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FILED
Secretary of State
State of California

FEB 14 2014

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ARTICLES OF INCORPORATION
OF
SOLA FOOD COOPERATIVE, INC.

ARTICLE I

The name of this corporation is: SoLA Food Cooperative, Inc.

ARTICLE II

This corporation is a cooperative corporation organized under the California Consumer 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 such law. This corporation, which shall be composed of ultimate consumers, is formed for the following specific purposes:

- A. The primary purpose is to engage in the business of selling food and other household products to members, who shall be the ultimate consumers of such products.
- B. Without limiting any of the foregoing, the objectives, purposes and powers of this corporation are:
 - 1. To promote and provide a medium whereby consumers may act together collectively to buy or otherwise acquire, own, hold, use, sell, or otherwise dispose of groceries, produce, meats, toiletries and household supplies and appliances, and any other goods and services, including but not limited to all other goods normally sold by food stores, and the earnings, savings, or benefits of which are used for the general welfare of the members, or are distributed, whether in the form of cash or evidences of indebtedness or in goods, proportionately and equitably among the members for whom it does business, upon the basis of the amount of their transactions.
 - 2. To engage in business or activity that shall serve the economic, educational, recreational, health, and cultural welfare of its members and the public.
 - 3. To advance the consumers cooperative movement as an economic system having service as its motive; and to join, or otherwise associate itself, with cooperative societies and other organizations throughout the nation and countries abroad, for the purpose of mutual aid and the creation of a new economy.

ARTICLE III

The corporation's agent for service of process is:

Cecily Jackson-Zapata
201 Wilshire Boulevard, Suite 226
Santa Monica, CA 90401

ARTICLE IV

- A. This corporation is authorized to issue only one (1) class of membership with equal voting power and ownership interests.
- B. No member may exercise more than one (1) vote and no member may own more than one (1) membership unit.
- C. The amount of capital with which this corporation shall begin business is \$15,000.

ARTICLE VI

There shall be a board of directors of nine (9) in number. Directors shall be elected for a term of one, two, or three years, in the manner prescribed in the Bylaws. Directors' powers and duties shall be prescribed by the Bylaws.

ARTICLE VII

The principal office for the transaction of business of this corporation shall be in Los Angeles County, California.

ARTICLE VIII

The initial street and mailing address of the corporation is: 1847 W. 43rd Street, Los Angeles, CA 90062.

ARTICLE IX

The names and addresses of the initial directors are:

Bahni Turpin
1847 W. 43rd Street
Los Angeles, CA 90062

George Pagan
1847 W. 43rd Street
Los Angeles, CA 90062

Monique Marshall
3743 Grayburn Avenue
Los Angeles, CA 90018

Demille Halliburton
3743 Grayburn Avenue
Los Angeles, CA 90018

Michael Gonzales
6743 Harbor Avenue
Long Beach, CA 90405