

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

P960000 90435

SUBJECT: Whole Foods Market, Inc.

(Proposed corporate name - must include suffix)

100001992271--4
-10/31/96--01065--008
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 31 PM 3:39

FILED

FROM:

DIANA WRIGHT

Name (printed or typed)

PO Box 470034

Address

Kissimmee, FL 34747-0034

City, State & Zip

407-397-1447

Daytime Telephone number

NOV 6 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

First: The name of the corporation shall be: Whole Foods Market, Inc.

Second: The corporation shall have perpetual existence.

Third: (a) Purposes. The nature, objects and purpose of the business to be transacted shall be as follows: (i) To manage, operate, market and distribute health related products/foods. (ii) To transact all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, as amended.

(b) POWERS. In furtherance of the foregoing purposes, the corporation shall have any may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Florida. In addition, the corporation may do everything necessary, suitable, or proper for the accomplishment of any of it's corporate purposes.

FOURTH:

(a) The aggregate number of shares which the corporation shall have authority to issue 1,000 shares of common stock having no par value.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except in the election of directors, he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) At all meetings of shareholders, one-third of the shares entitled to vote at such meetings, represented in person or by proxy, shall constitute a quorum.

(d) The shareholders, by vote or concurrence of a majority of the outstanding of the corporation, or any class or series thereof, entitled to vote on the subject matter, may take any action which, except for this Article, would require a two-thirds vote under the Florida Corporation, as amended.

(e) No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for script, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Florida and these Articles of Incorporation.

FIFTH: The number of directors of the corporation shall be fixed by the bylaws and shall not be less than one nor more than nine. The name and addresses of the initial director is:

Diana Wright, 7727 Indian Ridge Trail South, Kissimmee, FL 34747

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JAN 31 PM 3:39
KISSIMMEE, FLORIDA

SIXTH: The principal place of business and mailing address of the initial registered office of the corporation is:

7727 Indian Ridge Trail South
Kissimmee, FL 34747

Whole Foods Market, Inc.
Diana Wright
PO Box 22831
Lake Buena Vista, FL 32830

The name of its initial registered agent at such address is Diana Wright. The corporation may conduct part or all of its business in any other part of Florida, of the United States or of the world. It may hold, purchase, mortgage, lease, and convey real and personal property in any of such places.

SEVENTH: The board of directors is authorized to impose any restriction on the sale, pledge, transfer or other disposition of shares of the corporation by the shareholders which, in its sole discretion, is necessary or desirable for the corporation, including, but not limited to, those restrictions necessary to enable the corporation to comply with state or federal securities laws.

EIGHT: INDEMNIFICATION. The corporation may:

(a) Indemnify any person who was or is a party or is threatened to to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees and other related fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonable believed to be in the best interest of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) Expenses (including legal fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding. The expense of such a cost is hereby authorized upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

(c) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power of indemnify him against such liability under provisions of this Article.

NINTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) Contracts with directors, etc. No contract or other transaction between the corporation and one or more of its directors of any other corporation, and one or more of its directors of any other corporation, firm association, or entity in which one or more of its directors are directors or officers or are financially interested or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorized, approves or ratifies such contract or transactions or solely because their votes are counted for such purpose if (i) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorized, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (ii) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorized, approves, or ratifies such a contract or transactions.

(b) Negation of equitable interest in shares or rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser assignee, or transferee or other person. The purchase assignee, or transferee of any of the shares of the corporation shall not be entitled; to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of shareholders; to be paid dividends or other sums payable to shareholder; or to own, enjoy, and exercise any other property or rights deriving from such shares against the corporation, until such purchase, assignee, or transferee has become the registered holder of such shares. Notwithstanding the foregoing, the directors may be recognized as record owners shareholders who have been certified as such pursuant to the procedures required by the Florida Business Corporation Act, the corporation's bylaws, and the board of directors.

TENTH: The name and street address of the incorporator to these Articles of Incorporation is:

Diana Wright
PO Box 22831
Lake Buena Vista, FL 32830

The undersigned incorporator has executed these Articles of Incorporation this
25 th day of October, 1996.

Diana Wright

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 601, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Whole Foods Market, Inc.
2. The name and address of the registered agent and office is.

Diana Wright
7727 Indian Ridge Trail South
Kissimmee, FL 34747

FILED
96 OCT 31 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Diana Wright
(Signature)

10/25/96
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

P96000090435

Requestor's Name _____
 Address _____
 City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 9/FEB/98 PM 1:06
 AND
 FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002066037--2
 -01/23/97--01052--011
 *****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: P96000090435



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

WRIGHT
P.O. BOX 470034
KISSIMMEE, FL 34747

SUBJECT: WHOLE FOODS MARKET INC.
Ref. Number: P96000090435

We have received your document for WHOLE FOODS MARKET INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 497 100004954

Carol,

Per our discussion -

Please expedite & priority mail back to me -

*Thanks,
Diana*

*Carol Mustain
J. 11.19.97
W970000090435*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

WHOLE FOODS MARKET, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporations adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted:

The First Article shall be amended: the name of the corporation shall be changed to: Purest Foods Market, Inc.

The Fourth Article sub (a) shall be amended: The aggregate number of shares which the corporation shall have authority to issue is 500,000.

SECOND: The date of each amendment's adoption: January 13, 1997.

THIRD: Adoption of Amendments

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this day 13th of January, 1997.

Signature *Diana Wright*
Incorporator / Diana Wright

Whole Foods Market Inc. is assigned doc#P96000090435

APPROVED
AND
FILED
91 FEB 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA