

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Wesley B. Tailor**, the Deputy Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

MMV ALLIANCE FUND, INC.
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **02/02/2010** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on February 2, 2010



A handwritten signature in black ink that reads 'Wesley B Tailor'.

Wesley B. Tailor
Deputy Secretary of State

**ARTICLES OF INCORPORATION
OF
MMV ALLIANCE FUND, INC.**

ARTICLE I.

The name of the Corporation is MMV Alliance Fund, Inc.

ARTICLE II.

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III.

The Corporation shall have perpetual duration.

ARTICLE IV.

The Corporation shall be organized to act as a political action committee under the Georgia Ethics in Government Act, as amended. Under O.C.G.A. §14-3-301(b), the Corporation shall be subject to all limitations and conditions imposed on Political Action Committees by state law.

ARTICLE V.

The Corporation is not organized for profit. It shall not have or issue any capital stock.

ARTICLE VI.

The Corporation shall not have members.

ARTICLE VII.

The initial registered office of the Corporation shall be located at 791 Wylie Street, Atlanta, Fulton County, Georgia 30316. The initial registered agent for service shall be J. Glenn Richardson, 791 Wylie Street, Atlanta, Fulton County, Georgia 30316.

ARTICLE VIII.

The initial principal office of the corporation shall be located at 791 Wylie Street, Atlanta, Fulton County, Georgia 30316.

ARTICLE IX.

The name and address of the incorporator is as follows:



J. Glenn Richardson
791 Wylie Street
Atlanta, Georgia 30316

ARTICLE X.

The affairs and property of the Corporation shall be managed by a Board of Directors. The name of each initial director of the Corporation is as follows:

J. Glenn Richardson

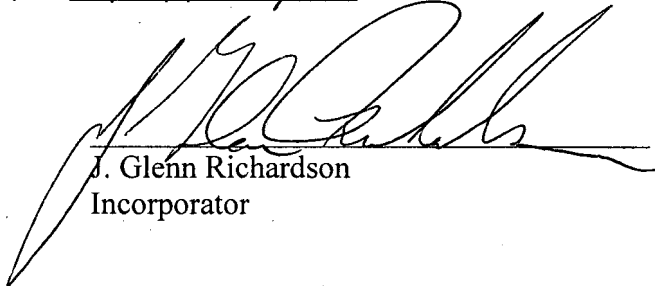
ARTICLE XI.

No director of the Corporation shall be personally liable to the Corporation for money damages for any action taken, or failure to take any action, except as provided in O.C.G.A. §14-3-202(b)(4). This Article shall limit the liability of officers and directors of the Corporation to the fullest extent permitted by applicable law, including, without limitation, O.C.G.A. §§14-3-850 - 858.

ARTICLE XII.

In the event of dissolution of the Corporation or winding up of its affairs, its assets shall be disposed of at the discretion of the Board of Directors in compliance with applicable state campaign finance, election and ethics laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 2nd day of February, 2010.



J. Glenn Richardson
Incorporator

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SECRETARY OF STATE
CORPORATIONS DIVISION



Brian P. Kemp
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: linda.autrey@hklaw.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

MMV ALLIANCE FUND, INC.

Corporate Name (List exactly as it appears in articles)

2.

Robert S. Highsmith, Jr., Esq. - Holland & Knight LLP

404-898-8012

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

1201 West Peachtree St NE #2000

Address

Atlanta, GA 30309-3400

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Robert S. Highsmith, Jr. /a
Authorized signature of person filing documents

2/2/2010
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>