

ARTICLES OF INCORPORATION
OF
FOOD FOREST COOPERATIVE

The undersigned, has this day executed the following for the purpose of forming a for-profit cooperative association under the laws of the State of Arizona, and for that purpose does hereby adopt the following Articles of Incorporation.

1. Name. The name of this cooperative association (hereinafter "**Association**") is "**Food Forest Cooperative**."
2. Duration. The period of duration of the Association shall be perpetual.
3. Principal Place of Business. The principal office for the transaction of business of the Association is located at 1200 W Vineyard Rd., Phoenix, AZ 85041.
4. Statutory Agent. The name and address of the initial Statutory Agent for the Association is:

Maria Parra Cano
(Insert address)
5. For-Profit Association. This Association is organized as a for-profit association under the laws of the State of Arizona and the Association shall operate on a cooperative basis for the benefit of its members.
6. Purpose. The purpose for which this Association is organized includes the transaction of any and all lawful business for which a cooperative association may be incorporated under the laws of the State of Arizona, including, but not limited to, growing, processing and selling produce and food products.
7. Members and Membership Rights. This Association shall have members. The number and qualifications of members of the Association, the different classes of membership, if any, and the voting and other rights, privileges and obligations of members shall be as set forth in the Bylaws.
8. Number of Shares. The Association shall have the authority to issue five thousand (5,025) shares of capital stock with rights as determined by the Board in accordance with the Bylaws.
 1. There will be two classes of capital stock: common and preferred stock.
 2. There will be twenty five (25) shares of common stock.
 3. There will be four thousand nine hundred and seventy five (5,000) shares of preferred stock.
9. Board of Directors. The affairs of this Association shall be managed by a Board of not less than five (5) (the exact qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the members or the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. The term of office of the Directors shall be one year or until the next

Annual Member Meeting. Notwithstanding the aforementioned, a person whose Membership is terminated shall immediately cease to be a Director. The initial Board of Directors and the address(es) of the Member(s), whom shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Alexandra LoPiccolo

(Insert address)

Alexis Ruby Trevizo

(Insert address)

Brian Cano

433
(Insert address)

Chanel Evans

(Insert address)

Maria Parra Cano

(Insert address) Laveen
339

9. Officers. The principal officers of the Cooperative shall consist of President, Secretary, and Treasurer. The Board may designate other officers or assistant officers.

10. Elimination of Director Liability. Each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his or her official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director.

11. Dissolution. In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall distribute its assets in the following manner and order: (i) by paying or making provision for payment of all liabilities and expenses of liquidation; (ii) by redeeming any equity accounts which, if they cannot be paid in full, shall be paid on a pro-rata basis; and (iii) by distributing any remaining assets in a way that furthers the Association's mission, as determined by the Board.

12. Indemnification. The Association shall indemnify any person made a party to any civil suit or criminal administrative or investigative action, by reason of the fact that he or she is or was a member, director, officer, employee or agent of the Association against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action to the greatest extent allowed by law. Any repeal or modification of this Article 12 shall be prospective only and shall not adversely affect, defeat or limit

the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

13. Incorporator. The name and address of the Incorporator is:

Maria Parra Cano

(Insert address)


All powers, duties and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

12. Amendment. These articles may be amended upon the affirmative vote of two-thirds of the members actually voting on the proposed amendment.

15. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 8 day of August, 2022.

INCORPORATOR:



Maria Parra Cano, Incorporator

CONSENT TO ACT AS STATUTORY AGENT

FOR

FOOD FOREST COOPERATIVE

Maria Parra Cano, having been designated to act as Statutory Agent for **Food Forest Cooperative**, hereby consents to act in that capacity until removed or resignation is submitted.

Dated: August __ 8th __, 2022



Maria Parra Cano

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:FOOD FOREST COOPERATIVE**2. FELONY/JUDGMENT QUESTIONS:**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

2.1 Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2 Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3 Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: <ul style="list-style-type: none"> a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? 	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4 If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2 If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Name Maria Parra Cano

Address 1 4330 W. Monte Way

Address 2 Laveen State AZ Zip 85339

City _____ Country _____

Name _____

Address 1 _____

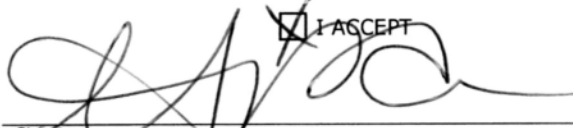
Address 2 _____ State _____ Zip _____

City _____ Country _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT



Signature _____

Printed Name Maria Parra Cano Date 8/23/22

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature _____

Printed Name _____ Date _____

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.