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FLORIDA NON-PROFIT CORPORATION

MLM FUND III, INC.

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CLERK OF DISTRICT COURT  
DADE COUNTY, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MLM FUND III, INC.**  
**(A Florida Not-For-Profit Corporation)**

**Article I**  
**NAME**

The name of the corporation is MLM Fund III, Inc. (the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the principal office of the Corporation is Suite 505, 200 South Biscayne Boulevard, Miami, Florida, 33131.

**Article III**  
**PURPOSE**

The Corporation is a Florida not-for-profit corporation, organized and to be operated exclusively for charitable purposes as a Type I Supporting Organization within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax laws (the "Code"), in support of the programs and activities of the Dade Community Foundation, Inc., an organization qualifying as a public charity under Sections 170(b)(1)(A) and 501(c)(3) of the Code.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have no members.

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**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Suite 505, 200 South Biscayne Boulevard, Miami, Florida, 33131 and the name of the Corporation's initial registered agent at that address is Ruth Shack.

## Article VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be five. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of the Board of Directors shall be regulated by the Bylaws of the Corporation. However, at all times a majority of the Directors shall be designated by the Dade Community Foundation, Inc. as provided in the Bylaws.

## Article VII INCORPORATOR

The name and address of the Incorporator is:

Sherwin P. Simmons  
Steel Hector & Davis LLP  
200 South Biscayne Boulevard  
Suite 4000  
Miami, Florida 33131-2938

## ARTICLE VII TERM

Except as otherwise provided herein, this Corporation shall continue in existence until the death of the last of the following persons to die: Henry Lindemann, Stella Lindemann, George Lindemann and Robert Lindemann (the "Donor's Family").

## Article VIII LIQUIDATION AND DISSOLUTION

(i) Upon the death of the last surviving member of the Donor's Family or sooner with the concurrence of the Donor's Family, the Directors shall cause the officers to take such action as is necessary and appropriate to wind up the affairs of the Corporation and distribute its remaining assets to the Foundation for association with and administration as a part of the MLM III Donor Advised Fund established by the Corporation and administered by the Dade Community Foundation.

(ii) Additionally, upon the vote of the Board of Directors as required by the Bylaws to liquidate or dissolve the Corporation, the Directors shall cause the officers to take such action as is necessary and appropriate to wind up the affairs of the Corporation and distribute its remaining assets to the Foundation for association with and administration as a part of the MLM III Donor Advised Fund established by the Corporation and administered by the Dade Community Foundation.

(iii) Notwithstanding anything herein to the contrary, if at the time of the dissolution or winding up of the Corporation, the Dade Community Foundation is no longer in existence or is no

longer qualified as a public charity under Sections 170(b)(1)(A) and 501(c)(3) of the Code, any assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

#### Article IX LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and which entitle contributors to the Corporation to deduct their charitable contribution under Section 170(a) of the Code.

#### Article X AMENDMENT

The Board of Directors shall have the power to amend these Articles by an affirmative vote of seventy-five percent (75 %) at any regular or special meeting called for that purpose.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of December, 2004.

  
Sherwin P. Simmons, Incorporator

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS  
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

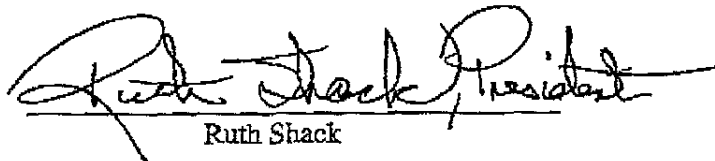
**WITNESSETH:**

That, MLM FUND, III, INC., desiring to organize under the laws of the State of Florida, has named Ruth Shack, Dade Community Foundation, as its agent to accept service of process within this state. Her address is Suite 505, 200 South Biscayne Boulevard, Miami, Florida 33131.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 14<sup>th</sup> day of December, 2004.

  
Ruth Shack

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