

FEB 27 2007

**ARTICLES OF INCORPORATION
OF
CENTRAL MARKET COMMUNITY BENEFIT CORPORATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is Central Market Community Benefit Corporation (hereinafter, the "Corporation").

TWO: This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

THREE: The name and address in the State of California of this Corporation's initial agent for service of process are: Carolyn Diamond, 870 Market Street, Ste. 456, San Francisco, CA 94102.

FOUR: (a) This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

(b) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code.

(c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The Corporation shall not have any members as defined in Section 5056 of the California Nonprofit Corporation Law. References to "members" are to the Board of Directors as provided in Section 5310 of the California Nonprofit Corporation Law. Each director shall be entitled to one vote. The number of

directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the Board of Directors of this Corporation, and the manner of calling and holding meetings of directors shall be set forth in the Bylaws of the Corporation.

SIX: The property of this Corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any other private person.

SEVEN: Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed exclusively for charitable purposes to one or more nonprofit funds, foundations, or corporations which are then organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which have established their tax-exempt status under Sections 501(c)(3) and 509(a)(1) or (a)(2) of the Internal Revenue Code and under Section 23701(d) of the California Revenue and Taxation Code, or the corresponding section of any future federal or California tax law (each, a "Qualified Organization"), as determined by the Board of Directors of the Corporation. Any of such assets not so distributed shall be distributed exclusively for the aforesaid purposes of the Corporation to such Qualified Organizations as shall be determined by the Superior Court in the county in which the principal office of the Corporation is then located.

EIGHT: All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be deemed to be references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any similar law subsequently enacted. All references in these Articles to sections of the California Revenue and Taxation Code shall be deemed to be references to said Code and to the corresponding provisions of any similar law subsequently enacted.

Dated: February 27, 2007

Carolyn Diamond
CAROLYN DIAMOND
[print name], Incorporator





**State of California
Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, that it is full, true and correct.

IN WITNESS WHEREOF, I execute
certificate and affix the Great Seal
State of California this day of

FEB 28 2007



Debra Bowen

**DEBRA BOWEN
Secretary of State**

FEB 27 2007

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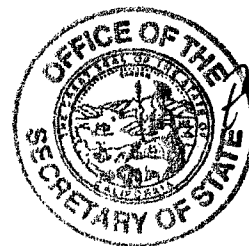
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Carolyn Diamond
CAROLYN DIAMOND
[print name], Incorporator





State of California
Secretary of State

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That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, that it is full, true and correct.



IN WITNESS WHEREOF, I execute
certificate and affix the Great Seal of
State of California this day of

FEB 28 2007

Debra Bowen

DEBRA BOWEN
Secretary of State