

Exhibit A

Filed with the Department of State on _____

Secretary of the Commonwealth

THE BROAD STREET MARKET ALLIANCE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
DOMESTIC NONPROFIT CORPORATION**

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE-CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120**

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1. The name of the Corporation is as follows:

The Broad Street Market Alliance.

2. The address of the current registered office of the Corporation in the Commonwealth of Pennsylvania is as follows:

1233 North Third Street
Harrisburg, PA 17101

3. The purpose of the Corporation is as follows:

The Corporation is incorporated under the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, and shall be organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the preservation of historical buildings, the management of a public market, and the establishment of a sustainable food hub for the City of Harrisburg and beyond. In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.
5. The Corporation remains incorporated under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
6. The Corporation is organized on a nonstock basis.
7. The Corporation shall have no members.
8. The term of existence of the Corporation is perpetual.
9. The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than eleven (11) and not more than thirteen (13) directors. Elections of Directors shall be held at the annual meeting of the Corporation with such election held under the appropriate provisions of the By-laws of the Corporation
10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation, shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations described in Section 501(c)(3) of the Internal Revenue Code

of 1986, as amended, or in accordance with the corresponding provisions of any subsequent United States Internal Revenue law, as such court shall determine.

IN TESTIMONY WHEREOF, A DULY AUTHORIZED OFFICER HAS SIGNED THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE CORPORATION THIS ____ DAY OF _____, 2016.

_____, President