

ARTICLES OF INCORPORATION
OF
PHOENIX FOOD 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 "**Phoenix Food 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 734 W. Polk St., #5, Phoenix, AZ 85007.
4. **Statutory Agent.** The name and address of the initial Statutory Agent for the Association is:

Sean M. Berens
7033 E. Greenway Parkway, Suite 210
Scottsdale, Arizona 85254
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, selling and distributing food and produce.
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, 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 hundred (500) shares of capital stock with rights as determined by the Board in accordance with the Bylaws.
9. **Board of Directors.** The affairs of this Association shall be managed by a Board of not less than five (5) nor more than eleven (11) Directors (the exact number and 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 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:

Darren Chapman
734 W. Polk St., #5
Phoenix, AZ 85007

Gabe Gardner
734 W. Polk St., #5
Phoenix, AZ 85007

Ashley Hoekstra
734 W. Polk St., #5
Phoenix, AZ 85007

Domenico Nicosia
734 W. Polk St., #5
Phoenix, AZ 85007

Ian O'Grady
734 W. Polk St., #5
Phoenix, AZ 85007

Dionne Washington
734 W. Polk St., #5
Phoenix, AZ 85007

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 reasonable 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:


Sean M. Berens
7033 E. Greenway Parkway, Suite 210
Scottsdale, Arizona 85254

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.

14. 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 15th day of November, 2021.

INCORPORATOR:



Sean M. Berens, Incorporator


CONSENT TO ACT AS STATUTORY AGENT

FOR

PHOENIX FOOD COOPERATIVE

Sean M. Berens, having been designated to act as Statutory Agent for **Phoenix Food Cooperative**, hereby consents to act in that capacity until removed or resignation is submitted.

Dated: November 15, 2021



Sean M. Berens

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:

Phoenix Food 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: 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 _____

Address 1 _____

Address 2 _____

City _____ State _____ Zip _____

Country _____

Name _____

Address 1 _____

Address 2 _____

City _____ State _____ Zip _____

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

Sean Berens

Signature

Sean M. Berens

Printed Name

11/16/2021

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.

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.



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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M0021

- 1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Phoenix Food Cooperative

- 2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Sean M. Berens

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Sean M. Berens
Printed Name

11/15/21
Date

Signature

REQUIRED – check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the Individual (natural person) named as statutory agent.	<input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mall: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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