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From:

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03 OCT 17 AM 9:00

FLORIDA NON-PROFIT CORPORATION

MICRO CREDIT FOUNDATION, INC.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

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**ARTICLES OF INCORPORATION
OF
MICRO CREDIT FOUNDATION, INC.**

I, the undersigned, of full age, for the purpose of forming a corporation under the provisions of the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: Micro Credit Foundation, Inc.

ARTICLE II

This corporation is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer religious, charitable, scientific, and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. This corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. At all times when

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this corporation is classified as a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code—

- a. This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code.
- b. This corporation shall not engage in an act of "self-dealing" that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.
- c. This corporation shall not retain "excess business holdings" that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code.
- d. This corporation shall not make investments that would jeopardize the carrying out of the exempt purposes of this corporation so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.
- e. This corporation shall not make a "taxable expenditure" that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

ARTICLE V

The period of duration of this corporation's existence shall be perpetual.

ARTICLE VI

The principal place of business and mailing address of this corporation shall be located at:

c/o Adler Management, L.L.C.
1167 3rd Street South, Suite 102
Naples, FL 34102.

The name and Florida street address of the initial registered agent of this corporation are:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

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ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. All directors shall be notified immediately of the text and effective date of any such written action that is duly taken.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The directors and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Florida. In the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Florida or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any

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executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIII

The name and address of the incorporator are:

Dan Nicol, General Counsel
Opus Corporation
10350 Bren Road West
Minnetonka, MN 55343

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of October,
2003.



Dan Nicol, Incorporator

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

CORPORATION SERVICE COMPANY, a corporation in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MICRO CREDIT FOUNDATION, INC.

CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


Its Agent, Lynette Coleman
CORPORATION SERVICE COMPANY

Lynette Coleman
as its agent

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