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**ARTICLES OF INCORPORATION OF
PROFESSIONAL INSURANCE EXCHANGE MUTUAL, INC.
A MUTUAL INSURANCE CORPORATION**

RECEIVED

ARTICLE I

FEB 19 2014

NAME

Utah Div. of Corp. & Comm. Code

The name of this organization is Professional Insurance Exchange Mutual, Inc., and shall be referred to herein as "PIE".

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of PIE shall be located at 445 East 4500 South, Suite 130, Salt Lake City, Utah 84107.

ARTICLE III

DURATION

The duration of PIE is perpetual, unless otherwise prescribed by the law or until the purposes for which PIE is established are not viable.

ARTICLE IV

PURPOSE

PIE is organized as a mutual non-profit insurance company, pursuant to the provisions of Chapter 5, Title 31A, Utah Code Annotated (2013), for the purpose of insuring its policy holders/members/owners (hereinafter "Member") against loss, liability or damage arising out of, or incurred in connection with the performance of professional dental services and the maintenance of an office to provide those professional services. Each policy holder is a member of PIE.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 19 day of Feb 2014
in this office of this Division and hereby issued
This Certificate thereof.

Examiner K90 Date 3/13/14



Kathy Berg
Kathy Berg
Division Secretary

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Receipt # 5514942

PIE's business shall be but limited to the business set forth in Utah Code Ann. § 31A-4-107 (2013).

In addition, and not by way of limitation or qualifications, PIE shall have the power to obtain the services of agents, brokers, salesmen, and adjusters; and to do all things necessary or convenient or usually incident to such power and pursuits, to the same extent as a natural person could or might do.

ARTICLE V

MEMBERSHIP

Residents of the State of Utah who are licensed to practice dentistry in Utah and who practice within the borders of the State of Utah are eligible for membership in PIE. PIE shall be entitled, by providing therefore in its By-Laws, to divide its membership into classes as provided and limited by the Utah Insurance Code and/or the laws relating to mutual corporations in the State of Utah. In the absence of a By-Law providing for such division into classes, the membership shall be of the same class. Nothing contained in this section shall limit the power and authority of the Board of Directors of PIE to afford insurance coverage to agents and employees of eligible members and to associations, partnerships and corporations in which members practice nor shall this section limit the power and authority of the Board of Directors to select from those eligible for membership or insurance coverage any person, partnership, association or corporation deemed a desirable risk.

Membership shall begin on the effective date stated in the policy of insurance issued to a member, and shall end upon the cancellation or the termination of the same, provided, however, that a member whose insurance has been cancelled or terminated may be reinstated by the Board

of Directors or Officers, as set forth in the By-Laws of PIE, upon such conditions and upon the payment of such additional fee(s) as may from time to time be required.

Each member shall be entitled to one (1) vote, either in person or by proxy, at all meetings of members as set forth in the By-Laws. All proxies must be in writing and filed with the Secretary of PIE in accordance with the terms of the By-Laws. Any member eligible to vote at any such meeting shall be entitled to vote such proxy if authorized in writing to do so.

ARTICLE VI

MANAGEMENT

The affairs of PIE shall be managed by a Board of Directors comprised of such number as shall be determined from time to time by the members but in no event will that number be less than five (5) nor more than nine (9).

The initial Board of Directors shall be composed of the following nine (9) persons who shall serve as directors until the first annual meeting of the members or until their successors are elected and have qualified are:

Stephen M. Burton, DMD	President
C. Brook Olson, DDS	Vice President
Richard C. Engar, DDS	Treasurer and Chief Executive Officer
Chris R. Simonsen, DDS	Secretary
Scott H. Brown, DDS	
Mark V. Cowley, DDS	
Norman K. Rounds, DDS	
Gary B. Wiest, DMD	
Daniel A. Boston, DDS	

The internal affairs of PIE shall be regulated and governed by these Articles of Incorporation, by resolutions of the Board of Directors, and by any By-Laws which the Board may adopt.

ARTICLE VII
INCORPORATORS

The names and addresses of the original Incorporators of PIE are as follows:

<u>Name</u>	<u>Address</u>
Stephen M. Burton, DMD	445 East 4500 South, Suite 130, SLC, UT 84107
Richard C. Engar, DDS	445 East 4500 South, Suite 130, SLC, UT 84107

ARTICLE VIII
OFFICERS

PIE shall be authorized to have no less than three (3) but no more than five (5) officers, including a President, Vice President, Chief Executive Officer, Secretary and Treasurer. The offices shall be held by at least three (3) separate natural persons. The initial officers shall be appointed by the incorporators and shall then be voted or appointed by the Board of Directors.

The initial officers shall be:

President	Stephen M. Burton, DMD 445 East 4500 South, Suite 130, SLC, UT 84107
Vice President	C. Brook Olsen, D.D.S. 445 East 4500 South, Suite 130, SLC, UT 84107
Treasurer and Chief Executive Officer:	Richard C. Engar, DDS, 445 East 4500 South, Suite 130, SLC, UT 84107
Secretary:	Chris R. Simonsen, DDS 535 East 500 South Bountiful, UT 84010

ARTICLE IX
REGISTERED AGENT

The name and address of the registered agent for PIE is as follows, by whose signature appears below, accepts said appointment to act as the registered agent for PIE:

- (A) The address of the registered office of PIE is
445 East 4500 South, Suite 130, SLC, UT 84107
- (B) The name of PIE's Registered Agent at the above
address is Richard C. Engar, DDS.

CONSENT OF AGENT

I, Richard C. Engar, hereby consent to serve as Registered Agent, in the State of Utah, for Professional Insurance Exchange, Inc. I understand that as agent for the corporation it will be my responsibility to receive service of process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the office of the Department of Commerce, Division of Corporations and Commercial Code in the event of my resignation or of any change in the registered office address of the corporation.


Richard C. Engar, D.D.S.

ARTICLE X

LIMITATION OF LIABILITY

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law, a director of this corporation shall not be personally liable to the corporation or its members for monetary damages for any action taken or any failure to take any action as a director. Neither any amendment nor repeal of this Article nor the adoption of any

provision in these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article as to any matter occurring prior to the amendment, repeal or adoption of an inconsistent provision.

ARTICLE XI

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Utah Revised Nonprofit Corporation Act (the "Act"), indemnify all directors, officers, employees and agents of the corporation whom it shall have the power to indemnify under the Act against all expenses, liabilities, costs and damages incurred in the performing of their duties as a director or officer of the corporation. The corporation shall have the right to advance expenses to its directors, officers, employees and agents in accordance with the provisions of the Act. This right of indemnification and advancement of expenses shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, successors and administrators of those persons. The indemnification and advancement of expenses provided by this Article shall not be exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any bylaw, agreement, or of disinterested directors or otherwise. The corporation shall have the right to purchase and maintain insurance on behalf of its directors, officers, employees or agents.

Neither the amendment or repeal of this Article nor the adoption of any amendment to the Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection afforded by this Article to a director or officer of the corporation as to any matter which

occurred, or any cause of action, suit or claim which but for this article would have accrued or arisen, prior to any amendment, repeal or adoption.

ARTICLE XII

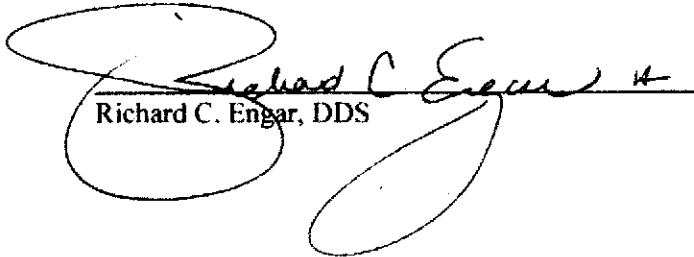
AMENDMENT OF BY-LAWS AND ARTICLES

The directors of this corporation shall have the power to amend the By-laws of this corporation without first obtaining the approval of the members. The directors of this corporation shall also have the power to amend these Articles of Incorporation without obtaining the approval of the members to the extent permitted by the Utah Revised Nonprofit Corporation Act now in effect or as it may be hereafter amended.

These Articles of Incorporation of Professional Insurance Exchange Mutual, Inc., a mutual insurance company, are dated and signed this 14 day of February, 2014, by each of the original Incorporators of PIE.



Stephen M. Burton, DMD



Richard C. Engar, DDS

ACKNOWLEDGEMENT

STATE OF UTAH }
 } ss.
COUNTY OF SALT LAKE }

I, the undersigned Notary Public, duly commissioned to take acknowledgements and administer oaths in the State of Utah do hereby certify that each of the above named Incorporators of PIE personally appeared before me and acknowledged that they had read the foregoing document, that the same was true and correct, and that they signed the same of their own free will.

Maralee C. Francis

Notary Public

