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**-FILED-**

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	<b>Secretary of State</b> <b>Articles of Organization</b> Limited Liability Company (LLC)	LLC-1
	<div style="text-align: center; font-size: 2em; font-weight: bold;">P</div>	
Filing Fee - \$70.00 Certified Copy Fee (Optional) - \$5.00 Note: LLCs may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <a href="https://www.ftb.ca.gov/">https://www.ftb.ca.gov/</a> .		
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1. **Limited Liability Company Name** (Must contain an LLC identifier such as LLC or L.L.C. "LLC" will be added, if not included.)

Root and Bloom Institute LLC

2. **Business Addresses**

a. Initial Street Address of Principal Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
10800 Genasci Road	Nevada City	CA	95959
b. Initial Mailing Address of LLC, if different than item 2a	City (no abbreviations)	State	Zip Code

3. **Service of Process** (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
Jenny		Wunderly	
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
10800 Genasci Road	Nevada City	CA	95959

CORPORATION - Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 3a or 3b

4. **Management** (Select only one box)

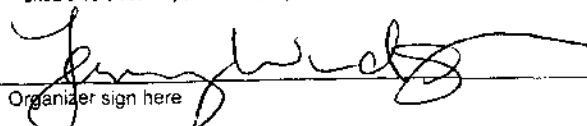
The LLC will be managed by:

☐ One Manager☐ More than One Manager☒ All LLC Member(s)5. **Purpose Statement** (Do not alter Purpose Statement)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

## 6. By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Additional signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this Form LLC-1. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this Form LLC-1.)



Organizer sign here

Jenny Wunderly

Print your name here

LLC-1 (REV 11/2023)

2023 California Secretary of State  
Digital Online Filing

**ATTACHMENT TO ARTICLES OF ORGANIZATION  
OF  
ROOT AND BLOOM INSTITUTE LLC**

The following requirements are added to the Articles of Organization for ROOT AND BLOOM INSTITUTE LLC (the "Company"):

- (1) The Company is organized for the exclusive purpose of holding title to property for the benefit of the Company's sole member, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (the "Member"), in furtherance of the exempt purpose of the Member. The Member is organized and operated for charitable purposes in compliance with R&T Code Sections 214 and 254.6.
- (2) The Company is operated exclusively to further the tax-exempt, charitable purposes of the Member meeting the requirements for exemption provided by R&T Code Section 214.
- (3) Each member of the Company must be an organization that is exempt from tax under Section 501(c)(3) of the Internal Revenue Code and qualifies for exemption under R&T Code Section 214.
- (4) Notwithstanding any other provision of the Company's Articles of Organization or Operating Agreement, the Company shall not carry on any activities not permitted to be carried on by (i) an organization exempt from California tax under R&T Code Section 23701d, (ii) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (iii) an organization as to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (5) All property of the Company shall be irrevocably dedicated to charitable purposes consistent with the requirements for obtaining property tax exemption pursuant to R&T Code Section 214, and no part of the net income or assets of this Company shall ever inure to the benefit of any private person.
- (6) The activities of this Company shall not include carrying on propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in 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.
- (7) Upon dissolution or winding up of the Company, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Member so long as the Member is an organization organized and operated exclusively for charitable purposes, as specified in R&T Code Section 214 and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or under R&T Code Section 23701d. If the Member is not so described, all such remaining assets shall be distributed to an organization organized and operated exclusively for charitable purposes, as specified in R&T Code Section 214 and which

has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or under R&T Code Section 23701d.

(8) These Articles of Organization are consistent with California law governing limited liability companies and enforceable at law and in equity and may be amended only by the Member in the manner now or hereafter provided in R&T Code Section 214. Any amendments to the Articles of Organization or Operating Agreement of the Company must be consistent with R&T Code Section 214.

(9) To the fullest extent permitted by law, for the purpose of qualifying for the welfare exemption under the rules of the California Board of Equalization, the Company is prohibited from merging or converting into a for-profit entity.

(10) No assets of the Company shall be distributed to any member that ceases to be an organization described in R&T Code Section 214.

(11) The Company shall not engage in any business other than holding title to property in a manner consistent with the Company's charitable purpose as more specifically described in Section 1 hereof.

(12) The Company shall not accumulate any income. The Company shall turn over the entire amount of income it generates only to the Member, less any expenses incurred by the Company.