

State of North Carolina

ARTICLES OF INCORPORATION

OF

DEEP ROOTS MARKET, INC.

The undersigned, for the purpose of forming a cooperative association under Chapter 54, Subchapter IV of the General Statutes of North Carolina, hereby make and acknowledge the following Articles:

I. The name of this cooperative association shall be Deep Roots Market, Inc.

II. The purposes for which the corporation is formed are to conduct a mercantile business providing groceries and other consumer goods and services to its shareholders and other patrons, and to conduct any other lawful business for which a cooperative association may be organized under Chapter 54, Subchapter IV of the General Statutes of North Carolina. The corporation is organized and shall be operated exclusively on the mutual plan and on a nonprofit basis.

III. The principal place of business of the corporation shall be located in the City of Greensboro. The address of the principal office of the corporation shall be 3728 Spring Garden St., Greensboro, NC 27407.

IV. The duration of the corporation shall be perpetual.

V. The street address and mailing address of the initial registered office of the corporation shall be 3728 Spring Garden Street in the City of Greensboro 27407 and County of Guilford, and the name of the initial registered agent at such address shall be Joel Landau.

VI. The authorized capital stock of the corporation shall consist of five hundred thousand (500,000) shares with a par value of sixty-five dollars (\$65.00) per share. Shares shall be entitled to no dividends and may not be transferred or assigned except to the corporation. Shareholders and subscribers shall be entitled to one and only one vote in all matters submitted to a vote of shareholders, irrespective of the number of shares held. Shares shall be redeemable only in accordance with the bylaws of the corporation.

VII. Pursuant to section 54-117 of the General Statutes of North Carolina, the corporation shall be governed and maintained in accordance with the North Carolina Nonprofit Corporation Act except as otherwise provided for in Chapter 54, Subchapter IV of the General Statutes of North Carolina.

VIII. Pursuant to sections 55A-2-02(b)(4) and 55A-8-60(a) of the General Statutes of North Carolina, the personal liability of directors and officers of the corporation for monetary damages shall be limited to the maximum extent

provided in such sections or the corresponding provisions of any subsequently enacted law.

IX. Pursuant to section 55A-8-08(k)(2) of the General Statutes of North Carolina, any director may be removed for cause by majority vote of the board of directors, provided that the accused director is accorded the opportunity to be heard in person or in writing.

X. The corporation shall not be required to indemnify a director who was successful otherwise than on the merits in the defense of any proceeding to which the director was a party because he or she was a director of the corporation.

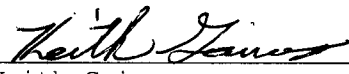
XI. The realized net earnings or losses of the corporation, to the extent attributable to the patronage of shareholders, shall, in accordance with its bylaws, be apportioned among shareholders in the ratio which each shareholder's patronage bears to total patronage by all shareholders for each fiscal year and shall be distributed at such a time and such a manner as to constitute patronage dividends within the meaning of federal income tax law. Patronage shall mean the dollar amount of goods or services purchased by shareholders from the corporation.

XII. On dissolution of the corporation, its assets shall be distributed in the following manner and order: (i) by paying or making provision for payment of all liabilities and expenses of liquidation; (ii) by redeeming any deferred patronage dividends which, if they cannot be paid in full, shall be paid in the order of the oldest outstanding amounts and on a pro rata basis among such amounts; (iii) by redeeming amounts paid towards the purchase of capital shares which, if they cannot be paid in full, shall be paid on a pro rata basis among all outstanding amounts; and (iv) by distributing any remaining assets to one or more cooperative or nonprofit organizations determined at a meeting of shareholders or, in the absence of such a determination, by the board of directors.

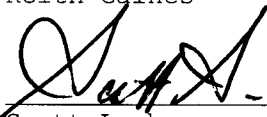
XIII. The names and residence addresses of the incorporators of the corporation are:

- Keith Gaines, 4470 Piedmont Trace Dr., Greensboro, NC 27409
- Scott Leshar, 704 Mayflower Dr., Greensboro, NC 27403
- Tay Smith Halas, 5805 Methodist Rd., Climax, NC 27233
- Diane Paschal, 621 Joyner St., Greensboro, NC 27403
- Todd Warren, 1043 S. Aycokk St., Greensboro, NC 27403

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 18 day of October, 2007.



Keith Gaines (SEAL)
INCORPORATOR



Scott Leshar (SEAL)
INCORPORATOR

Tay Smith Halas (SEAL)
INCORPORATOR

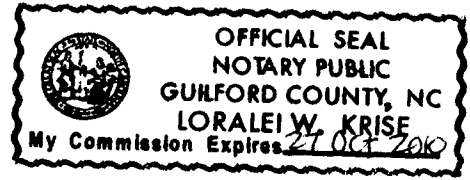
Diane Paschal (SEAL)
INCORPORATOR

Todd Warren (SEAL)
INCORPORATOR

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

I, Loralei W. Krise, a Notary Public, do hereby certify that Keith
Gaines personally appeared before me this 16 day of October, 2007,
and acknowledged the due execution of the foregoing Articles of Incorporation.

Loralei W. Krise
NOTARY PUBLIC

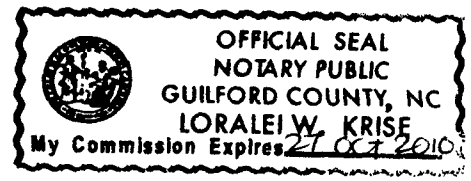


My commission expires:
27 October 2010

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

I, Loralei W. Krise, a Notary Public, do hereby certify that Scott
Leshner personally appeared before me this 16 day of October, 2007,
and acknowledged the due execution of the foregoing Articles of Incorporation.

Loralei W. Krise
NOTARY PUBLIC



My commission expires:
27 October 2010

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

~~I, _____, a Notary Public, do hereby certify that Tay
Smith Halas personally appeared before me this _____ day of _____,
2007, and acknowledged the due execution of the foregoing Articles of
Incorporation.~~

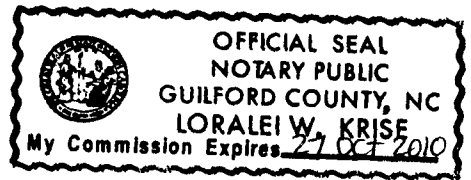
~~NOTARY PUBLIC _____
My commission expires: _____~~

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

I, Loralei W. Krise, a Notary Public, do hereby certify that Diane Paschal personally appeared before me this 16 day of October, 2007, and acknowledged the due execution of the foregoing Articles of Incorporation.

NOTARY PUBLIC Loralei W. Krise

My commission expires:
27 October 2010

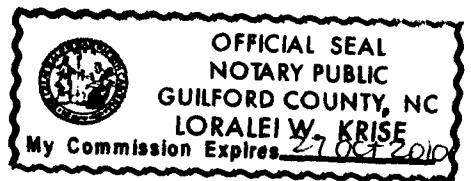


STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

I, Loralei W. Krise, a Notary Public, do hereby certify that Todd Warren personally appeared before me this 16 day of October, 2007, and acknowledged the due execution of the foregoing Articles of Incorporation.

NOTARY PUBLIC Loralei W. Krise

My commission expires:
27 October 2010



STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

I, Tina R Alston, a Notary Public, do hereby certify that Tay Smith Halas personally appeared before me this 18 day of October, 2007, and acknowledged the due execution of the foregoing Articles of Incorporation.

Tina R Alston

PUBLIC

My commission expires:

March 02, 2008

