

# **ARTICLES OF INCORPORATION OF CULTIVATE COMMUNITY FOOD COOPERATIVE, INC.**

## **Article 1. Name**

The name of this Corporation is Cultivate Community Food Cooperative, Inc.

## **Article 2. Purpose**

This Corporation is a cooperative corporation organized under the California Cooperative Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the law.

## **Article 3. Initial Agent for Service of Process**

The name and address in the state of California of this Corporation's initial agent for service of process is Paula Schnese, 723 Kearney St. Benicia, CA 94510.

## **Article 4. Initial Address**

The initial street address of the corporation is 723 Kearney St. Benicia, CA 94510 and initial mailing address is PO Box 94 Benicia, CA 94510.

## **Article 5. Membership Rights**

The voting rights of each member of the Corporation are equal, and each member is entitled to one vote. The proprietary interests of each member of the Corporation are unequal, and the rules by which the proprietary interests are determined shall be prescribed in the Bylaws of the Corporation.

## **Article 6. Ownership and Preferred Shares**

The authorized number of membership shares shall be 1,000,000 Class A Common or Owner Shares ("Owner Shares") with voting rights; and 1,000,000 Class B Preferred or Investment Shares ("Investment Shares") without voting rights, except as provided by law. Such shares shall be without par value.

The Class B Investment Shares may be issued from time to time in one or more series. Only members holding Owner Shares may purchase Class B Investment Shares. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or

alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Class B Investment Shares; and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series prior or subsequent to the issue of shares of that series, but not below the number of shares of such then outstanding.