

CERTIFICATE OF INCORPORATION
OF
EAT TO LIVE FOOD COOPERATIVE, INC.

UNDER SECTION 11 OF COOPERATIVE CORPORATION LAW

The undersigned, for the purpose of forming a corporation pursuant to Section 11 of the Cooperative Corporations Law, do hereby make, sign and acknowledge this Certificate, stating as follows:

- 1. Name:** The name of the corporation is: Eat to Live Food Cooperative, Inc.
- 2. Purpose:**
 - a.* The Cooperative is organized and shall be operated as a membership cooperative.
 - b.* The purpose for which the Cooperative is formed is for the mutual help and assistance of its members as a food cooperative and to acquire, furnish, and distribute food products and other goods and services, and to educate members and the community about cooperative principles, nutrition, and food sources.
 - c.* To conduct all other business and to exercise all necessary powers, on a cooperative basis, to the extent permitted by law.
- 3. Duration:** The Corporation shall have perpetual existence.
- 4. Office:** The office of the cooperative corporation is to be located in the City of Syracuse, Onondaga County.
- 5.** The names and addresses of the incorporators of the corporation are:

Naqia Edwards 400 Glenwood Ave.
 Syracuse, NY 13207

Howie Hawkins 410 W. Beard Ave.
 P.O. Box 562
 Syracuse NY 13205

Yaschia Kinsey 2727 Midland Ave

Syracuse, NY 13205

Shirley Rowser 304 Clarence Ave.
Syracuse, NY 13205

Baye Muhammad 341 Clairmonte Ave.
Syracuse NY 13207

6. Directors: The names and addresses of the five initial directors of the corporations are:

Yaschia Kinsey 2727 Midland Ave
Syracuse, NY 13205

Shirley Rowser 304 Clarence Ave.
Syracuse, NY 13205

Howie Hawkins 410 W. Beard Ave.
P.O. Box 562
Syracuse NY 13205

Naqia Edwards 400 Glenwood Ave.
Syracuse, NY 13207

Baye Muhammad 341 Clairmonte Ave.
Syracuse NY 13207

7. Number of directors: The number of its directors shall be between five and nine as the by-laws may from time to time provide.

8. Number of Membership Certificates: The Corporation shall issue 200,000 membership certificates at a value to be determined by the board of directors.

8.1 Description of Membership Certificates

Membership shares will have voting rights. Two adults may be named on a membership share as joint tenants.

9. Members: All of the members are 18 years and older and at least two-thirds are citizens of the United States. At least one of them is a resident of the State of New York. Of the persons named as directors, at least one is a citizen of the United States and is a resident of the State of New York.

10. Voting Rights and Privileges: The relative rights, preferences, privileges and limitations of the shares of each class of capital stock are as follows:


- a. No dividends shall be paid on the Membership Certificates of this Corporation. Ownership of Membership Certificates shall serve to evidence membership in the Corporation. The holders of the Membership Certificates shall be the members of this Corporation with the power to vote in its affairs, and only the holders of Membership Certificates of this Corporation shall have voting power. Membership in this Corporation may be further defined, conditioned, or restricted as provided in the Bylaws.
- b. Each member shall be entitled to only one vote. Two adults named as joint tenants on a membership share are entitled to only one vote. In any case in which a statute requires the affirmative vote of a majority or more of the members, each member shall be entitled to only one vote. In no event shall a member's voting rights be based upon the number or amount of shares of capital stock, certificates of interest, patronage capital, equity credits, unit retains or other interests held by such member.

11. Liability of Directors: No director shall be personally liable to the Corporation or its shareholders for damages resulting from the breach of any duty such director owes to the Corporation and/or its shareholders, as a result of his position as such, unless a judgment or other final adjudication adverse to such director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that such director personally gained in fact a financial profit to which he was not legally entitled or that the director's acts violated Section 719 of the New York Business Corporation Law.

12. Designation of Secretary of State: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Eat to Live Food Cooperative, Inc.
2331 S. Salina St.
Syracuse, NY, 13205

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this ___ day of ___ 2012.



Naqia Edwards
400 Glenwood Ave.
Syracuse, NY 13207

Howie Hawkins

Howie Hawkins
410 W. Beard Ave.,
P.O. Box 562
Syracuse, NY 13205

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Filed by: Deborah Kenn, Esq.
Director, Community Development Law Clinic

Address: Syracuse University College of Law
Office of Clinical Legal Education
P.O. Box 6543
Syracuse New York 13217-6543
Tel. (315) 443 4582