

One (1) copy required

BUREAU USE ONLY:	
Dept. of State Entity #	_____
Dept. of Rev. Box #	_____
Filing Period _____	Date 3 4 5 _____
SIC/NAICS _____	Report Code _____

Check proper box:

Pennsylvania Entities

<input type="checkbox"/>	business stock
<input type="checkbox"/>	business non-stock
<input type="checkbox"/>	professional
<input type="checkbox"/>	nonprofit stock
<input type="checkbox"/>	nonprofit non-stock
<input type="checkbox"/>	statutory close
<input type="checkbox"/>	management
<input checked="" type="checkbox"/>	cooperative
<input type="checkbox"/>	insurance
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Foreign Entities

State/Country _____ Date _____

<input type="checkbox"/>	business
<input type="checkbox"/>	nonprofit
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Other

<input type="checkbox"/>	domestication
<input type="checkbox"/>	division
<input type="checkbox"/>	consolidation

1. Entity Name: Chester's Community Grocery Cooperative
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2. Individual name and mailing address responsible for initial tax reports:
Ernestine Johnson 807 N. 24th St., #2, Philadelphia, PA 19130
Name Number and street City State Zip

3. Description of business activity: A member-owned and -operated cooperative grocery store in Chester, Pennsylvania

4. Specified effective date, if any: September 1, 2006
month/day/year hour, if any

5. EIN (Employer Identification Number), if any: 03-0598653
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6. Fiscal Year End: December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name): _____
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**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation—For Profit
(15 Pa.C.S.)

- | | |
|--|--|
| <input type="checkbox"/> Business—stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business—nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business—statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input checked="" type="checkbox"/> Cooperative (§ 7102) | |

Name: Chester's Community Grocery Cooperative
Address: c/o LarRaine Branch, 320 W. 9th Street
City, State, Zip Code: Chester, PA 19013

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a Cooperative For-Profit Corporation hereby state that:

- 1. The name of the Corporation:**
Chester's Community Grocery Cooperative
- 2. The address of this Corporation's current registered office in this Commonwealth:**
Chester's Community Grocery Cooperative, c/o LarRaine Branch, 320 W. 9th Street, Chester, PA 19013 (in Delaware County, Pennsylvania)
- 3. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988. It is further incorporated as a Cooperative Corporation under the provisions of the Cooperative Corporation Law of 1988.**
- 4. The aggregate number of shares authorized : 20,000**
- 5. The name and address, including number and street, if any, of each incorporator:**

Robert Auerbach	2143 Susquehanna Rd, Abington, PA 19001
LarRaine Branch	320 W. 9 th St., Chester, PA 19013
Joan G. Broadfield	2430 Lindsay St., Chester, PA 19013
Emilie J. Henwood, III	247 Yarmouth Lane, Media, PA 19063
Ernestine Johnson	807 N. 24 th St., #2, Philadelphia, PA 19130
Tara Jones-Stephens	237 E. 22 nd St., Chester, PA 19013
Gerwayne McElaney	206 Sherbrook Blvd., Upper Darby, PA 19082
Tim Sams	803 E. 21 st St., Chester, PA 19013

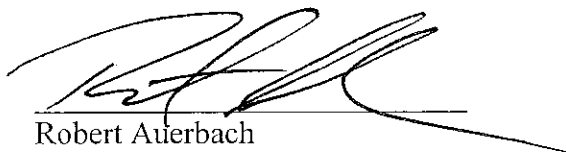
6. **The specified effective date is:**
September 1, 2006.

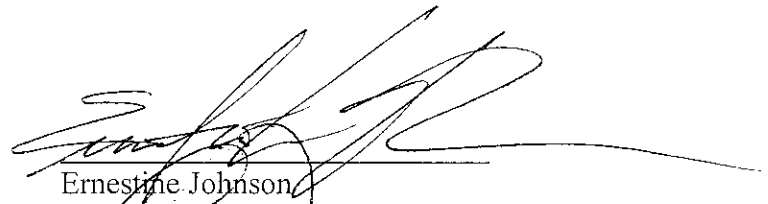
7. **Neither the Corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)**

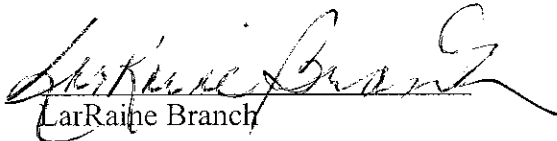
8. **The common bond of membership among the Corporation's members:**
All members must pay certain dues and perform certain work requirements as may be required by the Cooperative.

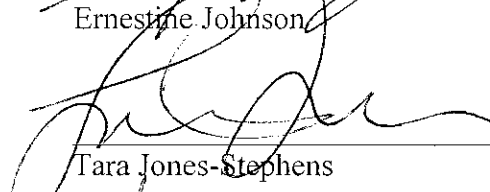
IN TESTIMONY WHEREOF, the incorporators have signed these Articles of

Incorporation this 1st day of August, 2006.

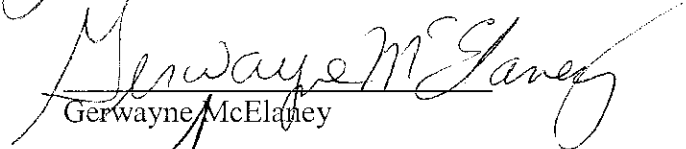

Robert Auerbach

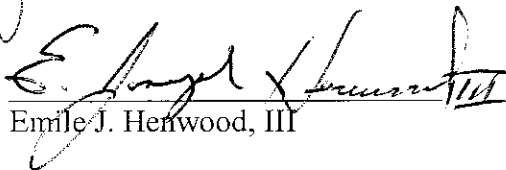

Ernestine Johnson

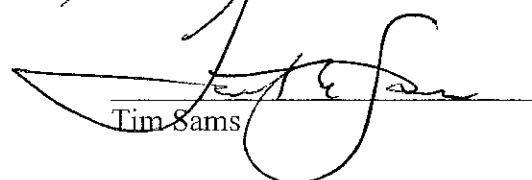

LarRaine Branch


Tara Jones-Stephens


Joan G. Broadfield


Gerwayne McElaney


Emile J. Henwood, III


Tim Sams