

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is UNFI Foundation
2. It is incorporated under the laws of Delaware
3. The date of its incorporation is December 8, 2011
4. The address of its principal office is 313 Iron Horse Way, Providence, Rhode Island 02908

5. The address of its proposed registered office in Rhode Island is 301 Promenade Street
(Street Address, not P.O. Box)
Providence, RI 02908 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is E. Colby Cameron
(Name of Agent)

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
The Corporation is organized and shall be operated exclusively for charitable, scientific, literary,
and educational purposes within the meaning of section 501(c)(3) of Internal Revenue Code of 1986,
as amended, or the corresponding provisions of any subsequent federal tax law. Without expanding
or limiting the foregoing, the primary purpose of the Corporation shall be to make monetary grants
to a variety of charitable organizations chosen by the Corporation's Board of Directors based upon
their determination of the organizations' needs after research, investigation, consultation, and
review.

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	Lisa Madsen	313 Iron Horse Way, Providence, RI 02908
Director	Thomas Dziki	313 Iron Horse Way, Providence, RI 02908
Director	Michael Funk	313 Iron Horse Way, Providence, RI 02908
President & Director	Steven Spinner	313 Iron Horse Way, Providence, RI 02908
Vice President Director	Melody Meyer	313 Iron Horse Way, Providence, RI 02908
Treasurer	Lisa N'Chonon	313 Iron Horse Way, Providence, RI 02908
Secretary	Anne Nicholson	313 Iron Horse Way, Providence, RI 02908

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 17, 2012

UNFI Foundation

Print Exact Name of Corporation Making Application

Signature of ☒ President or ☐ Vice President (check one)

Signature of ☒ Secretary or ☐ Assistant Secretary (check one)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UNFI FOUNDATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

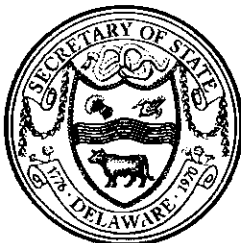
CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF DECEMBER, A.D. 2011, AT 10 O'CLOCK A.M.

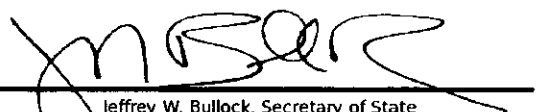
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "UNFI FOUNDATION".

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9913332

DATE: 10-12-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:00 AM 12/08/2011
FILED 10:00 AM 12/08/2011
SRV 111269412 - 5078529 FILE

**UNFI FOUNDATION
STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A NON-STOCK CORPORATION**

First: The name of the Corporation is UNFI Foundation.

Second: The Corporation's Registered Office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the registered agent is The Corporation Trust Company.

Third: The Corporation shall be a nonprofit corporation. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Internal Revenue Code").

Fourth: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 paragraph Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Further, the Corporation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

Fifth: Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

Sixth: The Corporation shall not have any capital stock.

Seventh: The Corporation shall not have members.

Eighth: The name and mailing address of the incorporator are as follows:

Michele A. W. McKinnon
c/o McGuireWoods LLP
901 East Cary Street
Richmond, Virginia 23219

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 7th day of December, A.D. 2011.

By: 
Michele A. W. McKinnon, Incorporator

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