

State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF 'THE BLACKENDIAN ROYAL COOP ASSOCIATION (BRCA)' FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1992, AT 9 O'CLOCK A.M.

* * * * *



762051050

Michael Ratchford, Secretary of State

*3379291

AUTHENTICATION

DATE:

03/13/1992

**CERTIFICATE OF INCORPORATION
OF
The Blackendian Royal Coop Association (BRCA)
A NON-STOCK NON-PROFIT CORPORATION**

FIRST: The name of this corporation is The Blackendian Royal Coop Association (BRCA).

SECOND: Its registered office in the State of Delaware is located at Three Christina Centre, 201 N. Walnut Street, in the city of Wilmington, County of New Castle. The registered agent in charge thereof is The Company Corporation at the same address.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Law of Delaware.

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), to wit:

To be an umbrella association composed of non-profit subsidiaries addressing the human development, soil conservation, community development, economic development, energy development, housing development, waste disposal development, transportation development, clothing development, agricultural development, cultural and entertainment development, educational development, arts and crafts development, comparative religion development, food and nutrition development, preventive sickness and sickness cure development; for charitable, religious, educational, literary and scientific betterment of humankind as in the spirit of the legendary Garden of Eden.

The non-profit subsidiaries that will be part of the umbrella association of this corporation are as follows (this list is not exclusive as others may be created in the future):

Synergistic Research and Development, including the Manuelito Development Project, the Annus Light and Sound Productions, and the Darshan Human Development Center.

Original Condition Foods, including Prepared Gourmet #2 & #3 and other natural foods manufacturing

Over the Rainbow Natural Food Distributors

Imbotep Herbologicals

One World Arts and Crafts

Atannu Publishing

Biogenic Home and Garden

Solar Return Systems

Uhuru Shule (community elementary school)

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws

FIFTH: The name and mailing address of the incorporator is:

Caroline J. Walters, Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801

SIXTH: The powers of the incorporation are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing Address(es) of the persons who are to serve as director(s) until their successors are elected are as follows:

George W > Singleton, Barbara Jackie Washington, Carie Thomas and Rajinder Singh, all of:
Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801

SEVENTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified in terms of term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the forging, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members

EIGHTH: Meetings of members may be held without the State of Delaware, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors

NINTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No part of the activities of the corporation shall consist of carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

TENTH: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations under Section 501(c)(3) of the International Revenue Code of 1954 (or the corresponding provisions of any future United State Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes

ELEVENTH: The corporate reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

TWELFTH: Directors of the corporations shall not be liable to either the corporation or its members for monetary damages for a breach in fiduciary duties unless the breach involves: (1) a director's duty to loyalty of the corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a non-profit corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this Twenty-Seventh day of February, 1992

Candice J. Walters

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "THE BLACQENDIAN ROYAL COOP ASSOCIATION (BRCA)", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 1992.

AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE BLACQENDIAN ROYAL COOP ASSOCIATION (BRCA)" WAS INCORPORATED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1992.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2288774 8300C

AUTHENTICATION: 3060098

040284155

DATE: 04-19-04

State of California



SECRETARY OF STATE

CERTIFICATE OF QUALIFICATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the 15th day of April 2004, **THE BLACQENDIAN ROYAL COOP ASSOCIATION (BRCA)**, a corporation organized and existing under the laws of **Delaware**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 24, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, 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, and that it is full, true and correct.

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

APR 24 2004



Kevin Shelley
Secretary of State

2647698

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

APR 15 2004

KEVIN SHELLEY
Secretary of State

THE BLACUENDIAN ROYAL COOP ASSOCIATION (BRCA)

(Name of Corporation)

_____, a corporation organized and existing under the laws of DELAWARE, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 6135 Riverview Drive, Indianapolis, IN, 46208
(317-251-8120, hopela@hopelausa.org).
2. The address of its principal office in the State of California is 8990 Alamo Creek Road, Santa Maria, CA, 93454 (805-705-0755, elr@hopelausa.org).

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

Edward L. Rogel, a natural person residing in the State of California, whose complete address is 8990 Alamo Creek Road, Santa Maria, CA, 93454 (805-705-0755, elr@hopelausa.org). is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

_____, a corporation organized and existing under the laws of _____, is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

NOTE: Corporate agents must have complied with California Corporations Code Section 1505 prior to designation.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.


(Signature of Corporate Officer)
1/1/2004

George W. Singleton III, Executive Director and President
(Typed Name and Title of Officer Signing)

Delaware

The First State

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2288774 8300C

AUTHENTICATION: 3060098

040284155

DATE: 04-19-04

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
FRESNO CA 93888

DATE OF THIS NOTICE: 07-23-92
NUMBER OF THIS NOTICE: CP 575 A
EMPLOYER IDENTIFICATION NUMBER: 95-4380052
FORM: SS-4 TAX PERIOD: N/A
8916606071 B W

FOR ASSISTANCE PLEASE
WRITE TO US AT:

INTERNAL REVENUE SERVICE
FRESNO CA 93888

BE SURE TO ATTACH THE
BOTTOM PART OF NOTICE

OR YOU MAY CALL US AT:

1-800-829-1040

TAX FORMS YOU MUST FILE:

941

NOTICE OF NEW EMPLOYER IDENTIFICATION NUMBER ASSIGNED

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). The number assigned to you is shown above. It will be used to identify your business account, tax returns and documents, even if you don't have employees.

1. Keep a copy of the number in your permanent records.
2. Use your name and the number exactly as shown above on all Federal tax forms.
3. Use the number on all tax payments and tax-related correspondence or documents.

Using a variation of your name or number may result in delays or errors in posting payments to your account. It also could result in the assignment of more than one Employer Identification Number.

We have established the filing requirements and tax period shown above for your account based upon the information provided. If you need help to determine your required tax year, get publication 538, Accounting Periods and Methods, which is available at most IRS offices.

If you are required to make Federal tax deposits for employment taxes (Forms 941, 943, 940 or CT-1), excise taxes (Form 720), withholding tax (Form 1042), and/or income taxes (Form 1120), an initial supply of Federal tax deposit coupon books will be sent to you. Please allow 5 to 6 weeks for delivery.

Thank you for your cooperation.

Keep this part for your records.

CP 575 A (Rev. 8-90)

Only return this part with your correspondence if you have any questions so we may identify your account. Please correct any errors in your name or address.

CP 575 A

8916606071

YOUR TELEPHONE NUMBER BEST TIME TO CALL
() -

DATE OF THIS NOTICE: 07-23-92
EMPLOYER IDENTIFICATION NUMBER: 95-4380052
FORM NUMBER: SS-4
TAX PERIOD: N/A

INTERNAL REVENUE SERVICE
FRESNO CA 93888

BLACQENDIAN ROYAL COOP ASSOCIATION
681 E 113TH ST
LOS ANGELES CA 90059