

CERTIFICATE OF INCORPORATION

OF

PARK SLOPE FOOD COOP, INC.

The undersigned hereby certify that we, all being of full legal age, at least two-thirds being citizens of the United States and at least one being a resident of the State of New York, do, under and by virtue of the laws of the State of New York, associate ourselves with the intention of and for the purpose of forming a corporation to provide services connected with the acquisition for its members of articles of common use, including food products, family or other household and personal supplies, as more fully hereinafter set forth:

FIRST: The name of this corporation shall be the PARK SLOPE FOOD COOP, INC.. The corporation shall commence business with the filing of this certificate and have perpetual existence. The principal office of the corporation shall be located in the County of Kings, City and State of New York.

SECOND: The corporation shall be a general cooperative corporation as defined in Section 3 of the Cooperative Corporations Law.

THIRD: (a) The corporation is formed for the purpose and objective of providing for mutual help of its members, but not for profit, of services for the purpose of acquiring, storing and distributing to its members supplies and other articles of common use, including food products, family and other household and personal supplies to be used or

consumed by members, their families or guests.

(b) In furtherance of the purpose set forth in paragraph (a), the corporation shall have all of the powers of a cooperative corporation as set forth in Section 14 of the Cooperative Corporations Law and, in addition, all of the powers of a corporation as set forth in Section 202 of the Business Corporations Law, except as otherwise expressly provided herein or in any applicable statute.

(c) In addition to, and not in limitation of the foregoing powers, the corporation shall have the power to:

- (1) acquire, by purchase, lease or gift, hold, or sell property whether real, personal or mixed;
- (2) borrow money and issue evidence of indebtedness and to secure the same by mortgage, pledge, or lien;
- (3) make patronage refunds to members as provided in the by-laws;
- (4) do any and all acts or things incidental to, connected with, or in furtherance of the purpose of the corporation.

FOURTH: The corporation shall have a number of directors, not less than five nor more than twenty-one, all of whom shall be members of the corporation, as fixed by the by-laws, who shall be elected by the members of the corporation and shall serve until their successors are elected and qualified.

FIFTH: The names and addresses of the initial directors of the corporation are as follows:

Names withheld for privacy reasons.

The initial directors shall serve until the first annual meeting of the membership of the corporation or until earlier replaced.

SIXTH: By-laws of the corporation may be adopted by the directors of the corporation, who may change them at their pleasure so long as they do not conflict with the provisions of this certificate.

SEVENTH: The corporation shall not be a stock corporation. Natural persons may be admitted to membership upon such terms and conditions as the directors, by resolution may provide.

EIGHTH: The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

Park Slope Food Coop, Inc.  
782 Union Street  
Brooklyn, New York 11215

NINTH: The names and post office addresses of the incorporators are as follows: Names withheld for privacy reasons.

TENTH: At least one of the aforementioned directors of the corporation is a citizen of the United States and a resident of the State of New York.