

UMF COLLECTIVE FUNDS OF MICHIGAN LLC

OFFERING CIRCULAR

COLLECTIVE INVESTMENT FUNDS

**BALANCED FUND
STOCK FUND
BOND FUND**

AND

COLLECTIVE MONEY MARKET INVESTMENT ACCOUNT

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COLLECTIVE INVESTMENT OFFERINGS

UMF Collective Funds of Michigan LLC ("**UMF Funds**") has been formed by the United Methodist Foundation of Michigan (the "**Foundation**") for the purpose of offering the following four investment options:

- The Balanced Fund (the "**Balanced Fund**")
- The Stock Fund (the "**Stock Fund**")
- The Bond Fund (the "**Bond Fund**")
- A collective money market investment account (the "**Money Market Investment Account**" or "**MMIA**").

The Balanced Fund, Stock Fund, Bond Fund (together referred to as the "**Funds**") and the MMIA are available exclusively for the collective investment and reinvestment by United Methodist churches and congregations and other charitable organizations located in the State of Michigan. Individuals may not open a participant account or otherwise contribute funds to the MMIA or the Funds.

The Foundation is the sole member of UMF Funds and, in that capacity, serves as the administrator of the Funds and the MMIA.

THE FUNDS AND THE MMIA ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER THE PHILANTHROPY PROTECTION ACT OF 1995. REGISTRATION STATEMENTS RELATING TO THE FUNDS AND THE MMIA HAVE NOT BEEN FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR THE SECURITIES & AUDIT DIVISION OF THE CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU ("CSCLB"), WHICH IS PART OF THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS. NEITHER CSCLB NOR THE SEC HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NEITHER UMF FUNDS, THE FOUNDATION, THE FUNDS NOR THE MMIA IS REGISTERED AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940 OR AS AN INVESTMENT ADVISER UNDER THE INVESTMENT ADVISERS ACT OF 1940.

This Offering Circular contains information that you should know before deciding to participate. You should read and retain this Offering Circular for future reference.

PARTICIPATION IN THE FUNDS OR THE MMIA IS SUBJECT TO CERTAIN RISK FACTORS DESCRIBED IN THIS OFFERING CIRCULAR.

INVESTMENTS IN THE FUNDS OR THE MMIA ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY.

No person has been authorized to give any information or to make any representation not contained in this Offering Circular in connection with the Funds and the MMIA and, if given or made, such information or representations must not be relied upon as having been authorized by the UMF Funds. This Offering Circular does not constitute an offering by UMF Funds in any jurisdiction in which such offering may not lawfully be made.

Each person who solicits contributions from participating organizations is a volunteer or is engaged in the overall fundraising activities of the Foundation. Neither the Foundation nor UMF Funds pays commissions or other special compensation to any person to solicit participating organizations. Likewise, neither the Foundation nor UMF Funds pays commissions or other special compensation to any person based on the number or the value of contributions collected. UMF Funds buys, holds and sells securities on behalf of the Funds and their participating organizations solely through the corporate officers, employees and volunteers of the Foundation or through brokers or dealers registered with the Securities and Exchange Commission.

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RISK FACTORS

Successor Funds

UMF Funds was formed on May 26, 2011, and began accepting investments in the Funds and the MMIA on September 22, 2011. The Stock Fund, Bond Fund, Balanced Fund and MMIA are successors to the UMF Stock Fund, UMF Bond Fund, UMF Balanced Fund and MMIA, administered by the Foundation prior to the formation of UMF Funds.

General Investment Risks

The risk inherent in opening a participant account for the Funds or the MMIA includes the risk common to any investment. The value of the participant account will fluctuate in response to changes in economic conditions, interest rates and the national securities market's perception of the investments held by the Funds or the MMIA.

No assurance can be provided that any of the Funds will achieve their investment objectives because uncertainty exists in every investment. No assurance can be provided that the Funds will operate profitably or that participants will not suffer losses. Should many organizations withdraw from a Fund at about the same time, said Fund may have to sell portfolio securities at a time when it would be disadvantageous to do so.

The Funds and the MMIA Are Not Mutual Funds

None of the Balanced Fund, Stock Fund, Bond Fund, or the MMIA is a mutual fund registered with the Securities and Exchange Commission as an investment company under the Investment Company Act of 1940. Accordingly, the Funds and the MMIA will not follow the policies and procedures or meet the regulatory requirements for mutual funds.

Contributions and Withdrawals Are Permitted Only on the Weekly Activity Dates

Participant account contributions and withdrawals are processed weekly. Generally, these transactions are processed as of the close of business on Wednesday of each business week (a "**Weekly Activity Date**"). However, the weekday may be altered in a given week in the event of office closures for holidays or unforeseen circumstances. Accordingly, the value of the investments in each participant account on the Weekly Activity Date may be greater or less than on the day UMF Funds received the participant's contribution or withdrawal request depending on changes in the value of the investments in the account between the day the contribution or withdrawal request was received and the following Weekly Activity Date. See "**PARTICIPANT ACCOUNTS.**"

Temporary Interest-Free Account Pending Investment of Contributions

Any amounts received by UMF Funds for investment in the Funds or the MMIA are temporarily held in a bank account pending investment on the next Weekly Activity

Date. Any interest earned on this account will be retained by UMF Funds and will not be distributed or credited to participant accounts.

No Cash Dividends or Distributions

The Funds generally do not pay cash dividends or make cash distributions to participants other than account withdrawals on a Weekly Activity Date. See "**TAXES.**"

Unsecured and Uninsured Obligations

The participant accounts will be unsecured and uninsured obligations of UMF Funds payable exclusively from the assets of the Funds or the MMIA in which the accounts are invested. No assets of UMF Funds or the Foundation have been or will be pledged as security for repayment of amounts invested. UMF Funds has not established, and has no plans to establish, a sinking fund for repayment of amounts invested in the Funds. Investments in the Funds or the MMIA are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Possible Emergency Conditions

UMF Funds may temporarily suspend the right to withdraw funds from a participant account when certain emergency conditions exist, including if UMF Funds cannot dispose of its investments or fairly determine their value, or the withdrawal of funds or disposition of investments would be in violation of law, impractical or prejudicial to the participants in a Fund. Should many organizations withdraw from a Fund at the same time, the Fund may have to sell portfolio securities at a time when it would be disadvantageous to do so.

The Regulatory Environment

Changes in state or federal laws, rules, or requirements regarding the sale of securities of charitable or other not-for-profit organizations may make it more difficult and costly for UMF Funds to administer the Funds and the MMIA. Therefore, no assurance can be given that UMF Funds will continue to offer the Funds or the MMIA in the future.

No Participation in Management

UMF Funds is a limited liability company, and its sole member, the Foundation, exercises exclusive control of UMF Funds, the Funds and the MMIA. Participating organizations do not have any voting rights or any right to participate in management of UMF Funds.

Conflicts of Interest

UMF Funds intends to balance the financial interests of the participants with the socially responsible investment objectives of UMF Funds and the Foundation. This situation may cause potential conflicts of interest, particularly if these interests diverge.

No Transfer, Resale or Assignment

Participant accounts may not be transferred, resold, assigned, or pledged to any person or organization whatsoever.

Risks of Affiliates

In addition to managing the UMF Funds, as of January 1, 2019, the Foundation also oversees the church extension fund activities, The Missions and Church Extension Trust Fund of the Michigan Area of the United Methodist Church, which is also known as the Michigan Area Loan Fund. The Michigan Area Loan Fund was restructured as a subsidiary of the Foundation effective March 7, 2019.

Effective July 8, 2019, the Michigan Conference Capital Mission Fund of the United Methodist Church, which was formerly known as the Extension Fund of the Detroit Annual Conference of The United Methodist Church, merged into the Foundation. As a result of the merger, the Foundation is subject to all the duties, liabilities and obligations of the Michigan Conference Capital Mission Fund of the United Methodist Church.

While we are a separate entity from the Foundation and the other entities it controls, and are generally not liable for claims against them, it is possible that claimants against them might contend that we are also liable. If a claim like this were made or upheld, our financial condition may be negatively affected.

Tax-exempt Status Risk

We rely on the tax-exempt status of the Foundation pursuant to Section 501(c)(3) of the Internal Revenue Code. The Foundation and The United Methodist Church are subject to a number of requirements affecting its operations in order to receive and maintain tax-exempt status. If the Foundation or The United Methodist Church at any time fails to qualify for tax-exemption under Section 501(c)(3) of the Internal Revenue Code, that failure could affect our ability to continue the Funds under otherwise applicable securities law exemptions. There can be no assurance that our ability to rely on the Foundation's tax exemption will continue if there is a change in the law or a change in the facts and circumstances.

Digital Technologies

We utilize digital and cloud-based technologies and services in our operations, many of which are provided by third party vendors. We rely upon these vendors and these technologies and services for maintaining, processing, delivering, transmitting, and storing proprietary data and other records related to our business. This data includes confidential investor and borrower information and proprietary information. Unauthorized disclosure of this information could lead to loss of faith in our ability to protect confidential information and therefore harm our ability to retain investors and borrowers. Digital technology has inherent risks, including, without limit, intentional or unintentional unauthorized access to data, data theft, temporary or permanent loss of data, and hardware and software failure. While we and our vendors have taken

steps to protect against these risks, it is possible that these measures will not be 100% effective, may be insufficient or circumvented, or may become obsolete, and that there may be other risks, that have not been identified because they are different or unknown, that may emerge or evolve in the future. If we were to experience a large-scale data inaccuracy, inability to access data for an extended time period, permanent loss of data, data breach, failure of our vendors to perform as contracted, or other significant issues regarding data, it could adversely affect all aspects of our operations. Our insurance coverage may not be adequate to cover all the costs related to cyber incidents or disruptions resulting from such events. If you choose to utilize our digital services, we can offer no assurances or make any warranties as to the accuracy, availability and security of such technologies or the data contained therein, and that use is subject to the terms, conditions and limitations set forth in applicable usage agreements.

UMF COLLECTIVE FUNDS OF MICHIGAN LLC

UMF Collective Funds of Michigan LLC is a nonprofit limited liability company organized and existing under the laws of the State of Delaware. UMF Funds is organized and operated to further the purposes of the Foundation by providing one or more investment funds or portfolios maintained for the collective investment of eligible participants.

The Foundation is a nonprofit corporation organized and existing under the laws of the State of Michigan since 1925. It is identified through its common religious faith with The United Methodist Church. The United Methodist Church is a Protestant denomination which was organized in 1968 through the union of the Methodist Church and the Evangelical United Brethren Church and is composed of tens of thousands of churches throughout the world.

The Foundation is qualified and intends to qualify in the future as a charitable religious organization exempt from federal income taxation as a charitable organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Internal Revenue Code**"). It is not a private foundation as defined in Section 509(a) of the Internal Revenue Code. Such qualification relieves an organization of liability for federal income taxes.

PARTICIPANT ELIGIBILITY

Eligible Participants

The Funds and the MMIA have been established and are operated at all times exclusively for the benefit of United Methodist organizations and other charitable organizations with common bonds and convictions located in the State of Michigan. The only eligible participants are United Methodist churches, United Methodist congregations and other charitable organizations located in the State of Michigan that share historic Wesleyan common bonds and convictions. The Foundation also may participate by investing its own eligible assets.

Each participant must, at all times, be exempt from federal income taxation under Section 501(c)(3) or as a charitable organization described in paragraphs (1) through (5) of Section 170(c) of the Internal Revenue Code. Individuals may not contribute funds to or otherwise participate in the Funds or the MMIA and the net earnings of the Funds and the MMIA may not inure to the benefit of any private investor or individual. All financial benefits of the Funds and the MMIA will be distributed exclusively to the eligible participants to be used solely for their tax-exempt purposes, and participants must represent that the funds will be so used.

Eligible Assets

Due to restrictions imposed under federal and state securities laws, all funds contributed for participation in the Funds or the MMIA must be limited to the participant's general endowment fund or other assets over which the participating organization has immediate, sole, and exclusive use, benefit, and enjoyment. For example, a participant may not contribute charitable gift annuity assets, charitable trust assets, revocable trust assets, retirement plan assets or any other assets in which a donor to the participant or any other individual beneficiary has any interest by way of rights to income or promises of fixed or variable interest.

The Funds and the MMIA are maintained exclusively for the collective investment and reinvestment of these eligible assets. Each participating organization must represent that the assets it is contributing meet these requirements. UMF Funds will rely on these representations for purposes of qualifying for certain exemptions from registration under state and federal securities laws. Each participating organization should contact UMF Funds if it has any questions as to whether it meets these requirements.

THE BALANCED FUND

Investment Objective

The Balanced Fund is designed to provide participants with a prudent and balanced investment program. The primary investment objective of the Balanced Fund is to provide for long term capital growth.

Fund of Funds Investment Strategy

The Balanced Fund operates as a "fund of funds" through which participants are invested primarily in the Stock Fund and Bond Fund. The Balanced Fund will be allocated approximately 35% to 65% in the Stock Fund and approximately 35% to 65% in the Bond Fund. In addition, when in the opinion of the Investment Advisor market conditions warrant, the Balanced Fund may invest all or a portion of its total assets in the MMIA. If the Fund is investing defensively, it temporarily may not be pursuing its investment objective. The actual allocation between the Stock Fund, Bond Fund and MMIA at any time will be determined by the Investment Advisor and will be reviewed quarterly by the Foundation's Investment Committee.

For purposes of reporting and accounting, participants in the Balanced Fund will be treated as participants in the underlying Stock Fund, Bond Fund or MMIA to which the Balanced Fund is allocated at any time. Account statements, reports and other documentation will reflect only the participation in the Stock Fund, Bond Fund and MMIA, as applicable.

THE STOCK FUND

Investment Objective

The Stock Fund seeks to achieve long-term capital appreciation through investments in stocks and other equity securities, with primary emphasis on U.S. large capitalization companies and secondary emphasis on global and international equities and on U.S. small and middle capitalization companies. The Stock Fund is subject to the general investment restrictions and the socially responsible investment criteria described in "**Investment Restrictions for Stock Fund and Bond Fund.**"

The Stock Fund will be invested in actively managed portfolios of stocks divided into five portfolio segments comprising the following percentage ranges of the Stock Fund as a whole:

- large-capitalization growth 10%-25%
- large-capitalization value 10%-30%
- large-capitalization core 15%-40%
- small/mid-capitalization 5%-25%
- international equity 5%-30%

The Investment Advisor is responsible for making investment decisions for each portfolio segment in the Stock Fund. The amount invested in each segment within the above ranges is determined by the Investment Advisor and reviewed quarterly by the Investment Committee.

Large-Capitalization Growth Segment

The primary objective of the Large-Capitalization Growth Segment is to seek long-term capital appreciation by investing 100% in equity securities that the Investment Advisor expects to outperform their sector. Current income is not a major consideration. Large-Capitalization Growth portfolios will primarily be invested in equity securities of large capitalization companies located in the United States but may include equity securities of small to medium capitalization companies. This segment assumes a risk level greater than that of the stock market in general.

Benchmark: Russell 1000 Growth Index®

Large-Capitalization Value Segment

The primary objective of the Large-Capitalization Value Segment is to seek long-term capital appreciation by investing up to 100% in equity securities that the Investment Advisor believes are undervalued. Large Cap Value Equity portfolios primarily will be invested in dividend paying equity securities of large capitalization located in the

United States but may include equity securities of small to medium capitalization companies or companies headquartered outside of the U.S. This segment assumes a risk level at least equal to that of the stock market in general.

Benchmark: Russell 1000 Value Index®

Large-Capitalization Core Segment

The primary objective of the Large-Capitalization Core Segment is to seek capital appreciation by investing up to 100% in equity securities. Current income is not a major consideration. This segment primarily will be invested in value and growth equity securities of large capitalization companies located in the United States, but may include equity securities of medium capitalization companies. Portfolios may include non-U.S. equity securities in the form of American depositary receipts ("**ADRs**"). This segment assumes a risk level at least equal to that of the stock market in general.

Benchmark: S&P 500 Index®

Small/Mid-Capitalization Segment

The primary objective of the Small/Mid-Capitalization Segment is to seek capital appreciation and, secondarily, income. Under normal circumstances, it invests at least 80% of its assets in equity securities of medium-capitalization companies. The Investment Advisor focuses upon securities of companies that it believes have the long-term potential to grow in size or to become more profitable, or that the stock market may value more highly in the future. The Investment Advisor places particular emphasis on stocks trading at the low end of one or more historical valuation measures, such as price/book value, price/sales, price/earnings or enterprise value/EBITDA ratios. The segment primarily purchases common stock of US companies but may also invest in securities issued by foreign companies.

Benchmark: S&P Mid Cap 400 Value Index®

International Equity Segment

The primary objective of the International Equity Segment is to seek long-term capital appreciation through investment in a diversified portfolio of equity securities of issuers located outside of the United States, primarily in large capitalization companies located in developed countries. International Equity portfolios may include ADRs and/or ordinary equity securities. This segment assumes the additional risks involved with international investing and a risk level at least equal to that of international stock markets in general.

Benchmark: MSCI All Country World Ex-U.S.®

Investment Considerations

Principal Investment Risks

No assurance can be given that the Stock Fund will achieve its investment objectives since uncertainty exists in every investment. The Fund will invest in securities that will go up and down in price. Only participants able to tolerate possibly substantial fluctuations in the value of their investment, brought about by declining stock prices, should contemplate investment in the Fund. Although the Fund seeks to reduce risk by investing in diversified portfolios of stocks, such diversification does not eliminate all risks. No assurance can be given that the Fund will operate profitably or that participants will not suffer losses.

Stock Market Risk

The value of the equity securities in which the Stock Fund invests may decline in response to developments affecting individual companies or general economic conditions. Price changes may be temporary or may last for extended periods. Historically, stock prices have fluctuated in periodic cycles.

Stock Selection Risk

The value of the Stock Fund's investments may decline regardless of overall market conditions if the particular companies in which the Stock Fund invests do not perform well in the market.

Smaller Company Stock Risk – Small/Mid-Capitalization Segment

The stocks of smaller companies may have more risks than those of larger companies. Smaller companies often have narrower markets and more limited managerial and financial resources than larger, more established companies. As a result, they may be more sensitive to changing economic conditions, which could increase the volatility of the Small/Mid-Capitalization segment's portfolio. In addition, smaller company stocks typically are traded in lower volume making them more difficult to sell.

Value Investing Risk – Large-Capitalization Value, Small/Mid-Capitalization and Large-Capitalization Core Segments

The Large-Capitalization Value and Small/Mid-Capitalization segments, and to a lesser extent the Large-Capitalization Core segment, seek to identify companies selling at a discount from their perceived true worth, as determined by the Investment Advisor. This approach involves selecting stocks at prices that are, in the Investment Advisor's view, temporarily low relative to the company's earnings, assets, cash flow and dividends. Value investing is subject to the risk that the stock's intrinsic value (as determined by the Investment Advisor) may never be fully recognized or realized by the market, or their prices may go down. In addition, there is the risk that a stock judged to be undervalued may actually be appropriately priced.

Growth Investing Risk – Large-Capitalization Growth and Large-Capitalization Core Segments

The Large-Capitalization Growth segment and, to a lesser extent, the Large-Capitalization Core segment seek to identify growth companies that are expected to outperform other companies in their sector. The prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. The prices of growth stocks also may fall or fail to appreciate as anticipated by the Investment Advisor, regardless of movements in the securities markets.

Foreign Equity Markets Investing Risk - Large-Capitalization Value Segment, Small/Mid-Capitalization Segment, and International Segments

Investing in foreign equity securities can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments more volatile and potentially less liquid than U.S. investments. Foreign equity markets can perform differently from the U.S. equity markets.

Investment Restrictions

The Investment Advisor will observe the following guidelines in managing the Stock Fund:

- Within any individual segment, no more than 5% of the assets will be invested in any one issuer (except for the U.S. Government); and
- No more than 25% of the market value of the equity assets in the portfolio will be held in the equity issues of companies in any one industry sector.

If changes in market values cause a segment to exceed either of these limitations, then the Investment Advisor will make appropriate adjustments within ninety (90) days of such occurrence, unless otherwise directed by the Investment Committee.

THE BOND FUND

Investment Objective

The Bond Fund's primary objective is to achieve a high level of current income, with capital appreciation as a secondary objective, by investing primarily in investment-grade debt securities that meet the investment criteria described in "**Investment Restrictions for Stock Fund and Bond Fund.**"

The Investment Advisor and the Foundation are each responsible for making investment decisions for approximately 50% of the Bond Fund.

Investment Securities

The Bond Fund invests primarily in U.S. Treasury and agency securities, taxable municipal securities, corporate bonds, mortgage-backed securities, preferred shares and other fixed income securities rated as investment grade by a Nationally Recognized Statistical Rating Organization ("**NRSRO**"). For example, investment grade securities would be rated BBB- or higher by Standard & Poor's Ratings Group, a Division of McGraw Hill ("**S&P**"), or Bbb or higher by Moody's Investors Service, Inc. ("**Moody's**"). Subsequent to its purchase by the Bond Fund, a security rated as investment grade may cease to be rated or its rating may be reduced below investment grade. The Investment Committee or the Investment Advisor, as appropriate, will consider such an event in determining whether the Bond Fund should continue to hold the security. The Investment Committee or the Investment Advisor, as appropriate, reserves the option to retain a security that was purchased as an investment grade security, but subsequently ceases to be rated or its rating may be reduced below investment grade. The Bond Fund may hold up to ten percent (10%) of its total balance in a tactical investment strategy that may include high yield bonds or real estate investment trusts. The Bond Fund is expected to have an average duration of three to seven years.

Primary Investment Strategies of the Investment Advisor

The Investment Advisor employs the following strategies when selecting securities for the portion of the Bond Fund portfolio it manages:

- *Sector Analysis*: The portfolio seeks to take advantage of underpriced bonds by analyzing current and historical pricing relationships among sectors of the fixed income securities market.
- *Yield Curve Analysis*: The portfolio's distribution of maturities is managed to take advantage of changing relationships between short-term and long-term interest rates.
- *Credit Analysis*: The Investment Advisor analyzes financial and non-financial aspects of bond issuers to help manage credit risk.
- *Interest Sensitivity Analysis*: The Investment Advisor seeks to assemble a bond portfolio with overall interest rate risk similar to the Bloomberg US Aggregate Bond Index.

Primary Investment Strategies of the Foundation

For the portion of the Bond Fund portfolio managed by the Investment Advisor and the Foundation, the Investment Advisor selects investment securities with laddered maturities based primarily upon the Investment Advisor's sector, yield curve and credit analysis and with a secondary consideration of interest rate risks. The members of the Investment Committee review these investments at least quarterly. These investments are made solely at the discretion of the Foundation.

Principal Investment Risks

The Bond Fund's yield and total return will depend partially on the quality and maturity of the obligations in its portfolio, as well as on other market conditions. No assurance can be given that the Fund will operate profitably or that participants will not suffer losses. An investment in the Bond Fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Interest Rate Risk

No assurance can be given that the Bond Fund will achieve its investment objectives since uncertainty exists in every investment. The Bond Fund invests its assets in fixed income securities, which generally are considered to be interest rate sensitive. This means that their value (and the value of the Bond Fund) will tend to decrease when interest rates rise and increase when interest rates fall. Shorter term bonds are less sensitive to interest rate changes, but longer-term bonds generally offer higher current yields. Current yield levels should not be considered representative of yields for any future period of time.

Credit (or Default) Risk

The Bond Fund is subject to issuer-specific risks, including the risk that an individual security may perform differently than the market as a whole due to the issuer's particular geography, industry, market sector, management decisions or other factors affecting the issuer. Issuers may suffer adverse changes in financial condition that could lower the credit quality of their securities, leading to greater volatility in the price of the security and in the valuation of the Bond Fund. Adverse changes in credit quality ratings of an issuer may affect the Bond Fund's ability to sell that issuer's securities.

While U.S. government securities issued directly by the U.S. government are guaranteed by the U.S. Treasury, other U.S. government securities issued by an agency or instrumentality of the U.S. government may not be. Certain agencies and instrumentalities are supported only by the right of the issuer to borrow from the U.S. Treasury, while others are supported only by their own credit. No assurance can be given that the U.S. government would provide financial support to its agencies or instrumentalities if not required to do so by law.

Prepayment Risk

The Bond Fund also is subject to prepayment risk, which is the risk that issuers may prepay principal before maturity. Prepayment risk typically increases the potential for losses in a rising interest rate environment and reduces the potential for gains during a declining interest rate environment. Since it is difficult to predict the impact of prepayment features on the price of a debt security, prepayment risk can result in greater volatility, could reduce the Fund's yield and cause a decline in the Fund's value.

Mortgage-Backed Securities

The Bond Fund may hold mortgage-backed securities that are issued or guaranteed by U.S. government agencies or instrumentalities, U.S. government sponsored enterprises or the full faith and credit of the U.S. government (e.g., Fannie Mae, Freddie Mac or GNMA). In effect, these securities "pass-through" the monthly payments that individual borrowers make on their mortgage net of any fees paid to the issuers. In addition to interest, credit, and prepayment risk, the value of mortgage-backed securities may change because of actual or perceived changes in the credit worthiness of the originator, the servicing agent, the financial institution providing the credit support, or the counterparty.

The relationship between mortgage prepayment and interest rates may give some high-yielding mortgage-backed securities less potential for growth in value than conventional bonds with comparable maturities. In addition, the rate of mortgage prepayment tends to increase in periods of falling interest rates. During such periods, the reinvestment of prepayment proceeds by the Fund will generally be at lower rates than the rates that were carried by the obligations that have been prepaid. An unexpectedly high rate of defaults on the mortgages held by a mortgage pool may limit substantially the pool's ability to make payments of principal or interest to the Fund as a holder of such subordinated securities, reducing the values of those securities or in some cases rendering them worthless. The risk of such defaults is generally higher in the case of mortgage pools that include so-called "subprime" mortgages. Because of these and other reasons, a mortgage-backed security's total return may be difficult to predict precisely. When the Fund purchases mortgage-backed securities at a premium, mortgage prepayments (which may be made at any time without penalty) may result in some loss of the Fund's principal investment to the extent of the premium paid.

Like other fixed income securities, when interest rates rise, the value of a mortgage-backed security generally will decline. However, when interest rates decline, the value of a mortgage-backed security with prepayment features may not increase as much as that of other fixed income securities.

Foreign Securities Risk

Foreign securities are generally more volatile and less liquid than U.S. securities, in part because of greater political and economic risks and because of less availability of public information about foreign companies. Issuers of foreign securities are generally not subject to the same degree of regulation as are U.S. issuers and securities markets. The reporting, accounting and auditing standards of foreign countries may differ, in some cases significantly, from U.S. standards. Foreign securities that are denominated in a foreign currency also are subject to the risk that their values may fluctuate based upon changes in currency exchange rates.

THE MONEY MARKET INVESTMENT ACCOUNT

Account Purpose

The Money Market Investment Account ("**MMIA**") has been established for the purpose of permitting eligible participants to pool their investments collectively to achieve reduced costs on money market mutual fund investments. Investing collectively through the MMIA allows for the purchase of institutional shares of money market mutual funds, which typically are assessed lower fees than retail shares.

The MMIA may be an appropriate investment for an institution that:

- Is looking for current income and liquidity
- Is looking for preservation of capital
- Is investing with short term goals in mind, such as for cash reserves.

Account Investments

At this time, the MMIA is invested in institutional shares of the Fidelity Money Market Government Portfolio (symbol: FIGXX) ("**Fidelity Government Portfolio**"), a money market mutual fund. The Fidelity Government Portfolio's objective is to seek as high a level of current income as is consistent with liquidity and stability of principal. Fidelity Government Portfolio invests at least 99.5% of its total assets in cash, U.S. Treasury bills, notes and other obligations issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities, and repurchase agreements secured by such obligations or cash. MMIA may hold a bank deposit sweep product through National Financial Services LLC, or another short-term liquid investment, which may pay very minimal or no interest. The purpose of this holding is generally to facilitate participant contributions and withdrawals to and from the MMIA pending investment on the next Weekly Activity Date.

Principal Investment Risks

The MMIA is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Organizations participating in the MMIA are subject to all the same investment risks as an investment directly in the underlying money market fund, which may include asset-backed securities risk, credit risk, extension risk, foreign securities risk, income risk, interest rate risk, market risk and selection risk, repurchase agreements risk, treasury obligations risk, U.S. government obligations risk, variable and floating rate instrument risk and other risks. Fidelity Government Portfolio could lose money if the issuer of an instrument held by the Fidelity Government Portfolio defaults or if short term interest rates rise sharply in a manner not anticipated by management. Although Fidelity Government Portfolio seeks to preserve the value of investments at \$1.00 per share, it is possible to lose money by investing in the Fidelity Government Portfolio. As a result, it is possible to lose money by participating in the MMIA.

Mutual Fund Prospectus

Each organization will be provided a current prospectus for the Fidelity Government Portfolio when initially participating in the MMIA. The prospectus contains information that you should know before deciding to participate in the MMIA. You should read and retain the prospectus for future reference. UMF Funds has not prepared the prospectus and undertakes no responsibility for the accuracy or completeness of the prospectus.

PARTICIPANT ACCOUNT PORTFOLIO ALLOCATIONS AND REBALANCING

Participating organizations may choose to have their participant accounts automatically rebalanced in any allocation percentage between the Stock Fund, the Bond Fund and the MMIA as the participating organization may select. Participant account rebalancing may occur once per year based upon account balances as of a date to be determined at the sole discretion of the UMF Funds. Participants shall receive written notification in advance of such annual rebalancing, as applicable, and may opt out of automatic rebalancing either by indicating such on the application form or by providing written notification to the UMF Funds no less than ten (10) business days in advance of such rebalancing.

INVESTMENT RESTRICTIONS FOR STOCK FUND AND BOND FUND

General Investment Restrictions

UMF Funds has adopted the following restrictions relating to the investment of the assets of the Stock Fund and Bond Fund. Investments generally will be made in compliance with these restrictions, unless UMF Funds determines in its discretion that alternative investments are necessary on a temporary emergency basis to protect the participants in the Stock Fund or Bond Fund.

Generally, the Stock Fund and Bond Fund may not:

- Invest in commodities, real estate (except real estate investment trusts), commodity contracts, oil, gas, mineral leases, mineral rights or royalty contracts;
- Engage in margin transactions, short sales, options, puts, calls, straddles, or spreads;
- Purchase the securities of an issuer that, together with any predecessor, has been in operation for less than five years;
- Purchase any security (other than obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities) of any issuer if as a result the Fund would hold more than 10% of the voting securities of the issuer;
- Purchase securities for which market quotations are not readily available;
- Invest in securities for the purpose of exercising control of management;

- Make loans, except that the Bond Fund may purchase or hold debt securities consistent with its investment objective;
- Borrow money;
- Pledge any of its net assets to secure indebtedness;
- Issue senior securities;
- Purchase units of any registered investment company, except for a money market mutual fund;
- Underwrite securities of other issuers, except that the Funds may purchase securities from the issuer or others and dispose of such securities in a manner consistent with their investment objectives;
- Purchase or sell loan participation notes, repurchase agreements or reverse repurchase agreements;
- Purchase or sell options or futures contracts, warrants, forward commitments, when-issued securities, or delayed-delivery securities;
- Purchase forward currency exchange contracts or exchange-related securities;
- Invest in derivative financial products for which the value depends on, or is derived from, the value of an underlying asset;
- Invest in asset-backed securities (ABS), asset-backed commercial paper (ABCP), collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), or collateralized bond obligations (CBOs);
- Invest in mortgage-backed securities (MBS) other than securities issued or guaranteed by U.S. government agencies or instrumentalities, U.S. government sponsored enterprises or the full faith and credit of the U.S. government (e.g., Fannie Mae, Freddie Mac or GNMA).

Socially Responsible Investment Restrictions

The Stock Fund and Bond Fund are committed to being faithful to the values of The United Methodist Church in their investments. These Funds seek to limit their investments in companies that produce products or engage in activities inconsistent with the Social Principles of The United Methodist Church ("**Social Principles**"). The Stock Fund and the Bond Fund seek to exclude investments in the following:

- **Alcohol exclusion:** Companies that generate revenue from alcoholic beverage-related business activities equal to or greater than 10% of recent year revenues (generally three years).

- **Pornographic exclusion:** Companies receiving revenues from the production, sale, or distribution of products or services that are considered pornographic or meet the legal definition of “obscene” or “harmful to minors.”
- **Tobacco/Cannabis exclusion:** Companies that manufacture tobacco and/or cannabis products.
- **Firearms exclusion:** Companies that manufacture firearms or related ammunition products for non-military markets.
- **Gambling exclusion:** Companies that generate revenue from gaming-related business activities (including casinos, racetrack owners or operators and gaming equipment suppliers) equal to or greater than 10% of recent year revenues (generally three years).
- **Major military contractors exclusion:**
 - *Department of Defense Contracting:* Top 25 publicly traded companies ranked by the amount of revenue generated as a prime contractor on contracts of any type with the United States Department of Defense.
 - *Weapons-Related Department of Defense Contracting:* Companies that generate revenue from contracts with the United States Department of Defense for conventional or nuclear weapons (including armaments and delivery platforms but not support systems) equal to or greater than 20% of recent year revenues (generally three years).
- **Privately operated correctional facility exclusion:** Companies with a core business activity related to the private operation of correctional facilities, including jails, prisons, penitentiaries, detention centers, prison camps and transfer centers.
- **Environmental exclusion:** Top 25 companies in the S&P 1500 Composite Index ranked by their negative environmental impact taking into consideration the following equally weighted categories: superfund sites, toxic emissions, oil and chemical spills, and fines. Additional companies that materially demonstrate a prolonged and systematic pattern of flagrant and egregious damage to the environment may be restricted from investment.
- **Human Rights Violations exclusion:** Companies that materially demonstrate a prolonged and systematic pattern of business practices determined to result in human rights violations, including but not limited to abusive labor practices and exploitation of child labor, may be restricted from investment.

Companies not falling into any of the above categories may still be ineligible for investment because of reputation, public image or any specific business practices determined by UMF Funds to be inconsistent with the Social Principles.

The Foundation and the Investment Advisor, with respect to the portfolios they each manage, consider these restrictions at the time an investment is made and periodically thereafter. Accordingly, at any given time, the Funds may be invested in one or more securities that do not meet the above criteria. Upon a determination that an investment no longer meets these socially responsible principles, the security shall be sold within ninety (90) days, unless UMF Funds determines that continuing to hold the security would be in the best interests of the participants in the applicable Fund.

Since each Fund seeks to make investments that are consistent with the Social Principles, the Funds will not purchase, and may sell, investments that would otherwise be consistent with the investment objectives of the Funds. This may impact the relative financial performance of the Funds compared to performance that may have been achieved if the Funds had not followed any socially responsible investment restrictions.

From time to time, UMF Funds may impose on investments in securities additional or different restrictions that it determines to be aligned with the Social Principles.

Socially Responsible Investment Proxy Voting

As a socially responsible investment, the UMF Funds endeavor to vote proxies in alignment with the financial interests of investors while honoring the Social Principles. Glass Lewis has been selected to vote the proxies of UMF Funds in accordance with the Social Principles.

FINANCIAL INFORMATION

UMF Funds was formed on May 26, 2011, and began accepting investments in the Funds and the MMIA on September 22, 2011. The Stock Fund, Bond Fund, Balanced Fund and MMIA are successors to the UMF Stock Fund, UMF Bond Fund, UMF Balanced Fund and MMIA administered by the Foundation prior to the formation of UMF Funds. The following financial information reflects the performance of the Stock Fund, Bond Fund and the MMIA as of December 31, 2023. The information provided below should be read in conjunction with the financial statements and related notes attached as Exhibit A.

	<u>Stock Fund</u>	<u>Bond Fund</u>	<u>Money Market Investment Account</u>
Cash and Cash Equivalents	\$ 1,283,894	\$ 1,335,499	\$ 1,812,039
Time Certificates	-	322,959	-
United States Treasury Securities and Government Agency Securities	-	12,144,877	-
Corporate Bonds	-	12,792,882	-
Common and Preferred Stocks	49,923,736	1,480,114	-
Accrued Dividends and Interest	-	202,057	-
Total	<u>\$51,207,630</u>	<u>\$28,278,388</u>	<u>\$ 1,812,039</u>

	<u>Stock Fund</u>	<u>Bond Fund</u>	<u>Money Market Investment Account</u>
INCOME FROM INVESTING OPERATIONS:			
Investment Income	\$ 797,922	\$ 951,746	\$ 61,058
Net realized and unrealized gains (losses) on investments**	9,638,664	959,633	-
Management and administrative fees	(445,685)	(239,755)	(54)
TOTAL INCOME (LOSS) FROM INVESTING OPERATIONS	9,990,901	(1,671,624)	61,004
FUND TRANSFERS			
Additions	2,618,669	5,831,402	8,334,694
Redemptions	(8,603,171)	(2,657,911)	(7,339,204)
NET ASSET VALUE – BEGINNING OF THE YEAR	47,201,231	23,433,273	755,545
NET ASSET VALUE – END OF THE YEAR	<u>\$51,207,630</u>	<u>\$28,278,388</u>	<u>\$ 1,812,039</u>
AVERAGE NET ASSET VALUE (NAV)*	<u>\$49,204,431</u>	<u>\$25,855,831</u>	<u>\$ 1,283,792</u>
RETURN ON AVERAGE NAV:			
Income Return	1.62%	3.68%	4.76%
Capital Return	19.59%	3.71%	0.00%
Total Return	<u>21.21%</u>	<u>7.39%</u>	<u>4.76%</u>
EXPENSES ON AVERAGE NAV	<u>0.91%</u>	<u>0.93%</u>	<u>0.00%</u>

* The Average Net Asset Value ("**NAV**") was determined by dividing the sum of net assets at January 1, 2023, and December 31, 2023, by a factor of 2.

The following financial information reflects the performance of the Stock Fund, Bond Fund and the MMIA as of December 31, 2022. The information provided below should be read in conjunction with the financial statements and related notes attached as Exhibit A.

	<u>Stock Fund</u>	<u>Bond Fund</u>	<u>Money Market Investment Account</u>
Cash and Cash Equivalents	\$ 403,466	\$ 774,705	\$ 755,545
Time Certificates	-	566,233	-
United States Treasury Securities and Government Agency Securities	-	1,891,590	-

	<u>Stock Fund</u>	<u>Bond Fund</u>	<u>Money Market Investment Account</u>
Corporate Bonds	-	18,691,955	-
Common and Preferred Stocks	46,797,765	1,329,254	-
Accrued Dividends and Interest	-	179,536	-
Total	<u>\$47,201,231</u>	<u>\$23,433,273</u>	<u>\$ 745,545</u>
INCOME FROM INVESTING OPERATIONS:			
Investment Income	\$ 847,922	\$ 808,625	\$ 4,944
Net realized and unrealized gains (losses) on investments**	(12,518,614)	(3,537,771)	-
Management and administrative fees	(553,690)	(241,142)	(985)
TOTAL INCOME (LOSS) FROM INVESTING OPERATIONS	(12,224,382)	(2,970,288)	3,959
FUND TRANSFERS			
Additions			
Redemptions	2,293,830	790,158	5,604,064
	(9,219,177)	(4,443,968)	(5,424,063)
NET ASSET VALUE – BEGINNING OF THE YEAR	66,350,960	30,057,371	571,585
NET ASSET VALUE – END OF THE YEAR	<u>\$47,201,231</u>	<u>\$23,433,273</u>	<u>\$ 755,545</u>
AVERAGE NET ASSET VALUE (NAV)*	<u>\$56,776,096</u>	<u>\$26,745,322</u>	<u>\$ 663,565</u>
RETURN ON AVERAGE NAV:			
Income Return	1.49%	3.02%	0.75%
Capital Return	-22.05%	-13.23%	0.00%
Total Return	<u>-20.56%</u>	<u>-10.21%</u>	<u>0.75%</u>
EXPENSES ON AVERAGE NAV	<u>0.98%</u>	<u>0.90%</u>	<u>0.15%</u>

* The Average Net Asset Value ("**NAV**") was determined by dividing the sum of net assets at January 1, 2022, and December 31, 2022, by a factor of 2.

The following financial information reflects the performance of the Stock Fund, Bond Fund and the MMIA as of December 31, 2021. The information provided below should be read in conjunction with the financial statements and related notes attached as Exhibit A.

	<u>Stock Fund</u>	<u>Bond Fund</u>	<u>Money Market Investment Account</u>
Cash and Cash Equivalents	\$ 1,837,945	\$1,874,077	\$ 571,585
Time Certificates	-	393,522	-
United States Treasury Securities and Government Agency Securities	-	2,302,806	-
Corporate Bonds	-	23,244,640	-
Common and Preferred Stocks	64,513,015	-	-
Accrued Interest	-	195,487	-
Total	<u>\$66,350,960</u>	<u>\$30,057,371</u>	<u>\$ 571,585</u>
INCOME FROM INVESTING OPERATIONS:			
Investment Income	\$ 936,039	\$ 848,409	\$ 122
Net realized and unrealized gains (losses) on investments**	11,783,034	(533,204)	-
Management and administrative fees	(600,146)	(274,237)	56,189
TOTAL INCOME (LOSS) FROM INVESTING OPERATIONS	12,118,927	40,968	56,311
FUND TRANSFERS			
Additions	6,939,582	5,147,112	7,321,644
Redemptions	(9,026,767)	(2,511,612)	(7,446,371)
NET ASSET VALUE – BEGINNING OF THE YEAR	56,319,218	27,380,903	640,001
NET ASSET VALUE – END OF THE YEAR	<u>\$66,350,960</u>	<u>\$30,057,371</u>	<u>\$ 571,585</u>
AVERAGE NET ASSET VALUE (NAV)*	<u>\$61,335,089</u>	<u>\$28,719,137</u>	<u>\$ 605,793</u>
RETURN ON AVERAGE NAV:			
Income Return	1.53%	2.95%	0.02%
Capital Return	19.21%	-1.86%	0.00%
Total Return	<u>20.74%</u>	<u>1.09%</u>	<u>0.20%</u>
EXPENSES ON AVERAGE NAV	<u>0.98%</u>	<u>0.95%</u>	<u>-9.28%</u>

* The Average Net Asset Value ("**NAV**") was determined by dividing the sum of net assets at January 1, 2021, and December 31, 2021, by a factor of 2.

Financial Statements and Accounting Principles

The financial statements of the Foundation have been audited by Seber Tans, PLC, certified public accountants. See [Exhibit A](#). As the Foundation is the sole member of UMF Funds, these financial statements are consolidated and include the accounts of

the Foundation and UMF Funds. These financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities. The accounts of the Foundation are maintained in accordance with the principles of fund accounting. Under fund accounting, resources for various purposes are classified for accounting and reporting purposes into funds established according to their nature and purpose. Separate accounts are maintained for each fund. However, in the accompanying financial statements, funds have been combined and presented for the Foundation as a whole.

MANAGEMENT AND ADMINISTRATION

UMF Funds Management

UMF Funds is managed by its sole member, the Foundation, pursuant to the terms of the Limited Liability Company Agreement of UMF Collective Funds of Michigan LLC dated June 30, 2011 (the "**LLC Agreement**"). The LLC Agreement grants the Foundation, as the sole member, certain powers as to the management of UMF Funds. Such powers are summarized below.

- The Foundation has all powers necessary or advisable to carry out the administration, management and maintenance of the Funds and the MMIA including but not limited to the powers to: (a) buy, hold, sell or trade in securities for its own account in its capacity as administrator of, or otherwise on behalf of or for the account of, UMF Funds, the Funds and the MMIA and any contributor to or participant in the Funds and the MMIA; (b) retain the services of investment advisors, portfolio managers, custodians, agents, banks, brokers, accountants and other service providers; and (c) hold and otherwise deal with all contributions to the Funds and the MMIA and with such other assets as may be acquired by or contributed to UMF Funds.
- The Foundation may appoint, employ, or otherwise contract with any persons for the performance of services, including administrative services, for or on behalf of UMF Funds or the Funds and the MMIA, and the Foundation may delegate to any person (who may be designated an officer of UMF Funds) any authority to act on behalf of UMF Funds as the Foundation may from time to time deem appropriate.
- The Foundation will, at all times, either serve as administrator of the Funds and the MMIA or have the power to remove any other administrator selected, retained or appointed by the Foundation and to designate a new administrator.
- The LLC Agreement may be amended at any time by the Foundation.

Administration of the Funds and the MMIA

The LLC Agreement grants the Foundation all powers necessary or advisable to carry out the administration, management and maintenance of the Funds and the MMIA. Pursuant to such powers, the Foundation currently directs the management of the

Funds and the MMIA through the Foundation's Investment Committee (the "**Investment Committee**").

Investment Committee

The Investment Committee is responsible for general management of the Funds, including recommending to UMF Funds the selection of investment advisors, custodians, and other service providers.

The Investment Committee reviews the investment portfolio for compliance with the investment policies, objectives and restrictions established by UMF Funds. The Committee meets at least quarterly. In addition, David S. Bell routinely participates in Investment Committee meetings but does not have a vote.

The following persons currently serve as members of the Investment Committee:

Joel Fitzgerald, Albion, Michigan. Rev. Fitzgerald serves as the Pastor at Albion First United Methodist Church. See "**FOUNDATION MANAGEMENT INFORMATION**" for more information regarding Rev. Fitzgerald.

Susan Hitts, Harbor Springs, Michigan. Rev. Hitts serves as the Pastor at Harbor Springs United Methodist Church. See "**FOUNDATION MANAGEMENT INFORMATION**" for more information regarding Rev. Hitts.

Ransom Leppink, Lakeview, Michigan. Mr. Leppink is President of Leppinks Lakeview, Inc.; a partner in Leppinks of Lakeview LLC; and a partner in Double R Enterprises. See "**FOUNDATION MANAGEMENT INFORMATION**" for more information regarding Mr. Leppink.

Steven J. Peters, Eaton Rapids, Michigan. Mr. Peters is a retired fiduciary officer from PNC Bank., NA. See "**FOUNDATION MANAGEMENT INFORMATION**" for more information regarding Mr. Peters.

Prospero Tumonong, Grand Rapids, Michigan. Mr. Tumonong is retired from the West Michigan Conference of the United Methodist Church where he served as Conference Treasurer and Benefits Officer. See "**FOUNDATION MANAGEMENT INFORMATION**" for more information regarding Mr. Tumonong.

THE INVESTMENT ADVISOR

UMF Funds has retained Rockefeller Financial LLC ("Rockefeller") as the Investment Advisor for the Funds. Rockefeller has discretionary authority to manage the Funds in accordance with the investment objectives, policies and restrictions described in the Offering Circular. Rockefeller, as the Investment Advisor, will have authority to manage assets directly and to retain one or more investment advisors or sub-advisors to manage the Funds. Rockefeller has selected, and UMF Funds will retain, BlackRock as a discretionary investment advisor for certain investment portfolios of the Funds.

Rockefeller Financial LLC

Rockefeller is a wholly-owned subsidiary of Rockefeller Capital Management, L.P. ("**RCM**"), an independent financial services firm offering global family office, wealth management, asset management and strategic advisory services to individuals, families, institutions and corporations. RCM was established on March 1, 2018, when Gregory J. Fleming, together with investment funds affiliated with Viking Global Investors, L.P. ("**Viking**"), acquired the investment advisory and trust company businesses established by the Rockefeller family. Today, RCM is majority owned by the Viking funds, with minority stakes held by a U.S. affiliate of IGM Financial Inc. ("**IGM**"), a trust representing the Rockefeller family, and current and former members of RCM's management.

Craig Sharp and Joel Barrett serve as the relationship managers on behalf of Rockefeller to provide investment advice for the Funds. Mr. Sharp has over 25 years of investment experience, and Mr. Barrett has over 20 years of investment experience. Both Mr. Sharp and Mr. Barrett previously served as the relationship managers for UMF Funds on behalf of Bank of America NA.

Rockefeller provides monthly performance reports to UMF Funds and provides detailed quarterly reports to the Foundation's Investment Committee.

BlackRock

BlackRock, Inc. ("**BlackRock**") is a global provider of investment and risk management services with headquarters in New York and offices in more than 20 countries. BlackRock was established in 1988 and is a public company (NYSE: BLK) with over 10,000+ global employees. BlackRock manages assets ranging across equity, fixed income, cash management, alternative investment, real estate and advisory strategies. BlackRock serves a variety of institutional and individual clients including religious and charitable foundations and endowments.

CUSTODY AND RECORD KEEPING

National Financial Services LLC, a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., serves as custodian for the Funds and the MMIA. Fiduciary Technology Partners provides record-keeping services to UMF Funds with respect to the participant accounts.

FEES AND EXPENSES

Operating fees are deducted monthly from each participant account in the amount equal to 1/12th of the following annual operating fees:

	Aggregate Account Balances under <u>\$1,000,000</u>	Aggregate Account Balances equal to or over <u>\$1,000,000</u>	Aggregate Account Balances equal to or over <u>\$3,000,000</u>
Stock Fund	1.00%	0.80%	0.70%
Bond Fund	1.00%	0.80%	0.70%
Money Market Investment Account ...	0.10%*	0.10%*	0.10%*

** Does not include fund-level expenses, which reduce the investment returns of the MMIA. As of the date of this Prospectus, the Blackrock TFDXX fees are 0.19% with a 0.02% voluntary fee waiver for a total fee of 0.17%. BlackRock may discontinue this waiver and/or reimbursement at any time without notice.*

Operating fees will be used by UMF Funds, in part, to cover the operating expenses of the continuum of Foundation services provided to its constituents. Additionally, operating fees are used by UMF Funds, in part, to compensate Fiduciary Technology Partners for its record-keeping services (see "**CUSTODY AND RECORD KEEPING**") and Rockefeller and its sub-advisors for advisory services, which includes, but is not limited to, all commissions and expenses to buy and sell portfolio securities for the Funds (see "**THE INVESTMENT ADVISOR**"), for custodial services (see "**CUSTODY AND RECORD KEEPING**"), and to cover the administrative costs incurred in administering the Funds and the MMIA.

In addition, UMF Funds charges a participant account fee of \$50.00 annually for each participant account. This fee covers auditing, accounting and similar services. For example, a participant with three (3) accounts will pay a total of \$150 annually in addition to the operating fees. A participant with one (1) account will pay a total of \$50 annually in addition to the operating fees. No transaction charges or redemption fees are associated with an investment in the Funds.

TAXES

The Foundation is qualified and intends to qualify in the future as a charitable religious organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Section 509(a) of the Internal Revenue Code. Such qualification relieves an organization of liability for federal income taxes.

UMF Funds is a nonprofit limited liability company organized under the laws of Delaware. UMF Funds has a single member, the Foundation. As a single-member limited liability company, UMF Funds is a "Disregarded Entity" for federal tax

purposes. Under Treasury Regulation Section 301.7701, a "Disregarded Entity" is treated as an entity that is not separate from its single member. Therefore, although UMF Funds and the Foundation are separate legal entities, UMF Funds will be disregarded for federal tax purposes and its activities will not be treated as separate from the Foundation for federal tax purposes.

The Funds and the MMIA will not pay cash dividends or make cash distributions to participants other than account withdrawals at the request of participants. Account withdrawals generally will not be taxable as income to participants because each participating organization is required to be exempt from federal income taxes.

The foregoing is only a short summary of some of the important tax considerations generally affecting the participating organizations. Participants should consult their tax advisors with respect to their own tax situation and the application of state and local taxes, which may have different consequences from those under federal income tax law. This discussion of federal income tax consequences was written to support the promotion or marketing of the Funds and the MMIA and is not intended or written to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Each prospective participant is advised to consult the participant's own tax counsel or advisor as to the federal income tax consequences of participating in the Funds or the MMIA. If the law creating the tax consequences described in this summary changes, this summary could become inaccurate. This summary is based on the Internal Revenue Code, the regulations promulgated under the Code and administrative interpretations and court decisions existing as of the date of this Offering Circular. These authorities could be changed either prospectively or retroactively by future legislation, regulations, administrative interpretations, or court decisions. Accordingly, this summary may not accurately reflect the tax consequences of an investment in the Funds after the date of this Offering Circular. In addition, this summary does not address every aspect of tax law that may be significant to your particular circumstances.

PARTICIPANT ACCOUNTS

Account Terms

UMF Funds will maintain one or more accounts in the name of each participating organization. Each participant account will be invested exclusively in either the Stock Fund, the Bond Fund or the Money Market Investment Account, as selected by the participating organization. As the holder of a participant account, each participating organization will hold a fractional, participatory interest in the Bond Fund, Stock Fund or MMIA in which the account is invested. The participant accounts will be unsecured and uninsured and are payable exclusively from the Funds or the MMIA in which the accounts are invested. No assets of UMF Funds have been or will be pledged as security or otherwise available for repayment of the participant accounts or amounts invested in the accounts. Participant accounts may not be transferred, resold, or assigned to any person or organization whatsoever. UMF Funds reserves the right to terminate its offering of the Funds and the MMIA and to terminate or change the terms of the participant accounts.

Participating organizations do not have any voting rights or any right to participate in the management of UMF Funds or any Fund. The Funds generally do not pay cash dividends or make cash distributions to participants other than allowing withdrawals from the participant accounts on a Weekly Activity Date.

A participant account is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Each participant account is governed by the Terms and Conditions of Participation set forth in the Participation Application and Agreement attached as Exhibit C hereto.

Account Valuation

Participant account contributions and withdrawals are processed weekly on a Weekly Activity Date. Investments are valued primarily on the basis of information furnished by a pricing service or market quotations. Certain short-term securities (typically securities with maturities of 60 days or less) may be valued on the basis of amortized cost. If market quotations or information furnished by a pricing service are not readily available, that security may be valued by another method that UMF Funds believes accurately reflects fair value. To the extent a participant account is invested in a mutual fund or other open-end investment fund, valuation will be based upon the reported closing net asset value per share of the fund.

Opening an Account; Additional Contributions

An account may be opened by completing the attached application and mailing it to the address on the cover of this Offering Circular, together with a check payable to "UMF Collective Funds of Michigan LLC" for an initial contribution of \$1,000 or more. Once an account has been opened, additional contributions may be made in any amount.

UMF Funds will not knowingly open a participant account or accept funds from participants unless the participant has received an Offering Circular and meets the other requirements to be an eligible participant. Participants seeking to open an account must advise UMF Funds in writing that they have received an Offering Circular. UMF Funds reserves the right to reject any funds or contributions. If UMF Funds deems it appropriate, additional documentation or verification of authority may be required.

Temporary Account Pending Investments of Contributions

Any amounts received by UMF Funds for investment in the Funds or the MMIA are temporarily held in a bank account pending investment on the next Weekly Activity Date. Any interest earned on this account will be retained by UMF Funds and will not be distributed or credited to participant accounts.

Account Withdrawals

Participating organizations may withdraw funds from their participant accounts only on the Weekly Activity Dates. Withdrawals generally will be processed, and checks mailed, within five (5) business days of the Weekly Activity Date. UMF Funds may delay payment, up to fifteen (15) days or more, of any requested withdrawals until UMF Funds is reasonably satisfied that the check submitted to UMF Funds at the time of initial investment has been collected. UMF Funds may delay withdrawals of 75% or more of an account balance for a period not typically exceeding seven (7) business days. Although the mailing of a withdrawal check may be delayed, the account value will be determined, and the withdrawal processed, in the ordinary course of business upon receipt of proper documentation. In such a case, after the withdrawal and prior to the release of the proceeds, no appreciation or depreciation will occur in the amount withdrawn and no interest will be paid on these amounts. If the payment of a withdrawal has been delayed, the check will be mailed promptly after good payment has been collected.

If UMF Funds receives a withdrawal request that does not clearly indicate the amount of money or the particular account involved, UMF Funds may not be able to execute the withdrawal. In such cases, UMF Funds will request the missing information and process the withdrawal on the next Weekly Activity Date after the necessary information is received. Withdrawal requests may not be made by telephone.

Account Statements

Each participant will receive a monthly account statement from or on behalf of UMF Funds. Participating organizations should contact UMF Funds regarding any discrepancies or errors within sixty (60) days after the date of the account statement.

Emergency Conditions; Account Termination or Suspension; In-Kind Distributions

UMF Funds reserves the right at any time to terminate, suspend or change the terms of the participant accounts and to impose fees.

UMF Funds may temporarily suspend the right to withdraw funds from a participant account when: (1) in the opinion of UMF Funds, an emergency exists and UMF Funds cannot dispose of its investments or fairly determine their value or the withdrawal of funds or disposition of investments would be in violation of law, impractical or prejudicial to the participants in a Fund; or (2) the Securities and Exchange Commission or other state or federal regulatory authority or a court so orders.

In lieu of a cash withdrawal or cash distribution from a participant account, UMF Funds may at its discretion make an in-kind distribution of investment securities or other property held by the Fund based upon UMF Funds' good faith determination of the fair value of such securities or property to the extent UMF Funds considers such determination necessary or appropriate in connection with the in-kind distribution.

Small Accounts

Because of the high cost of maintaining small accounts, UMF Funds reserves the right to close an account if its value falls below \$1,000.00. A participant will be notified in writing and allowed sixty (60) days to increase the value of the account to the minimum investment level.

FOUNDATION MANAGEMENT INFORMATION

Directors

The following persons currently serve as members of the Board of Directors of the Foundation:

Joel Fitzgerald, Albion, Michigan. Rev. Fitzgerald serves as the Pastor at Albion First United Methodist Church. He graduated from Albion College with a Bachelor of Arts degree in Religious Studies in 2008 and graduated from Vanderbilt University with a Master's Degree in Divinity and was awarded a MBA from Dakota Wesleyan University in 2024. He has served in the Michigan Conference since 2012. Mr. Fitzgerald currently serves as a member of the Board of Directors for both Wespeth Benefits and Investments and the Young Leaders Initiative. He currently serves as Treasurer of the Board of Directors of the Foundation.

Gary Glanville, Almont, Michigan. Rev. Glanville is a retired Elder in the United Methodist Church and continues to serve as the interim pastor at Owosso First United Methodist Church UMC. He has lead congregations across Michigan since 1989, including Romeo Swartz Creek United Methodist Churches. He received his Bachelor of Arts degree from Michigan State University in 1977. He also holds Master and Doctorate degrees from Asbury Theological Seminary. Rev. Glanville has served as the Vice Chair of the District Board of Ordained Ministry and the Vice-President of Bay Shore Camp. He has served on the Board of Pension and Health Benefits for the Michigan Conference.

Susan Hitts, Harbor Springs, Michigan. Rev. Hitts is currently serving as a Pastor to Manchester United Methodist Church. Rev. Hitts received a Bachelor of Arts in Business/Finance from Michigan State University, a Master of Business Administration from Central Michigan University, and a Master of Divinity from United Theological Seminary in 2019. She currently serves as Secretary of the Board of Directors for the Foundation.

Ransom Leppink, Stanton, Michigan. Mr. Leppink is President of Leppinks Lakeview, Inc.; a partner in Leppinks of Lakeview LLC; and a partner in Double R Enterprises. Mr. Leppink holds an Associate Degree from Montcalm Community College and a Bachelor of Science in Food Distribution/Marketing from Western Michigan University. He currently serves as Chair of the Board of Directors for the Foundation.

Mary Ann Gibson McInnes, South Lyon, Michigan. Rev. McInnes currently serves as the Pastor of South Lyon First United Methodist Church and has been an Elder since 1998. Rev. McInnes received her Bachelor of Science degree from the University of Michigan in 1992 and her Master of Divinity from United Theological Seminary in

1996. Rev. McInnes currently serves as the Chair of the Loan Fund Committee in addition to her role on the Foundation Board.

Steven J. Peters, Eaton Rapids, Michigan. Mr. Peters is retired from PNC Bank, NA, where he had been a fiduciary advisor for 28 years and held the position of Senior Vice President and Fiduciary Market Director for the Midwest upon his retirement in 2019. Mr. Peters received a Bachelor of Arts from Michigan State University and a Juris Doctor degree from the University of Toledo College of Law in 1982. Mr. Peters currently services as a Director of W.S. Butterfield Theatres, Inc. and of the Eaton Rapids Community Alliance and is a past Director and Board Chair for Eaton Rapids Medical Center as well as a Director and Board Secretary for the Kiwanis Spring Brook Non-Profit Housing Association. Mr. Peters currently serves as the Chair for the Investment Committee.

Kayla Roosa, Freeland, Michigan. Rev. Roosa currently serves Freeland United Methodist. She holds an Associate Degree in Business Studies, a Bachelor of Arts degree in Finance from Northwood University and Master of Divinity degree from Garrett Evangelical Theological Seminary.

Ed Ross, Kalamazoo, Michigan. Rev. Ross is a retired Elder in the United Methodist Church. Rev. Ross obtained his Master of Divinity from Methodist Theological School in Ohio in 1978 and his Bachelor of Arts in Secondary Education from Western Michigan University. Rev. Ross served multiple churches in Michigan since 1975. He is the past President of the Board for Love in the Name of Christ in Jackson, Michigan. Mr. Ross currently serves as the Vice Chair of the Board of Directors for the Foundation.

Pros Tumonong, Grand Rapids, Michigan. Mr. Tumonong is retired from the West Michigan Conference of the United Methodist Church where he served as Conference Treasurer and Benefits Officer. Mr. Tumonong graduated with a Bachelor of Arts from the University of San Carlos, Cebu City, Philippines and a Master of Business Administration from Grand Valley University.

The Bishop of the Michigan Conference of the United Methodist Church, the Foundation's Executive Director, and the Chief Financial Officer of the Michigan Conference serve as nonvoting ex-officio members of the Board.

Officers

In addition to the officers described above, the following persons also serve as officers of the Foundation:

David S. Bell, Brighton, Michigan. Rev. Dr. Bell is currently the President & Executive Director of the Foundation and President of UMF Funds and has previously served as Vice President of Stewardship for the Foundation. Rev. Dr. Bell has served as Associate Development Director for a United Methodist-related children's home and as Associate Director of the East Ohio Conference Council on Ministries specializing in the areas of stewardship and missions. Immediately prior to joining the Foundation staff, he was the Director of Stewardship with the General Board of Discipleship of The United Methodist Church. He holds a Bachelor's degree from The College of

Wooster, a Master of Divinity degree from Drew Theological School, Post- Graduate Certificates in Executive Leadership and Executive Coaching from the Weatherhead School of Business, Case Western Reserve University, and a Doctor of Divinity degree from United Theological Seminary. Rev. Dr. Bell has primary oversight for all aspects of the Foundation's services, programs, and administration of the Funds. Rev. Dr. Bell serves as an advisory member of the Investment Committee but does not vote on Investment Committee matters.

LITIGATION

At the date of this Offering Circular, there were no material suits, actions, or other legal proceedings or claims pending against UMF Funds, the Funds, or the MMIA.

FOUNDATION FINANCIAL MATTERS

The financial statements for the Foundation included in this Offering Circular for fiscal years ended December 31, 2023, 2022, and 2021 have been audited by Seber Tans, PLC, certified public accountants, as stated in its report appearing in Exhibit A. The financial statements for year-end 2023 are consolidated and include the accounts of the Foundation and UMF Funds. All material intercompany accounts and transactions have been eliminated in consolidation. The UMF Stock Fund, UMF Bond Fund and MMIA that had been administered by the Foundation are referred to together as the "Funds" in the attached 2023 financial statements.

CHANGE OF TERMS AND CONDITIONS

Except as otherwise stated in this Offering Circular or required by law, UMF Funds reserves the right to change the terms described in this Offering Circular without participant approval, including the right to terminate any Fund; to change investment objectives, policies and restrictions; to impose or change fees; and to change any service provider.

Each participant account shall be governed by the Terms and Conditions of Participation set forth in the Participant Application and Agreement attached as Exhibit B hereto, which shall amend and supersede any and all terms and conditions set forth in any prior agreement with the participant. This Offering Circular provides notice of such amendments.

GLOSSARY

ADRs. American depositary receipts, which are certificates representing shares of a foreign security that are held by a United States depositary bank outside the United States.

BlackRock. BlackRock, Inc. has been selected by Rockefeller, and retained by UMF Funds, as the manager for certain investment portfolios of the Funds.

Collective Investment Fund. A means of investing money collectively with other charitable organizations.

CSCLB. The Corporations, Securities & Commercial Licensing Bureau is a bureau of the Department of Licensing and Regulatory Affairs of the State of Michigan. The Bureau performs the public duties of protecting the health, welfare, and safety of Michigan citizens through regulatory and licensing functions of the Corporations, Securities & Audit, Licensing, and Regulatory Compliance divisions. The Securities & Audit Division administers the Michigan Uniform Securities Act, regulating securities offering, broker-dealers, securities agents, investment advisers, and investment adviser representatives.

Custodian. National Financial Services LLC, a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., serves as custodian for the Funds and the MMIA. The role of the Custodian is to hold securities in safekeeping, arrange settlement of any purchases and sales of such securities, collect information, dividends, and other income, and provide regular reporting to UMF Funds and Participants.

Fidelity Government Portfolio. The Fidelity Money Market Government Portfolio (symbol: FIGXX) is a money market mutual fund with the objective to seek as high a level of current income as is consistent with liquidity and stability of principal. Fidelity Government Portfolio invests at least 99.5% of its total assets in cash, U.S. Treasury bills, notes and other obligations issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities, and repurchase agreements secured by such obligations or cash.

Fiduciary Technology Partners. Fiduciary Technology Partners, which provides record-keeping services to UMF Funds with respect to the participant accounts.

Foundation. The United Methodist Foundation of Michigan.

Funds. The Balanced Fund, Stock Fund and Bond Fund.

Glass Lewis. Serving institutional investors globally, Glass Lewis is a leading, independent governance analysis and proxy voting firm. Glass Lewis has been selected to vote the proxies of UMF Funds in accordance with the Social Principles.

Index. An unmanaged measure of the performance of selected securities markets or companies. An index cannot be invested in directly. Returns represent past performance, are not a guarantee of future performance, and are not indicative of any specific investment.

Internal Revenue Code. The Internal Revenue Code of 1986, as amended.

Investment Advisor. Rockefeller serves as discretionary investment advisor for the Funds. The role of the Investment Advisor is to manage the Funds in accordance with the investment objectives, policies and restrictions described in this Offering Circular. Rockefeller has selected, and UMF Funds will retain, BlackRock as a discretionary investment advisor for certain investment portfolios of the Funds.

MMIA. The Money Market Investment Account, an account administered by UMF Funds that is currently invested exclusively in BlackRock Institutional FedFund. The

MMIA is not a bank account and is not insured by the FDIC or any other governmental agency.

Moody's. Moody's Investors Service, a corporation that performs financial research and analysis on commercial and government entities. Moody's also serves as a NRSRO and ranks the creditworthiness of borrowers (i.e., bond issuers) using a standardized ratings scale from "Aaa" (highest credit quality, minimal credit risk) to "C" (lowest rated bonds, typically in default with little chance of recovery).

MSCI All Country World Ex-U.S. Index®. The MSCI ACWI Index Ex-U.S. is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. The MSCI ACWI Ex-U.S. consists of 44 country indices comprising 23 developed and 21 emerging market country indices. The developed market country indices included are Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom. The emerging market country indices included are: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey.

National Financial Services LLC. A wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., serves as custodian for the Funds and the MMIA. The role of the Custodian is to hold securities in safekeeping, arrange settlement of any purchases and sales of such securities, collect information, dividends, and other income, and provide regular reporting to UMF Funds and Participants.

NRSRO. A Nationally Recognized Statistical Rating Organization is a credit rating agency that is registered with the SEC. A NRSRO provides its opinion on the creditworthiness of an entity and the financial obligations (such as, bonds, preferred stock, and commercial paper) issued by an entity. Generally, credit ratings distinguish between investment grade and non-investment grade. For example, a credit rating agency may assign a "triple A" credit rating as its top "investment grade" rating for corporate bonds and a "double B" credit rating or below for "non-investment grade" or "high-yield" corporate bonds.

Participant Account. An account held in the name of each participating organization by UMF Funds for the purpose of investing in the Stock Fund, Bond Fund, or MMIA, as selected by the participating organization.

Participant or Participating Organization. Entities that are exempt from federal income taxation as charitable organizations (as described in Section 501(c)(3) or in paragraphs (1) through (5) of Section 170(c) of the Internal Revenue Code) that invest through their participant account in the Stock Fund, Bond Fund, or MMIA.

Rockefeller. Rockefeller Financial LLC, which serves as the Investment Advisor of the Funds.

Russell 1000 Growth Index®. Russell 1000 Growth Index is published by Russell Investments and measures the performance of the large-cap growth segment of the U.S. equity universe. It includes those Russell 1000 Index companies with higher price-to-book ratios and higher forecasted growth values.

Russell 1000 Value Index®. Russell 1000 Value Index is published by Russell Investments and measures the performance of the large-cap value segment of the U.S. equity universe. It includes those Russell 1000 Index companies with lower price-to-book ratios and lower expected growth values.

SEC. The United States Securities and Exchange Commission. The SEC has a mission of protecting investors, maintaining fair, orderly, and efficient markets, and facilitating capital formation. The SEC administers the federal securities laws.

S&P. Standard and Poor's, a subsidiary of McGraw-Hill Companies, Inc. that publishes financial research and analysis on stocks and bonds and provides credit-rating services as a NRSRO. S&P ranks the creditworthiness of borrowers (i.e., bond issuers) using a standardized ratings scale from "AAA" (highest credit quality, lowest risk) to "D" (issuer is in default on its obligations).

S&P 500 Index®. A listing of 500 large-capitalization U.S. companies maintained and published by S&P. The S&P 500 Index is widely regarded as a benchmark for the performance of U.S. stocks.

S&P MidCap 400 Value Index®. The S&P Mid Cap 400 Value Index is a subset of the S&P Mid Cap 400 Index, which serves as a barometer for the U.S. mid-cap equities sector, and is the most widely followed mid-cap index in existence. To be included in the index, a stock must have a total market capitalization that ranges from roughly \$750 million to \$3 billion dollars. Companies in the Mid Cap 400 Value Index are scored across three value factors: 1) book value to price ratio, 2) earnings to price ratio and 3) sales to price ratio for inclusion in the index.

UMF Funds. UMF Collective Funds of Michigan LLC.

Weekly Activity Date. Generally, the close of business on Wednesday of each business week. However, the weekday may be altered in a given week in the event of office closures for holidays or unforeseen circumstances.

EXHIBIT A
FINANCIAL STATEMENTS

EXHIBIT B
PARTICIPANT APPLICATION AND AGREEMENT