

**STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A PUBLIC BENEFIT CORPORATION**

What's Cookin' Inc

A Delaware Public Benefit Corporation

ARTICLE I

Name

The name of the corporation is **What's Cookin' Inc**

ARTICLE II

Duration and Registered Office

The corporation will have a perpetual existence, unless dissolved by the officers, directors or shareholders, or by operation of law.

The Registered Office of the corporation in the State of Delaware is located at 1201 ORANGE ST STE 600 ONE COMMERCE CENTER WILMINGTON DE 19801. The name of the Registered Agent at such address against whom process against this corporation may be served is Agents and Corporations, Inc.

ARTICLE III

Corporate Status

This corporation is a public benefit corporation.

ARTICLE IV

Purpose

4.1 The specific public benefit purpose of the corporation is to:

create opportunities for sharing and commerce within communities, support local food production, increase neighborhood resilience, demonstrate methods of democratic corporate governance, and share equity with participants

And also to:

enhance opportunities in underserved communities, including but not limited to refugee families, undocumented individuals, low-income neighborhoods, and communities outside of the United States; and to increase civic engagement and foster conversations around issues of public interest

ARTICLE V

Authorized Shares

The number of shares the corporation is authorized to issue.

A. AUTHORIZED CAPITAL STOCK

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is one hundred twenty million (160,000,000) shares, consisting of:

1. fifty million (50,000,000) shares are designated as Class A Common Stock, par value \$0.0001 per share and
2. ten million (10,000,000) shares are designated as Class B Common Stock, par value \$0.0001 per share
3. one hundred million (100,000,000) shares are designated as Preferred Stock, par value \$0.0001 per share

B. PREFERRED STOCK

The Board of Directors may from time to time issue shares of Preferred Stock in one or more series and without stockholder approval. Preferred Stock shall not have voting rights in the Corporation. The Board of Directors may otherwise fix for each series it is authorized to issue such designations, powers, preferences and relative participating, optional or other special rights and any qualifications, limitations or restrictions thereof prior to the issuance of any shares of such series as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series (a "Preferred Stock Designation"). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares

thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required to take such action pursuant to any Preferred Stock Designation.

C. COMMON STOCK

Except as otherwise required by law or as otherwise provided in any Preferred Stock Designation, the holders of Common Stock shall possess exclusively all voting power. Each share of Class A Common Stock shall have one vote, and each share of Class B Common Stock shall have seven votes.

Class B stock is intended to be granted solely in exchange for direct material participation in the Corporation.

D. AUTOMATIC CONVERSION

Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock upon a Transfer of such share.

E. PROCEDURES

This corporation may, from time to time, establish such policies and procedures relating to the administration of the dual class structure, including, without limitation, the issuance of stock certificates or procedures with respect to book entry systems, as it deems necessary or advisable. This corporation may request that holders of shares of Class B Common Stock furnish affidavits, certificates or other proof to this corporation as it deems necessary to verify the ownership of Class B Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. A determination by the Secretary of this corporation (the “**Secretary**”) with respect to whether a Transfer results in a conversion to Class A Common Stock shall be conclusive and binding.

ARTICLE VI

Directors

The corporation's initial board of Directors shall be as follows:

Golda Velez, whose address is 3852 N Tucson Blvd, Tucson, AZ 85716

Khailill Knight-Papaioannou, whose address is 301 E Laguna St Tucson AZ 85705

Sahra Hirsi, whose address is 2014 E Grant Rd, Tucson AZ 85719

A. POWERS

In addition to the powers and authorities granted hereby or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, these Articles of Incorporation and the Corporation's bylaws. In particular the directors are empowered to authorize meetings and decisions over email or other electronic method, and to provide for methods of rapid decision making by the participating directors.

ARTICLE VII

Statutory agent

The name and street address of the corporation's statutory agent is:

Golda Velez
3852 N Tucson Blvd
Tucson, AZ 85716

ARTICLE VIII
Principal address

This corporation's known place of business is:

Historic Brings Coworking
236 S Scott Ave
Tucson, AZ 85701

ARTICLE IX
Incorporators

The name and address of the incorporator of the Corporation is Golda Velez, whose address is 3852 N Tucson Blvd, Tucson, AZ 85716. All liability of the incorporator, as incorporator, shall cease with the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be signed as of this 20th day of August, 2020.

A handwritten signature in black ink that reads "Golda Velez". The signature is written in a cursive, flowing style.

Incorporator Signature

_____Golda Velez_____ Printed name