Statements shall not be required of existing Directors and Officers unless there is a material change in the information provided in the last Statement submitted. Newly elected Directors or Officers of the corporation shall execute and submit a Conflict of Interest Statement to the Secretary within 30 days of his/her election.

ARTICLE X
Fiscal Year

The fiscal year end of the corporation shall be December 31st of each year.

ARTICLE XI
Indebtedness

In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE XII
Annual Shareholder Meeting

The annual meeting of the shareholders shall be held on the third Wednesday in January in each year or on such other date and at such location as the Board of Directors or President may determine, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

ARTICLE XIIIBylaws

The bylaws of the corporation may be repealed, altered or amended, or substitute bylaws may be adopted, by the Directors, in accordance with the provisions contained in said bylaws.

ARTICLE XIVAmendment of Articles

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors, or officers are subject to this reserved power.

ARTICLE XVIncorporators

The names and addresses of each incorporator are as follows:

Erin M. Dunne
c/o Kutak Rock LLP
8601 N. Scottsdale Rd, #300
Scottsdale, AZ 85253

Andrew L. McNichol
c/o Kutak Rock LLP
8601 N. Scottsdale Rd, #300
Scottsdale, AZ 85253

Jennifer L. Kraham
c/o Kutak Rock LLP
8601 N. Scottsdale Rd, #300
Scottsdale, AZ 85253

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

IN WITNESS WHEREOF, we hereunto affix our signatures as of the 13th day of September, 2021.

Erin M. Dunne

Erin M. Dunne

A. McNichol

Andrew L. McNichol

Jennifer L. Kraham

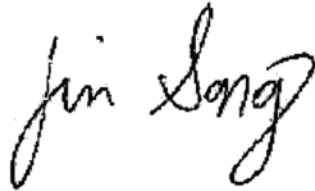
Jennifer L. Kraham

**ACCEPTANCE OF NOTIFICATION
OF
APPOINTMENT AS STATUTORY AGENT**

CT Corporation System hereby acknowledges that it has been notified of its appointment as Statutory Agent for Innovation Partners Assurance, Ltd. and hereby agrees to serve in such capacity until removal by the corporation or until the tendering of its written resignation as permitted by applicable law.

Dated: September 13, 2021

CT Corporation System

A handwritten signature in black ink, appearing to read "Jin Song", is written over a horizontal line.

Jin Song, Assistant Secretary

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Innovation Partners Assurance, Ltd.

2. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

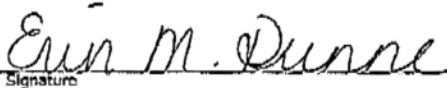
SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Erin M. Dunne

Name c/o Kutak Rock LLP			
Address 1 8601 N. Scottsdale Rd, #300			
Address 2 Scottsdale		State AZ	Zip 85253
City Country	UNITED STATES		

SIGNATURE – see Instructions C003I:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Erin M. Dunne

Printed Name

09/14/2021

Date

REQUIRED – check only one:

- ☒ **Incorporator** – I am an Incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Andrew L. McNichol

Name c/o Kutak Rock LLP			
Address 1 8601 N. Scottsdale Rd, #300			
Address 2 Scottsdale		State AZ	Zip 85253
City Country	UNITED STATES		

SIGNATURE – see Instructions C003I:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Signature

Andrew L. McNichol

Printed Name

09/14/2021

Date

REQUIRED – check only one:

- ☒ **Incorporator** – I am an Incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission – Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

INCORPORATOR ATTACHMENT**1. ENTITY NAME as listed on the Articles of Incorporation:**

Innovation Partners Assurance, Ltd.

2. INCORPORATORS - List the **name and address**, and provide the **signature**, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.

Jennifer L. Kraham

Name

c/o Kutak Rock LLP

Address 1

8601 N. Scottsdale Rd, #300

Address 2 (optional)

Scottsdale

AZ

85253

City

State

Zip

UNITED STATES

Country

SIGNATURE: see Instructions C010i or C011i:

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Jennifer L. Kraham

09/14/2021

Printed Name

Date

Name

Address 1

Address 2 (optional)

City

State

Zip

Country

SIGNATURE: see Instructions C010i or C011i:

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date