

**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF THE
SYRACUSE REAL FOOD COOPERATIVE, INC.**

Under Section 12 of the Cooperative Corporations Law and Section 805 of the Business Corporation Law

Pursuant to Section 12 of the Cooperative Corporations Law and Section 805 of the Business Corporation Law, Syracuse Real Food Cooperative, Inc., being a cooperative corporation organized and existing under the Cooperative Corporations Law of the State of New York, for the purpose of amending its Certificate of Incorporation, states the following:

FIRST: The name of the corporation is:

Syracuse Real Food Cooperative, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is: May 20, 1977.

THIRD: The amendments effected by this certificate of amendment are as follows:

1. Paragraph Two of the Certificate of Incorporation relating to capital stock is hereby amended to read in its entirety as follows:

2. This corporation is formed under and pursuant to the provisions of Article 2 of the Cooperative Corporations Law of the State of New York. Its purposes are for mutual help, not being conducted for profit; to operate the facilities for the benefit of consumer members for the production, financing, purchase, acquisition, and distribution of food goods and services; to convert building space for the operation of centers for the distribution of goods to members as the need for such centers is determined by the Board of Directors in accordance with the Bylaws of the corporation; to involve the entire community in the cooperative process; to associate with other cooperative societies for mutual and cooperative development; to possess and exercise all powers, rights and privileges necessary, suitable, or incidental to the purposes or activities for which the corporation is organized and in which it is engaged.

2. Paragraph Seven of the Certificate of Incorporation relating to capital stock is hereby amended to read in its entirety as follows:

7. The corporation is organized with capital stock. There shall be Class A voting membership shares and Class B non-voting membership shares. There shall be one hundred thousand (100,000) Class A voting membership shares, with each such share having no par value. There shall be one hundred thousand (100,000) Class B non-voting

membership shares, with each such share having a par value of one hundred dollars (\$100) per share, totaling ten million dollars (\$10,000,000) of such Class B non-voting membership shares.

Class A voting membership shares shall be issued only to persons eligible for, and admitted to, membership in the corporation. Such shares shall be entitled to no dividends or other monetary return on investment. The voting rights of such shares shall consist only of the participation rights accorded under these articles and the by-laws of the corporation. To avoid dilution of voting rights, no person shall be entitled to hold more than one Class A voting membership share.

Class B non-voting membership shares shall be nonvoting. Such shares shall accrue such dividends within limits set forth in the Cooperative Corporations Law, and shall be redeemable on such terms as is determined at the time of their issuance. Such shares shall have preferences over common shares in the net earnings of the corporation and in its net assets upon liquidation. The board of directors may divide and issue common or preferred shares in series and determine their designations, preferences, limitations, and relative rights.

No Class A or Class B share shall be able to be sold or otherwise transferred for any reason except to the Cooperative.

FOURTH: The changes in the number of shares resulting from this amendment are as follows:

- (i) An increase in the number of authorized shares of capital stock (Class A voting membership shares) with no par value from zero shares to 100,000 shares; and
- (ii) An increase in the number of authorized shares of preferred stock (Class B non-voting membership shares) with a par value of \$100 dollars from zero shares to 100,000 shares.

FIFTH: This amendment of the Certificate of Incorporation was authorized as provided for in Section 12 of the Cooperative Corporation Law by the vote of the board of directors followed by a vote of greater than two-thirds of all shares voting thereon at a meeting of shareholders.