

OFFICE OF THE SECRETARY OF STATE

NEW MEXICO

Certificate Of Withdrawal

OF

THE ZIMMER FOUNDATION

4271300

The Office of the Secretary of State certifies that the Application For Withdrawal, duly signed and verified pursuant to the provisions of the

Nonprofit Corporation Act

(53-8-1 To 53-8-81 NMSA 1978)

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate Of Withdrawal and attaches hereto a duplicate of the Application For Withdrawal.

Dated : **November 10, 2014**

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the city of Santa Fe, and the seal of said office to be affixed hereto.



A handwritten signature in cursive script, reading "Dianna J. Duran".

Dianna J. Duran
Secretary of State

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name Cevin Taylor, Attorney		
Address Magill & Rumsey, P.C., 455 E. Eisenhower, Suite 355		
City Ann Arbor	State MI	ZIP Code 48108

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF DISSOLUTION

For use by Domestic Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned execute the following Certificate:

1. The name of the corporation is: <u>Zimmer Foundation</u>
2. The identification number assigned by the Bureau is: 705853

3. The dissolution was approved: (Check one of the following)

by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provisions appears in the Articles of Incorporation).

by written consent of all shareholders or members entitled to vote in accordance with Section 407(2) of P.A. 284 of 1972, or 407(3) of P.A. 162 of 1982.

by agreement among the shareholders in accordance with Section 488 of P.A. 284 of 1972.

by written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

at a meeting of the shareholders or members, held on the _____ day of _____, _____ at _____ (Location of Meeting).

at a meeting of directors of a corporation organized on a nonprofit directorship held on the _____ day of _____, _____, at _____ (Location of Meeting).

Profit Corporations and Professional Service Corporations

Signed this _____ day of _____, _____

By _____ (Signature of an authorized officer or agent)

_____ (Type or Print Name)

Nonprofit Corporations

Signed this 12th day of June, 2014

By  (Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Edward Zimmer President

(Type or Print Name) (Type or Print Title)

Preparer's Name Cevin C. Taylor, Attorney

Business telephone number (734) 995-2500

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Dissolution. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. Item 2 - Enter the identification number previously assigned to the Bureau. If this number is unknown, leave it blank.
4. Within 60 days after submitting this certificate all corporations must request a tax clearance from the Michigan Department of Treasury, Tax Clearance Division, Lansing, Michigan 48922, (517) 636-5260.
5. All nonprofit corporations except churches must obtain a consent to dissolution, or a written statement that the consent is not required, from the Michigan Attorney General, Consumer Protection and Charitable Trust Division, Michigan Attorney General, P.O. Box 30214, Lansing, MI 48909, (517) 373-1152. Application for the consent should be made at least 45 days before the desired effective date of the dissolution. This certificate cannot be filed unless it is accompanied by the consent or written statement.
6. This Certificate must be signed by:
PROFIT CORPORATIONS AND PROFESSIONAL SERVICE CORPORATIONS: an authorized officer or agent.
NONPROFIT CORPORATIONS: either the president, vice-president, chairperson or vice-chairperson.
7. **NONREFUNDABLE FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....\$10.00

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
 Corporations, Securities & Commercial Licensing Bureau
 Corporations Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

THE ZIMMER FOUNDATION

ID NUMBER: 705853

received by facsimile transmission on March 25, 2010 is hereby endorsed

Filed on March 26, 2010 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 26TH day of March, 2010.

Director

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Ralph S. Rumsey, Attorney at Law

Address

7th Floor, First National Bldg, 201 S Main St

City

Ann Arbor

State

MI

ZIP Code

48103



Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.



EFFECTIVE DATE:

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **Zimmer Foundation**

2. The identification number assigned by the Bureau is:

705853

3. Article XI A of the Articles of Incorporation is hereby amended to read as follows:

The Directors of this Corporation shall consist of no less than and no more than three (3) persons, as determined from time to time by the Board of Directors.

COMPLETE ONLY ONE OF THE FOLLOWING:

4. Profit or Nonprofit Corporation: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

(Signature)

(Type or Print Name)

5. Profit Corporation Only: Shareholder or Board Approval

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the _____ day of _____, _____, by the: (check one of the following)

- shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- board of a profit corporation pursuant to section 611(2) of the Act.

Profit Corporations and Professional Service Corporations

Signed this _____ day of _____, _____

By _____
(Signature of an authorized officer or agent)

(Type or Print Name)

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____ by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

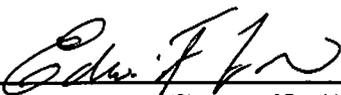
- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 25th day of March, 2010

By 
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

EDWARD F ZIMMER TRES
(Type or Print Name) (Type or Print Title)

Name of person or organization remitting fees:

Ralph S. Rumsey, Attorney at Law

Preparer's name and business telephone number:

Ralph S. Rumsey, Attorney at Law(734) 995-2500**INFORMATION AND INSTRUCTIONS**

1. This form may be used to draft your Certificate of Amendment to the Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since the document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Certificate is to be used pursuant to the provisions of section 631 of Act 284, P.A. of 1972, or Act 162, P.A. of 1982, for the purpose of amending the Articles of Incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 3 - The article(s) being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. If the amendment changes the term of existence to other than perpetual, all nonprofit corporations except churches must obtain a consent to dissolution, or a written statement that the consent is not required, from the Michigan Attorney General, Consumer Protection and Charitable Trusts Division, P.O. Box 30214, Lansing, MI 48909, (517) 373-1152. Application for the consent should be made at least 45 days before the desired effective date of the dissolution. This certificate cannot be filed unless it is accompanied by the consent or written statement.
7. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. **Signatures:**
Profit Corporations: (Complete either Item 4 or Item 5)
 1) Item 4 must be signed by at least a majority of the Incorporators listed in the Articles of Incorporation.
 2) Item 5 must be signed by an authorized officer or agent of the corporation.

Nonprofit Corporations: (Complete either Item 4 or Item 6)
 1) Item 4 must be signed by all of the incorporators listed in the Article of Incorporation.
 2) Item 6 must be signed by either the president, vice-president, chairperson or vice-chairperson.
9. **FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE: \$10.00

ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

<u>Amount of Increase</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

To submit by mail:

Michigan Department of Labor & Economic Growth
 Bureau of Commercial Services - Corporation Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

DELEG is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Exhibit A

**Amendment to the Articles of Incorporation of
The Zimmer Foundation**

Article XI

A. The Directors of this Corporation shall consist of no less than and no more than three (3) persons, as determined from time to time by the Board of Directors.

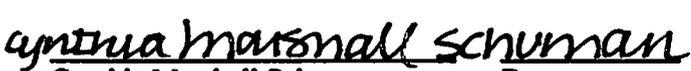
**Re: Amendment to the Restated Articles of Incorporation
Of
The Zimmer Foundation**

The undersigned, being all of the Directors of The Zimmer Foundation, hereby amend the Articles of Incorporation of the Zimmer Foundation to amend Article XI A to read as follows:

The Directors of this Corporation shall consist of no less than and no more than three (3) persons, as determined from time to time by the Board of Directors.


Edward F. Zimmer 3/22/2010
Date


Kathryn M. Zimmer 3/22/2010
Date


Cynthia Marshall Schuman 3/17/10
Date

Resolution of the Board of Directors of The Zimmer Foundation, Regarding Amending the Corporation's Articles of Incorporation

WHEREAS, the Board of Directors of The Zimmer Foundation, after careful consideration of many facts and circumstances, decided that it was in the best interest of the corporation to amend the Corporation's Articles of Incorporation;

NOW THEREFORE, BE IT RESOLVED, that the amendment to the Corporation's articles of incorporation, attached as Exhibit A, is hereby adopted by the board.

CERTIFICATE

I he undersigned hereby certifies that she is the Secretary of The Zimmer Foundation, a corporation organized and existing under the laws of the State of Michigan; that the foregoing is a true and correct copy of a resolution duly adopted

by unanimous written consent of the Board of Directors of said corporation, pursuant to MCL 450.2525;

at a meeting of the Board of Directors of said corporation held on the _____ day of _____, 2010, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 25th day of March, 2010.

/s/ Kathryn M. Zimmer
Secretary

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received OCT 14 2004	(FOR BUREAU USE ONLY) FILED OCT 28 2004
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Ralph S. Rumsey, Attorney	Administrator Tran Info: 19852032-1 10/08/04 BUREAU OF COMMERCIAL SERVICES CASH#: 3342 Amt: \$10.00 ID: 705853
Address 7th Floor First National Building 201 S Main St	
City Ann Arbor	State MI
	ZIP Code 48104
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	The Zimmer Foundation
2. The identification number assigned by the Bureau is:	705853

3. Article XI of the Restated Articles of Incorporation of this Corporation is hereby amended to read as follows:

Please see attachment Article XI

JB

6. (For a nonprofit corporation whose Articles state the corporation is organized on a directorship basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 1st day of October, 2004 by the directors of a nonprofit corporation whose articles of incorporation state it is organized on a directorship basis (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment
- by written consent of all directors pursuant to Section 525 of the Act.

Signed this 1st day of OCTOBER, 2004

By *Edw. F. Zimmer*
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

EDW. F. ZIMMER PRESIDENT
(Type or Print Name) (Type or Print Title)

**ATTACHMENT TO THE CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION
(RESTATED)
OF
THE ZIMMER FOUNDATION**

Page 1 of 2

ARTICLE XI

- A. The Directors of this Corporation shall consist of not less than one (1) nor more than three (3) persons, as determined from time to time by the Board of Directors.
- B. Edward Zimmer shall be a Director of this Corporation for the full term of his natural life, or until his resignation as hereinafter provided. The other member of the Board of Directors shall be Kathryn Zimmer. The term of office shall be for one year upon election and shall continue until the next annual meeting of the Corporation and thereafter until said Director's successor is chosen or until his or her resignation or removal. There shall be no limitation as to the number of consecutive terms served by an individual.
- C. Any Director may resign by written notice to the Corporation. Except as provided for below, any member of the Board, other than Edward Zimmer, may be removed as a Director at any meeting of the Board, either with or without cause, by the affirmative vote of a majority of the Directors then in office.
- D. If a vacancy shall occur among the members of the Board as a result of death, resignation, removal, or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A person selected to fill such vacancy shall be a Director until the next annual meeting of the Corporation or until his or her death, resignation or removal prior to the expiration of such period.
- E. If Edward Zimmer shall cease to serve as a Director of this Corporation and Kathryn Zimmer is serving as a Director at such time, then thereafter Kathryn Zimmer shall be a Director of this Corporation for the full term of her natural life or until her resignation.
- F. The provisions of this Article XI may only be amended by the unanimous vote of all of the members of the Board of Directors.
- G. The Board of Directors by unanimous agreement, evidenced in writing, may appoint Successor Directors to serve as Directors of the Corporation in the event that all of the Corporation's Directors should be deceased or incapacitated to the extent that none of them are able to manage the affairs of the Corporation. Such Successor Directors shall serve as Directors in accordance with the Articles of Incorporation of this Corporation and its bylaws provided that upon an incapacitated Director recovering so as to be able to

**ATTACHMENT TO THE CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION
(RESTATED)
OF
THE ZIMMER FOUNDATION**

Page 2 of 2

serve as Director the Successor Directors shall no longer serve. The Board of Directors shall also have the authority to revoke the appointment of Successor Directors.

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Ralph S. Rumsey

Address

1 S. Main Street, #700

City

Ann Arbor

State

MI

Zip Code

48104

EFFECTIVE DATE.

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:

Zimmer Foundation

2. The identification number assigned by the Bureau is:

705853

3. All former names of the corporation are:

No former names

4. The date of filing the original Articles of Incorporation was: December 9, 1980

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:

Zimmer Foundation

ARTICLE II

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

See attached addendum for Article II.

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is not applicable. If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:
not applicable
3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
None

and the description and value of its personal property assets are: (if none, insert "none")
None

(The valuation of the above assets was as of _____, _____)
The corporation is to be financed under the following general plan:
Private contributions of funds and property, and the income generated therefrom

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
350 Corrie Road Ann Arbor, Michigan 48105-1033
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Edward F. Zimmer

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attached addendum for Articles V, VI, VII, VIII, IX, X, and XI.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and **do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____,

By _____

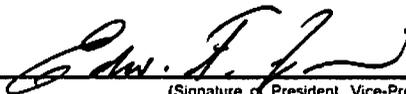
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 18th day of February, 2000 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and: (check one of the following)

- were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
- were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
- were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
- were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 18th day of Feb., 2000

By 

(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

EDW. F. ZIMMER

(Type or Print Name)

PRES

(Type or Print Title)

Preparer's name Ralph S. RumseyBusiness telephone number (734) 995-2500**INFORMATION AND INSTRUCTIONS**

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed in ink by an authorized officer or agent.
Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Consumer & Industry Services
Corporation, Securities and Land Development Bureau
Corporation Division
7150 Harris Drive
P.O. Box 30054
Lansing, MI 48909

To submit in person:

6546 Mercantile Way
Lansing, MI
Telephone: (517) 241-6400

Fees may be paid by VISA or Mastercard
when delivered in person to our office.

To submit electronically: (517) 334-8048

*To use this service complete a MICH-ELF application to provide your VISA or Mastercard number. Include your assigned Filer number on your transmission. To obtain an application for a filer number, contact (517) 241-6420 or visit our WEB site at <http://www.cis.state.mi.us/corp/>.

**ADDENDUM TO RESTATED ARTICLES OF INCORPORATION
OF
THE ZIMMER FOUNDATION**

Page 1 of 4

ARTICLE II

The Corporation is organized for charitable, educational, humane, and scientific purposes; to receive and administer funds for such purposes; and to do anything incidental to, or reasonably in furtherance of such purposes.

The Corporation is organized exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law)(the "Code"), including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, 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 the purposes set forth herein. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- (1) an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code;
- (2) an organization, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE VI

Special governing provisions for the corporation are as follows:

1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washtenaw County, Michigan, if the principal office of the corporation is located in the said county at the time of dissolution of the said corporation, or by the Circuit Court (or equivalent thereof) of the county in which the principal office of the corporation is then located, exclusively, for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

The Corporation hereby assumes all liability to any person other than the Corporation, or its shareholders, or its members for all acts or omissions of a director who is a volunteer director as defined in the Michigan Nonprofit Corporation Act, incurred in the good faith performance of the director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or to the extent that such assumptions shall constitute self-dealing under Section 4941 of the Internal Revenue Code.

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ARTICLE IX

The Corporation assumes the liability for all acts or omissions of a volunteer director or volunteer officer, provided, that such assumption of liability is consistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and does not constitute self-dealing under Section 4941 of the Internal Revenue Code, and further provided that:

- A. The volunteer director or officer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer director or officer was acting in good faith;
- C. The volunteer director's or officer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The volunteer director's or officer's conduct was not an intentional tort; and
- E. The volunteer director's or officer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

The provisions of this Article IX are intended to be in addition and supplemental to the provisions of Article VIII and shall not reduce any liability protection afforded volunteer directors by the said Article VIII under the laws of the State of Michigan.

ARTICLE X

No volunteer director or officer, as that term is defined in Act 162, Public Acts of 1982, as amended ("Act"), shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that the foregoing shall not eliminate the liability of a director or officer for any of the following: (i) breach of the director's or officer's duty of loyalty to the corporation or its members; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of the Act; (iv) a transaction from which the director or officer derived an improper personal benefit; or (v) an act or omission that is grossly negligent. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of director's or officer's, then the liability of director or officer of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended Act. No amendment or repeal of this Article X shall apply to or have any effect on the liability

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of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE XI

- A. The Directors of this Corporation shall consist of not less than one (1) nor more than three (3) persons, as determined from time to time by the Board of Directors.
- B. Edward Zimmer shall be a Director of this Corporation for the full term of his natural life, or until his resignation as hereinafter provided. Other members of the Board of Directors shall be Kathryn Zimmer and Amy Zimmer. The term of office shall be for one year upon election and shall continue until the next annual meeting of the Corporation and thereafter until said Director's successor is chosen or until his or her resignation or removal. There shall be no limitation as to the number of consecutive terms served by an individual.
- C. Any Director may resign by written notice to the Corporation. Except as provided for below, any member of the Board, other than Edward Zimmer, may be removed as a Director at any meeting of the Board, either with or without cause, by the affirmative vote of a majority of the Directors then in office.
- D. If a vacancy shall occur among the members of the Board as a result of death, resignation, removal, or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A person selected to fill such vacancy shall be a Director until the next annual meeting of the Corporation or until his or her death, resignation or removal prior to the expiration of such period.
- E. If Edward Zimmer shall cease to serve as a Director of this Corporation and Kathryn Zimmer is serving as a Director at such time, then thereafter Kathryn Zimmer shall be a Director of this Corporation for the full term of her natural life or until her resignation.
- F. The provisions of this Article XI may only be amended by the unanimous vote of all of the members of the Board of Directors.

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

To All To Whom These Presents Shall Come:

I, William F. McLaughlin, Director, Michigan Department of Commerce,
Do Hereby Certify That Articles of Incorporation of _____

THE ZIMMER FOUNDATION

were duly filed in this office on the 9th day of December, 19 80,
in conformity with Act 284, Public Acts of 1972, as amended, and Act 327, Public
Acts of 1931, as amended.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 9th day
of December, 19 80.

William F. McLaughlin
Director