

THE FORD FOUNDATION
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FEBRUARY 2016

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ARTICLE I

The name of the corporation is THE FORD FOUNDATION.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

- A. To receive and administer funds for scientific, educational, and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest the principal and income thereof in such property, real, personal or mixed, including, without limitation, securities (which term for the purposes of this Article II, includes, without limitation, any shares of stock, bonds, debentures, notes, mortgages and other obligations or evidences of ownership of every kind and nature, any certificates, receipts or other instruments representing participations or undivided interests therein or with respect thereto, rights to receive, purchase or subscribe for the same, and any other rights or interests therein or in any property or assets), in, of, issued or created by, any person, firm, partnership, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature, domestic or foreign, and to deal with and expend the principal and income of this corporation for any of the before mentioned objects and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of securities, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation known as a Foundation, organized under the provisions of the Michigan Nonprofit Corporation Act, as from time to time amended, for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but not any other power. No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise

attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

- B. (1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax on undistributed income under Section 4942 of the Code.
- (2) The corporation shall not engage in any act of self dealing, as defined in, and which would subject it to tax under, Section 4941 of the Code.
- (3) The corporation shall not retain any excess business holdings, as defined in, and which would subject it to tax under, Section 4943 of the Code.
- (4) The corporation shall not invest any amount in such a manner as to jeopardize the carrying out of any of its tax exempt purposes, as defined in, and which would subject it to tax under, Section 4944 of the Code.
- (5) The corporation shall not make any taxable expenditures, as defined in, and which would subject it to tax under, Section 4945 of the Code.

All references in this Article to the "Code" are to the Internal Revenue Code of 1986, as amended, and all references to specific sections of the Code include the corresponding provisions of any subsequent federal tax laws.

ARTICLE III

The corporation is organized on a non-stock basis. The corporation is to be financed under the following general plan: By contributions to it of funds and property absolutely or in trust for its purposes as herein stated and for no other purpose. This corporation is organized on a directorship (trusteeship) basis.

ARTICLE IV

The address of the registered office is 229 Brookwood Drive, Suite 14, South Lyon, MI 48178. Cogency Global Inc. is the current registered agent.

ARTICLE V

This being a benevolent corporation, its term is unlimited and in perpetuity.

ARTICLE VI

The number of Trustees of this corporation may be fixed from time to time by the Trustees, at any meeting thereof, but in no event shall be less than seven or more than twenty. Trustees may be elected at any meeting of Trustees by vote of a majority of the Trustees. Each Trustee shall serve until the election and qualification of his successor, if any. A person shall cease to be a Trustee upon his death, or upon his resignation or removal from office as provided by the Bylaws. No trusteeship or interest in this corporation shall be assignable *inter vivos*, nor shall any trusteeship or interest in this corporation pass to any personal representative, heir or devisee.

ARTICLE VII

All of the property of this corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people. Upon the dissolution of the Foundation, the Board of Trustees will, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent federal tax laws), as the Trustees of the Foundation shall determine.

ARTICLE VIII

To the fullest extent permitted by Michigan law and in accordance with Section 450.2209(1)(c) of the Michigan Nonprofit Corporation Act, as from time to time amended, a Trustee or volunteer officer of the corporation shall not be liable to the corporation for money damages for any action taken or any failure to take any action as a Trustee or volunteer officer. In addition, the corporation will assume all liability to any person other than the corporation for all acts or omissions of a volunteer Trustee or volunteer officer to the fullest extent permitted by Michigan law and in accordance with Sections 450.2209(1)(d) and 450.2209(1)(e) of the Michigan Nonprofit Corporation Act, as from time to time amended.

ARTICLE IX

These Amended and Restated Articles of Incorporation were duly adopted on the 18th day of February 2016, in accordance with the provisions of Section 641 of the Michigan Nonprofit Corporation Act.

Historical Note

The Ford Foundation was originally incorporated on January 15, 1936 under the provisions of Act. No. 327 of the Public Acts of 1931, known as the Michigan General Corporation Act. The incorporators and initial Board of Trustees were Edsel B. Ford, Burt J. Craig and Clifford B. Langley. The Amended and Restated Articles of Incorporation were filed with the Michigan Secretary of State's Office on February 22, 2016.