FEB 22, 2016

Floret

A SUBSIDIARY OF CAFE FLORA, SEATTLE

Single Unit #6, Space #: CT-15

Conviviality, Inc.
Nat Stratton-Clarke, Owner
2901 East Madison Street
Seattle Washington 98112
206 325-9100
nat@cafeflora.com

Exhibit 10
Submittal Checklist

Port of Seattle
Seattle-Tacoma International Airport
Airport Dining and Retail
Competitive Evaluation Process (CEP)

eat & shop in every concourse

SEATTLE-TACOMA INTERNATIONAL AIRPORT

Submittal Checklist

Please complete this checklist and **insert it as page one of your submittal**. Please ensure that you have reviewed and submitted all of the necessary information in your proposal as indicated in the checklist below. Please refer to the Submittal Instructions section of the CEP document for specific instructions for the documents that must be submitted.

Check	CEP Documentation	Proposer Action
☒	CEP Document	Reviewed
☒	Cover Letter	Submitted
☒	Submittal for Sections One through Seven	Reviewed and Submitted with Proposal
☒	Exhibit 1 – Passenger Airlines Operating at Sea-Tac	Reviewed
☒	Exhibit 2 – Passenger Traffic Summary	Reviewed
☒	Exhibit 3 – ADR Historical Sales Performance	Reviewed
☒	Exhibit 4 – Draft Lease and Concession Agreement	Reviewed
☒	Exhibit 5 – Lease Outline Drawing(s)	Reviewed
☒	Exhibit 6 – Capital Investment Form	Reviewed and Submitted with Proposal
☒	Exhibit 7 – Financial Offer Form	Reviewed and Submitted with Proposal
☒	Exhibit 8 – Proforma Statement	Reviewed and Submitted with Proposal in pdf and Excel formats
☒	Exhibit 9 – Operating a Concession Business at Sea-Tac	Reviewed
☒	Exhibit 10 – Submittal Checklist	Reviewed and Submitted with Proposal
☒	Port of Seattle's Airport Dining and Retail Design Guidelines	Reviewed
☒	Port of Seattle Tenant Design and Construction Process Manual	Reviewed
☒	Tariff Utility Rates	Reviewed

SECTION ONE

Background, Experience, and Financial Capability

Dining Room at Cafe Flora

1. Minimum requirements

Cafe Flora, a 3,000 sq. ft. restaurant in the heart of the Madison Valley business district, has been owned and operated by Conviviality, Inc. since 2008. Cafe Flora serves between 1,700 – 2,500 customers each week, depending on the season, generating total annual sales of $2.5 million. Conviviality, Inc. proposes to create a casual dining, vegetarian restaurant with a focus on vegan, gluten-free and healthy options for travelers, expected to generate average annual sales of $3.5M.

2. Legal business name

Conviviality, Inc. DBA Cafe Flora

2901 East Madison Street, Seattle Washington 98112

206 325-9100

www.cafeflora.com

3. Business entity description

Conviviality, Inc. is an S Corporation.The Articles of Incorporation are attached, see apppendix.

Main Dining Room

Citrus salad

4. Sources of funding

Conviviality, Inc. will fund the initial tenant improvement with a combination of private capital and a SBA (Small Business Administration) loan.

Financial statements attached; see appendix and Exhibit 6.

5. Number of employees

In the past 12 months, Cafe Flora has employed 80 people: chefs, cooks, servers, bartenders, and bussers. Cafe Flora maintains a consistent team of 48 employees at any given time.

6. Business history

Cafe Flora, in operation since 1991, is Seattle's premier vegetarian restaurant. It is an environmentally sustainable, full-service restaurant offering award-winning, creative cuisine to a community of like-minded guests, brunch enthusiasts, and cocktail lovers in a thriving, convivial atmosphere.

The restaurant is light and airy, built using reclaimed wood and recycled materials. An indoor atrium just off the main dining room is filled with lush plants and a bubbling central fountain that brings al-fresco dining to guests year-round.

Cafe Flora uses locally grown produce from Washington farms. Its chef draws inspiration from international culinary traditions to create imaginative vegetarian, vegan, and gluten-free meals.

- There have been no lawsuits, bankruptcy, or legal judgements against the business
- No defaults on prior agreement default.
- No agreements terminated for cause.

7. ACDBE status

Cafe Flora is not ACDBE-certified and is not seeking such.

8. Food service and operating experience

In 2008 Nat Stratton-Clarke purchased Cafe Flora, an iconic Seattle brand. While the restaurant was well known, Cafe Flora was suffering, losing hundreds of thousands of dollars per year. After purchase, Nat set to work transforming the fledgling business into a profitable powerhouse. He was able to keep many of the original staff, and today some employees have been with the company for over 20 years and many are reaching their 10-year milestone. In less than a decade the business has gone from losing $250k per year to making $250k per year.

Nat attributes this success to his ability to foster innovation and build community with everyone who is part of the Cafe Flora experience.

For 8 years, Seattle has been coming to Cafe Flora for its nationally award-winning vegetarian food. This 3,000 sq. ft. casual dining spot earns gross sales of $2.5M.

Cafe Flora serves 1,700 – 2,500 guests per week, depending on the season. On the busiest days of the year — Easter, Mother's Day, and Thanksgiving — the restaurant serves over 800 guests.

Cafe Flora has been reviewed as one of the Best Vegetarian Restaurants in the Pacific Northwest by NPR, Rachel Ray, *Travel and Leisure,* and the local media. The restaurant is also consistently rated the Best Vegetarian Restaurant and Best Brunch location in Seattle by *Seattle Met, Seattle Magazine, Eater,* and many more. For details see Cafe Flora's Press page.

Cafe Flora has also published *The Cafe Flora Cookbook,* available on Amazon.

Fruit-based cocktails

9. Business & banking references

Wells Fargo
Andrew Mucaria, Service Manager
206 322-7720

Charlie's Produce
JoLynne Gardner, Credit Representative
206 577-9755

10. Financial statements

Financial statements attached;
see appendix.

Roast Potato Scramble

SECTION TWO

Concept Development

1. Description of concept and rationale

Restaurant Name: Floret (*noun:* the flower bud on a vegetable)

Floret is a casual dining concept that specializes in vegetarian, vegan, and gluten-free food made from local and sustainable produce. Floret will use award-winning recipes from ***Cafe Flora,*** Seattle's premier vegetarian restaurant. Most of Cafe Flora's diners, however, are not vegetarians. The restaurant simply serves wonderful, healthy food that appeals to a wide range of people — including kids!

Floret will leverage Cafe Flora's long-established relationships with Northwest farmers to bring the flavor of the region to the traveler. In addition to a casual dining menu, Floret will feature a grab-and-go section with a variety of prepared foods and local snacks that represent the best of the Northwest. An easily reached juice & coffee bar will offer busy travelers a quick pick-me-up or a nourishing smoothie.

The restaurant's ambiance will be a rejuvenating sanctuary from the hustle and bustle of the airport. Thoughtfully designed seating areas will provide charging stations and room for stowing bags. The living plant wall will relax guests at the bar as they sip hand-crafted cocktails or Northwest beer and wine. Floret will be a one-of-a-kind stop where there is something for everyone and a pleasant surprise around every corner.

FEATURES

- Hot and cold food prepared behind a counter.
- Communal seating for guests.
- Bar serves local wine, beer, and cocktails.
- Prepackaged grab-and-go food items.
- A selection of retail gourmet food and snacks.
- An extensive breakfast menu.

2. Menu

The menu is displayed on the following four pages.

3. Franchise

This is not a franchise or licensed concept.

Why Floret in Sea-Tac

According to the demographic information provided in the CEP, people using Sea-Tac tend to be well educated, wealthy, and those for whom healthy eating and living is a priority.

Seattle ranks in the Top 10 Healthiest Cities in America:
#8 Healthiest city in America according to *Forbes Magazine.*
#4 Healthiest city according to *Sperling's Report Card.*

"Over 30 Million Americans have a vegetarian or vegetarian inclined diet."
—*Vegetarian Times Magazine*

Floret FALL MENU

All breakfast sandwiches and platters are available vegan and gluten-free.

Breakfast Sandwiches

Potato Roll with scrambled egg or tofu **$6.50** *(add cheese for $1)*

Baguette with garlicky kale, goat cheese, basil pesto and scrambled eggs or tofu **$8.50**

Baguette with tomato jam, Chanterelle mushrooms, delicata squash, Gruyere, sautéed onions onions, scrambled eggs or tofu **$8.50**

Flour Tortilla with scrambled eggs or tofu, ranchero beans, sweet corn, cotija cheese and tomatillo **$8.50**

Breakfast Platters

Bluebird Grain Farm Porridge with pear and quince compote (V) **$6**

Breakfast Platter with scrambled egg or tofu with choice of 2 sides **$12**

Forager Scramble with tofu or eggs, chanterelle and crimini mushrooms, delicata squash, fried sage, sautéed onions and goat cheese with choice of side **$12**

Rancho Colorado Scramble with tofu or eggs, slow cooked rancho beans, tomatillos, fresh chilies, sweet corn, blue corn tortilla chips with choice of side **$12**

Sides

(**$4** *a la carte*)
Cheesy Grits (GF)
Garlicky Kale (V, GF)
Roasted Potatoes (V, GF)
Seasonal Vegetables (V, GF)

Fruit and Pastries

Giant Cinnamon Roll (V) **$6**
Huckleberry Cardamom Coffee Cake (V, GF) **$3.50**
House made granola with fresh fruit (V, GF) **$6**
Fresh fruit parfait with coconut milk yogurt (V, GF) **$6**
Chia seed breakfast pudding with overnight oats **$8**

Kids Breakfast Menu

Kids Egg and Cheese breakfast sandwich **$5**
Kids Fruit and Yogurt Parfait **$5**

Floret FALL MENU

Lunch / Dinner Menu

Starters

Seasonal Soups (V, GF) **$5 / $7.50**
Yam fries with cayenne aioli (V, GF) **$5**
Northwest cheese plate **$12**
Hummus plate (V, GF) **$12**

Entree

Falafel Sandwich on gluten-free pita with cucumber mint salad and tahini sauce with yam fries or salad (V, GF) **$14**

Italian Burger with grilled black bean burger, basil pesto aioli, sun dried tomato jam, balsamic tossed arugula, soft potato roll with yam fries or salad (V, GF) **$14**

Oaxaca Tacos with corn tortillas filled with cheesy mashed potatoes, cotija, served with black bean stew, garlicky kale, fire roasted salsa, lime, creme fraiche (GF) **$17**

Salads $6 / $12

Caesar Salad with romaine, herbed croutons, Parmesan, fried capers (GF,V)

Superfood Salad with spinach, broccoli, cabbage, kale, Brussels sprouts, carrots, red onions, almonds, dried superfruits, hemp seeds, creamy apple cider vinaigrette (GF, V)

Kale and Bluebird Grain Farm Farro Salad

Harissa Carrot and Quinoa Salad (V, GF)

Dessert

Giant Dark Chocolate Brownies (V, GF) **$4**

Coconut Cake (V) **$6**

Kids Menu

Kids Veggie Burger with mini black bean burger (V, GF) **$8**

Kids Dipper Plate with Hummus, baby carrots and pita (V, GF) **$8**

Kids Cheesy Tacos with black beans (GF) **$8**

Floret FALL MENU

Full Coffee Bar $2–5

Housemade Drinks

Rosemary Lemonade **$3.50**
Cringer (Cranberry Ginger Cider) **$3.50**
Iced Tea **$2.50**

Juices/Smoothies $6–10

Every Day Juice with Apple, Kale, Spinach, Lemon, Ginger, Beet
Rise 'n' Shine Like the Sun with Orange, Pineapple, Carrot, Grapefruit
Sangre del Terra with Beet, Carrot, Lemon, Ginger, Cayenne
Just Vegetables with Carrot, Celery, Tomato, Beet, Pepper
Keep it Simple with Strawberry, Blueberry, Banana, Orange Juice
Make Mine Green with Pineapple, Kale, Spinach, Banana, Coconut Oil, Agave, Orange Juice

Breakfast Cocktails

Floret Garden Mary **$11**
Floret Fresh-Squeezed Mimosa **$9**
Mexican Coffee **$9**

Specialty Cocktails $12 *(in addition, Floret offers a full cocktail bar)*

Rosemary Lemon Drop with rosemary lemon infused vodka, orange liquer, rosemary with a sugar rim

Madison with rye whiskey, Earl Grey-infused sweet vermouth, bitters with a brandied cherry and a twist

Ten Trees with pine-infused tequila, St. Germaine, lime and an orange twist

Beer and Cider on Tap $6–8

Rotating local beer and cider on tap.

All Washington Wine $10–14 a glass

Rotating Washington wines.

Floret FALL MENU

TO-GO CASE (14 items to go by Floret)

Salads **$6/$12**

Superfood Salad (V, GF)
Caesar Salad (V, GF)
Kale and Farro Salad
Harissa Carrot and Quinoa Salad (V, GF)

Hummus Platter with cucumber, carrots, and Gluten Free Pita (V, GF) **$10**

Northwest Cheese Platter with house-made chutney and La Panzanella Crocantini **$12**

Wraps And Sandwiches **$9.50**

Goat Cheese, Arugula, Tomato Jam on potato roll

Harissa Carrot, Hummus, arugula wrap (V, GF)

White Cheddar & Booth Canyon Apple on Foccacia

Bowls to Go **$10.95**

Falafel Quinoa Bowl with falafel, hummus, cucumber salad on red quinoa with tahini dressing (V, GF)

Garlicky Kale and Farro Bowl with Delicata Squash and mushrooms (V)

Black Bean Bowl with quinoa, corn salsa, cotija cheese, blue corn tortilla strips (V, GF)

Desserts to Go

Giant Dark Chocolate Brownies (V, GF) **$4**

Coconut Cake (V) **$6**

Fridge Case-Drinks

Dry Soda (assorted flavors) **$1.99**

Sound Kombucha (Various Tea Blends) **$4.49**

Rachels Ginger Beer **$4.99**

Harmless Cocounut Water **$2.99**

Guayaki Yerba Matte Mint Tea **$2.69**

Almond Breeze Milk **$1.69**

Organic Valley Lowfat Milk / Chocolate Milk **$1.69**

Fridge Case-Food

Ellenos Greek Yogurt **$3.99**

SoDelicious Coconut Milk Yogurt **$1.99**

Core Meal-Hearty Oatmeal To Go **$3.99**

Bars, Snacks and Chips

Justins Almond Butter (assorted flavors) **$1.49**

Go Raw Sprouted Bars **$1.99**

Lara Bars **$1.69**

Theo Chocolate Bars (assorted Flavors) **$2.99**

Justins Organic Peanut Butter cups **$1.99**

Pacific Superfood Kale Chips **$6.49**

Pirate Booty (assorted flavors) **$2.99**

Terra Chips (assorted flavors) **$2.99**

GO Raw GingerSnap Cookies **$4.49**

Dang Toasted Coconut Chips $**2.49**

Sehale Snacks Nuts (assorted flavors) **$5.99**

Newmans Own Pretzels **$3.69**

SECTION THREE

Unit Design, Materials, and Capital Investment

1. Describe the design

Floret will be designed with Cafe Flora's principles in mind: healthy food, community, supporting local businesses, and environmental care.

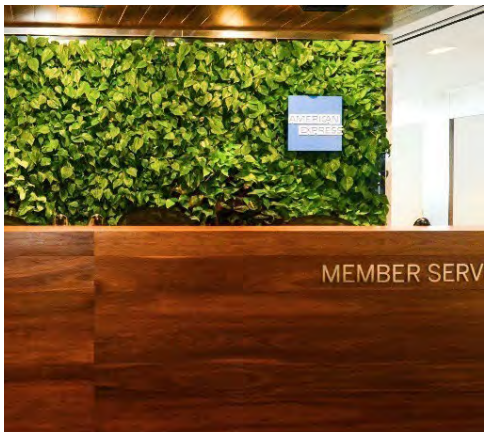
A welcoming storefront will feature a juice/coffee bar and an exuberant display of fresh fruit and vegetables, signaling to the traveler our healthy menu. The floor plan will allow easy access to grab-and-go products yet guide our customers through our full range of offerings.

The interior will offer a comfortable place to relax, built using reclaimed wood, colorful floor tiles, and energy-efficient warm lighting. A living plant wall will feature native flora, making a connection with the natural beauty of Washington and evoking the Atrium seating at Cafe Flora.

Our kitchen line and prep areas will be clearly visible to our customers enabling them to see the art and magic that goes into our award-winning food.

Customers can take their food to go or have a seat at our communal tables. The seats will have outlets for charging electronic devices as well as an under- counter hook for hanging coats and bags. Floret will seat 40 people.

For our customers using the bar, a curved counter eliminates the awkward and inefficient corner seats while taking full advantage of the exciting window view to the tarmac.



Example of living plant wall, SFO

2. Provide information regarding sustainability

Care will be taken to select building materials that are environmentally friendly; specific examples above.

3. Identify the minimum capital investment

We anticipate an initial capital investment of $900k or $496/sq. ft., along with the midterm refurbishment requirement of 15%. See Exhibit 6 next page.

Exhibit 6
Capital Investment Form

Respondents are required to submit their proposed capital investment and indicate the sources of funding to be used for the tenant improvements and working capital. Please complete one form for each unit included in your submittal and one form that includes consolidated information for all units included in your submittal.

Unit/Package Number: #6

Concept: CASUAL DINING

Square Feet: 1816

Initial Capital Investment	Amount	Percent of Initial Capital Investment
- Leasehold Improvements	$ 454,000	50 %
- Furnishings, Fixtures and Equipment	$ 355,000	39 %
- Design, Engineering, and Construction Management [1]	$ 100,000	11 %
Total Initial Capital Investment	$ 900,000	100%
Total Initial Capital Investment/Sq.Ft	$ 495 /Sq.Ft	

Mid-Term Refurbishment Investment	
- Minimum Mid-Term Refurbishment Investment [2]	$ 122,580
- Minimum Mid-Term Refurbishment Investment/Sq.Ft	$ 67.50 /Sq.Ft

Working Capital

- Amount of Working Capital Available RCW 42.56.230(5) [redacted]
- Sources of Working Capital (list below) RCW 42.56.230(5) [redacted]

[1] Must not exceed 12% of Initial Minimum Investment

[2] Must be minimum of 15% of the Initial Investment

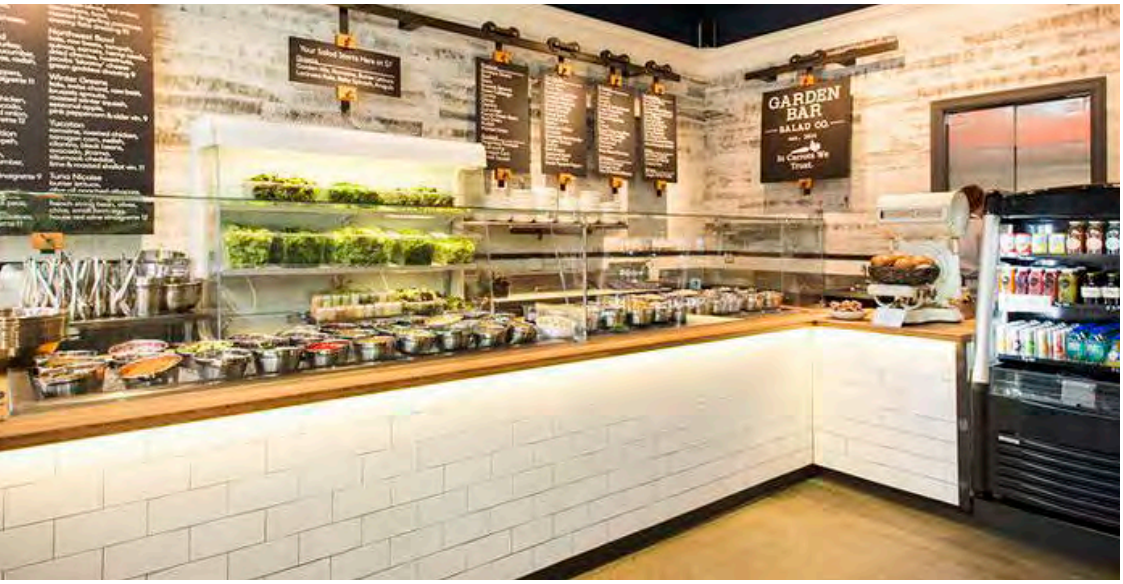
Photos

Interior photos of Cafe Flora in Seattle. Top photo: the Atrium dining room.

Styleboard

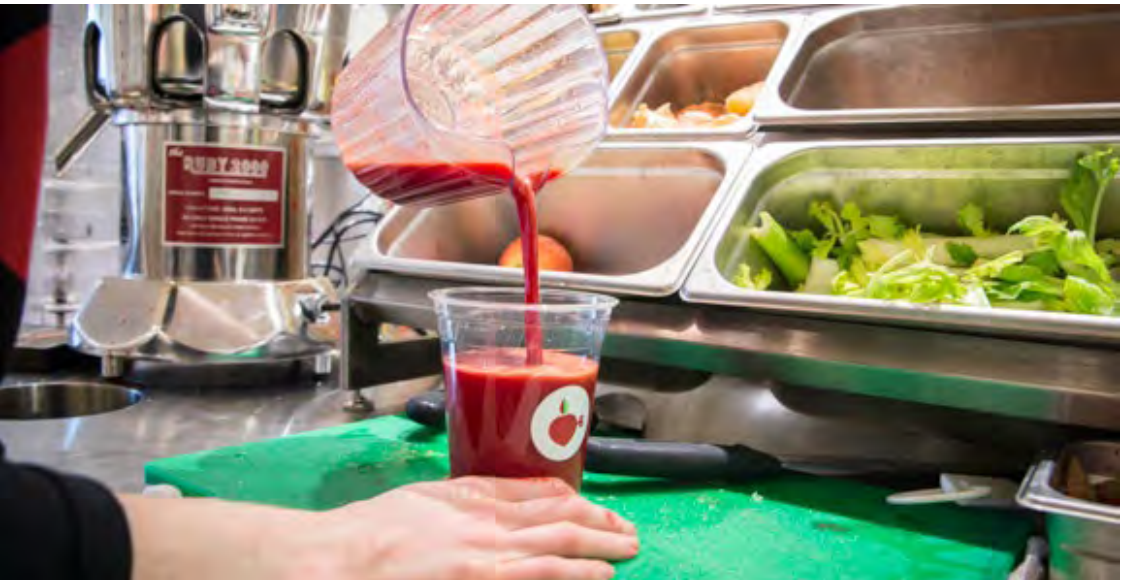
Possible materials and finishes for Floret: wood communal tables, geometric tile flooring, metal wrapped bar.

Styleboard

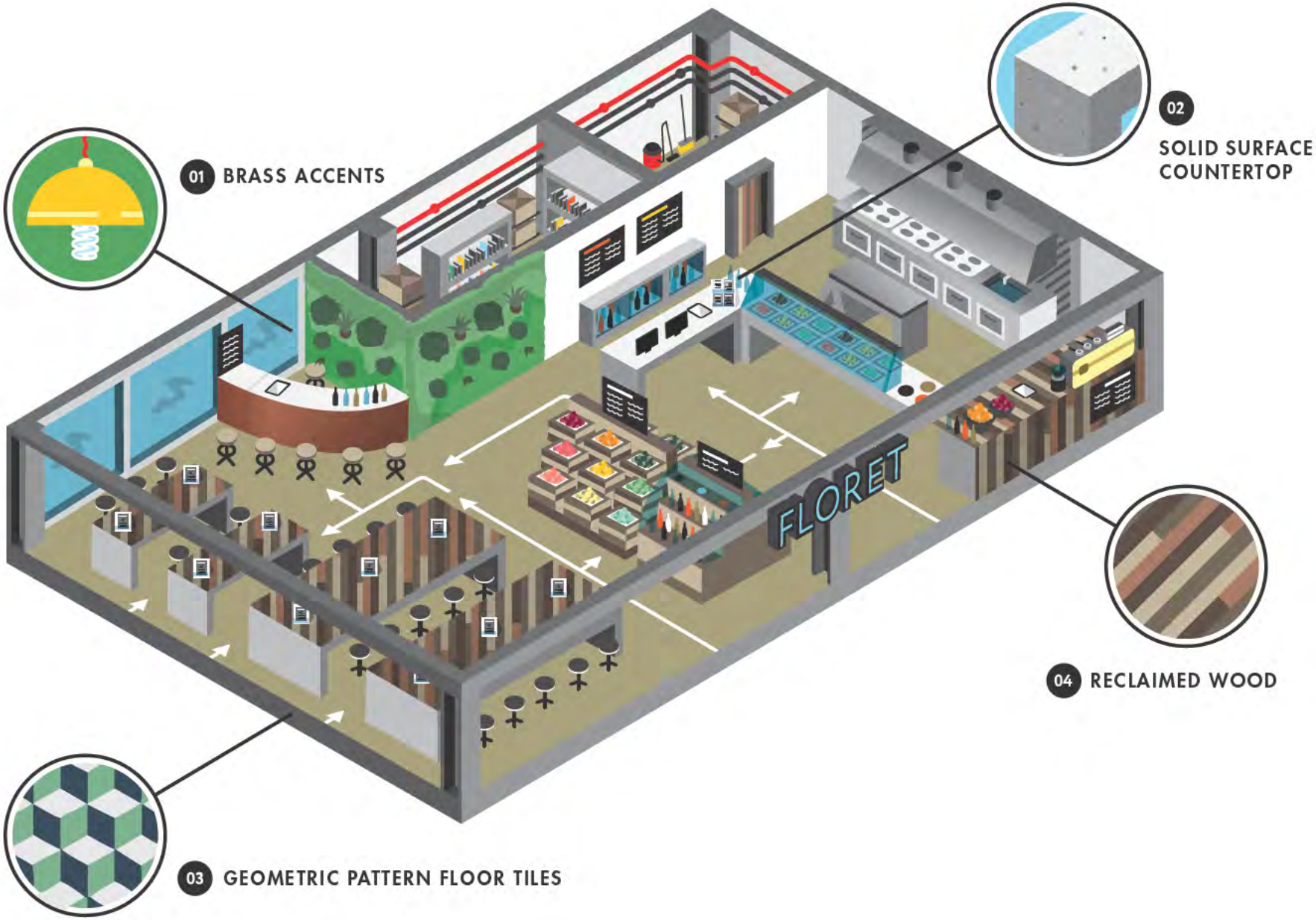


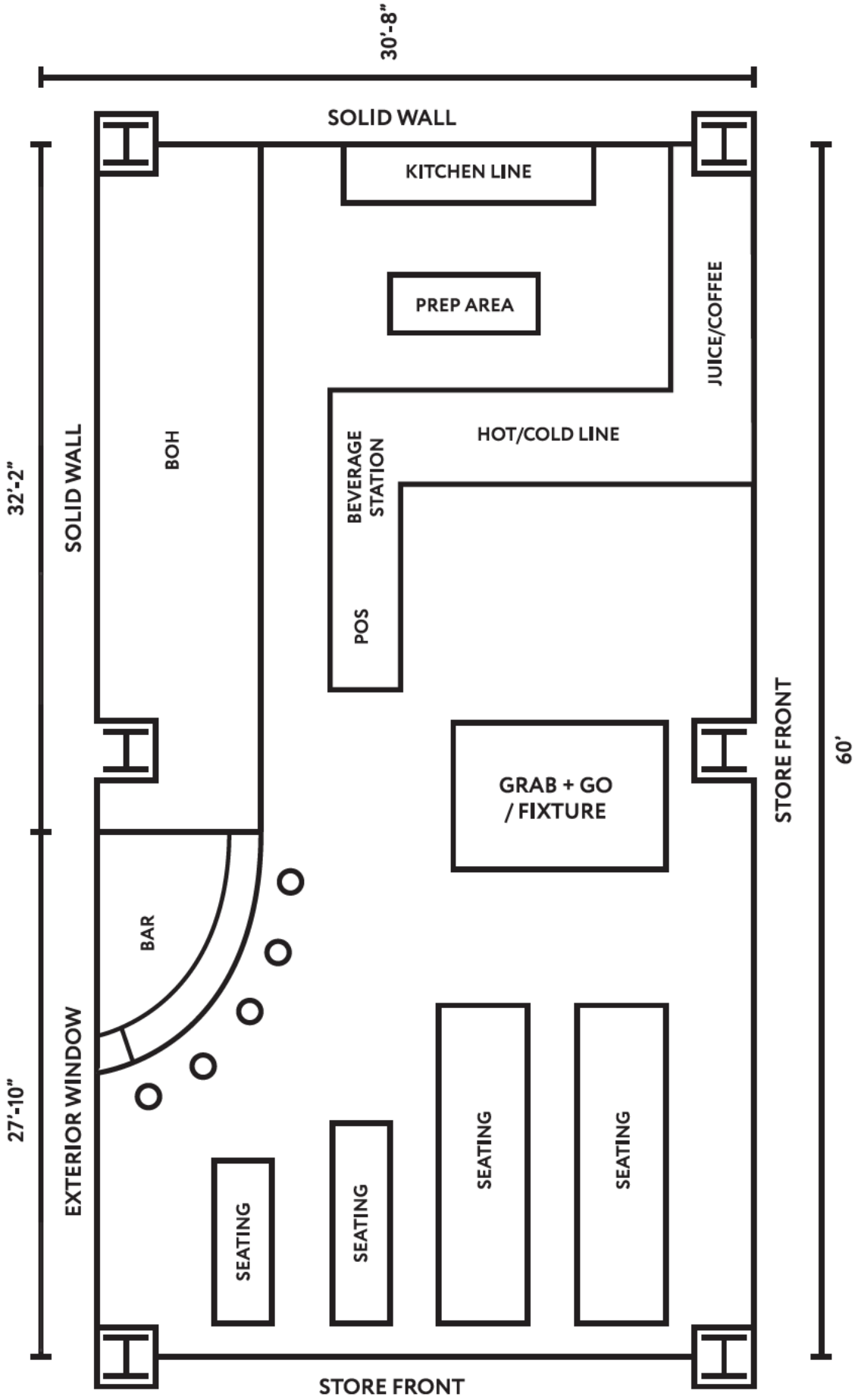
Possible materials and finishes for Floret: Hot bar counter with prep space behind, living plant wall, brass accents

Styleboard



Natural light from the large window, wood textures, pops of color, and the smell of fresh produce will attract customers seeking healthy dining options.


01 BRASS ACCENTS
02 SOLID SURFACE COUNTERTOP
FLORET
03 GEOMETRIC PATTERN FLOOR TILES
04 RECLAIMED WOOD


30'-8"
SOLID WALL
KITCHEN LINE
PREP AREA
JUICE/COFFEE
HOT/COLD LINE
BEVERAGE STATION
POS
BOH
32'-2"
SOLID WALL
GRAB + GO / FIXTURE
STORE FRONT
60'
BAR
EXTERIOR WINDOW
27'-10"
SEATING
SEATING
SEATING
SEATING
STORE FRONT

Typical Customer Profiles and Use Case Scenarios

Joanna (35, editor at Amazon) and Tony (6, gluten allergy and ice cream fan)
Joanna and her son have just passed through security. Tony is anxious because he's hungry and Joanna needs to refuel as well. On the way to their gate, the colorful fruit display at Floret catches Joanna's eye. She's been meaning to consume more greens, so she goes in and orders a green juice drink with hemp protein. Tony has already found his way to the cold case where he's picked out a Floret snack pack, and to Joanna's relief, it's gluten free. She grabs a dairy free coconut yogurt, a bag of healthy popcorn, picks up her juice and pays for everything at the convenient grab-and-go checkout station. That was easy!

Peter (59, linguistics professor at University of Washington)
Peter has a routine at Sea-Tac. Once through security, he grabs a pint of beer to help him sleep on the long flight to Japan. Where the bar used to be is now a place called Floret. It serves beer, though, so he goes in. He orders a sandwich with a side of yam fries (crunchy and salty!) and a pint of his favorite IPA on tap. Peter finds a seat at the communal table, thoughtfully designed with space for his bag (no more taking up two seats!). As he finishes his sandwich he thinks, "I may have found my new routine."

Raphael (26, graphic designer) and Justine (24, illustrator)
Raphael and Justine have just flown in from Portland on their way to Juno for a client meeting. With a few hours to kill they decide to grab some breakfast. Raphael can't resist the smell of the fresh cinnamon rolls on display at Floret, so he orders a roll, an egg sandwich, and a Caffe Vita coffee. Justine has been trying to eat better lately, and she's glad to discover the healthy menu, selecting the Forager Scramble and a Mimosa with fresh-squeezed orange juice. They sit down and open their computers to catch up on some work during breakfast. Raphael looks around for an outlet and finds one right at his seat!

Samantha (42, buyer for Nordstrom and frequent traveler)
Sometimes Samantha feels as though she lives at the airport, and even knows several TSA folks by name. She's heard that a new restaurant with great food has opened so she heads to Floret to see what the hype is about. The warm illumination and living plant wall are a pleasant invitation. At the deli station she orders a healthy Warm Kale and Farro salad and a homemade Rosemary Lemonade. Samantha sends some emails and posts a few Instagram photos of her meal and the space as she dines. Before leaving she grabs a gluten-free, vegan falafel from the grab-and-go case for a healthy lunch option on her flight to New York.

Yam fries

Exhibit 7
Financial Offer Form

During each year of the term of the Agreement, for the right and privilege of operating and managing the Premises at the Airport, the undersigned company hereby proposes to pay monthly to the Port beginning on the Rent Commencement Date, the greater of items 1 or 2 below:

1) One-twelfth (1/12) of the Minimum Annual Guarantee (MAG) paid in advance, on the first (1st) day of the month. The MAG for the Initial Period is four hundred twenty thousand dollars ($420,000). For the second Calendar Year and each subsequent Calendar Year or partial Calendar Year during the Term, the MAG will be eighty-five percent (85%) of the total amount paid (whether by MAG or Percentage Fees) by Concessionaire to the Port for the previous Agreement Year, but no less than the prior year MAG.

OR

2) Proposed Percentage(s) of Gross Sales calculated as follows:

Flat Rate Percentage Fee of:

Annual Gross Sales	Proposed Percentage Fee in Number Format	Proposed Percentage Fee in Words
$ N.A.	8 %	EIGHT

OR

Tiered Percentage Fee of: (Add tiers as necessary on a separate sheet of paper using this format.)

Annual Gross Sales	Proposed Percentage Fee in Number Format	Proposed Percentage Fee in Words
Annual Gross Sales less than $_____.	____%	
Annual Gross Sales greater than $_____ and less than $_____.	____%	
Annual Gross Sales equal to or greater than _____.	____%	

The Minimum Annual Guarantee and percentage fee will be reconciled annually, as set forth in the draft Agreement.

The signature of the Chief Financial Officer certifies that this Financial Offer is supportable throughout the term of the Agreement.

ATTEST:

Lindy Wilson
(Witness Signature)

CONVIVIALITY INC.
(Company Name)

BY: [signature]
(Signature of Chief Financial Officer)

NAT STRATTON-CLARKE
(Printed Name of Chief Financial Officer)

DATE: 2/20/16 Telephone No. 4155778667

Exh bit 8 - Financial Proforma Template

Seattle - Tacoma International Airport
Proforma Statement, Airport Dining and Retail Program

Complete One Proforma for Each Unit and One Consolidated Proforma for the Package

PROFORMA
(constant 2015 dollars)

	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	Total
ASSUMPTIONS USED												
Enplanements[2]	22,278,664	22,343,039	22,407,600	23,068,649	23,749,200	24,449,827	25,171,124	25,913,700	26,587,191	27,278,185	27,987,138	271,234,317
Sales per Enplanement	$ 0.1600	$ 0.1656	$ 0.1714	$ 0.1774	$ 0.1836	$ 0.1900	$ 0.1967	$ 0.2036	$ 0.2107	$ 0.2181	$ 0.2257	$ 0.19
Total Square Feet	1,816	1,816	1,816	1,816	1,816	1,816	1,816	1,816	1,816	1,816	1,816	1,816
Sales per Square Foot	$ 1,962.88	$ 2,037.45	$ 2,114.85	$ 2,253.45	$ 2,401.12	$ 2,558.48	$ 2,726.14	$ 2,904.80	$ 3,084.60	$ 3,275.54	$ 3,478.29	$ 28,797.61
PROJECTIONS												
Gross Sales:	$ 3,564,586	$ 3,700,007	$ 3,840,573	$ 4,092,260	$ 4,360,441	$ 4,646,196	$ 4,950,678	$ 5,275,114	$ 5,601,640	$ 5,948,379	$ 6,316,580	$ 52,296,454
Cost of Goods Sold	$ 962,438	$ 999,002	$ 1,036,955	$ 1,104,910	$ 1,177,319	$ 1,254,473	$ 1,336,683	$ 1,424,281	$ 1,512,443	$ 1,606,062	$ 1,705,476	$ 14,120,042
Gross Profit	$ 2,602,148	$ 2,701,005	$ 2,803,618	$ 2,987,350	$ 3,183,122	$ 3,391,723	$ 3,613,995	$ 3,850,833	$ 4,089,198	$ 4,342,316	$ 4,611,103	$ 38,176,411
Expenses												
Payroll	$ 1,247,605	$ 1,295,003	$ 1,344,201	$ 1,432,291	$ 1,526,154	$ 1,626,169	$ 1,732,737	$ 1,846,290	$ 1,960,574	$ 2,081,933	$ 2,210,803	$ 18,303,759
Benefits	$ 178,229	$ 185,000	$ 192,029	$ 204,613	$ 218,022	$ 232,310	$ 247,534	$ 263,756	$ 280,082	$ 297,419	$ 315,829	$ 2,614,823
Utilities	$ 75,000	$ 92,500	$ 96,014	$ 102,306	$ 109,011	$ 116,155	$ 123,767	$ 131,878	$ 140,041	$ 148,709	$ 157,914	$ 1,293,297
Operating Expenses	$ 166,550	$ 185,000	$ 192,029	$ 204,613	$ 218,022	$ 232,310	$ 247,534	$ 263,756	$ 280,082	$ 297,419	$ 315,829	$ 2,603,143
Franchise/License Fees	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Rent to Port	$ 420,000.00	$ 357,000.00	$ 307,245.84	$ 327,380.78	$ 348,835.24	$ 371,695.68	$ 396,054.25	$ 422,009.13	$ 448,131.24	$ 475,870.29	$ 505,326.37	$ 4,379,549
General & Administrative	$ 270,000	$ 277,501	$ 288,043	$ 306,919	$ 327,033	$ 348,465	$ 371,301	$ 395,634	$ 420,123	$ 446,128	$ 473,743	$ 3,924,890
Washington Lease Excise Tax	$ 32,039	$ 33,256	$ 34,519	$ 36,781	$ 39,192	$ 41,760	$ 44,497	$ 47,413	$ 50,348	$ 53,464	$ 56,773	$ 470,041
Insurance	$ 17,823	$ 18,500	$ 19,203	$ 20,461	$ 21,802	$ 23,231	$ 24,753	$ 26,376	$ 28,008	$ 29,742	$ 31,583	$ 261,482
Other Direct Expenses	$ 17,823	$ 18,500	$ 19,203	$ 20,461	$ 21,802	$ 23,231	$ 24,753	$ 26,376	$ 28,008	$ 29,742	$ 30,000	$ 259,899
Total Expenses	**$ 2,425,069**	**$ 2,462,260**	**$ 2,492,486**	**$ 2,655,827**	**$ 2,829,874**	**$ 3,015,325**	**$ 3,212,931**	**$ 3,423,486**	**$ 3,635,397**	**$ 3,860,426**	**$ 4,097,801**	**$ 34,110,883**
EBITDA	$ 177,079	$ 238,746	$ 311,133	$ 331,522	$ 353,248	$ 376,398	$ 401,064	$ 427,348	$ 453,800	$ 481,890	$ 513,302	$ 4,065,529
Interest, Depreciation, and Amortization	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	($119,902.14)	$0.00	$ (1,199,021)
Net Profit Before Taxes	$ 57,177	$ 118,843	$ 191,230	$ 211,620	$ 233,346	$ 256,495	$ 281,162	$ 307,445	$ 333,898	$ 361,988	$ 513,302	$ 5,264,550
Total Initial Investment[3]	$ 900,000											n/a
Initial Investment per Square Foot	$ 496											n/a
Total Midterm Investment[3]	$ 135,000											n/a
Midterm Investment per Square Foot	$ 74.34											n/a

(1) The term length varies by package. The CEP documents identify when each unit will be available for build-out and the term length. These dates should be considered when completing this proforma.

(2) The enplanements shown are projections only for the purpose of this CEP and are not guaranteed or meant to assure any future passenger level at the airport. While these enplanements will be used to determine a consistent measure for sales per enplanement among the respondents, each respondent is responsible for independently developing their own projections for this submittal.

(3) The minimum acceptable investment per square foot for each package is defined in the CEP. Respondents proposed investment must equal or exceed this figure.

SECTION FIVE

Management, Staffing, Operations and Environmental Sustainability

1. Management and Staff

Cafe Flora is a well-oiled machine of talented individuals. If awarded Single Unit #6 or other locations within Sea-Tac, we will rely on the experience of our current team, while hiring additional management to ensure our presence at Sea-Tac represents the brand experience for which we are acclaimed. Cafe Flora currently employs 48 people.

Nat Stratton-Clarke Owner

Nat Stratton-Clarke

Nat is a lifelong vegetarian who believes in eating locally and sustainably for the good of the planet and to maintain a reduced footprint. Hailing from the Bay Area, he grew up in Berkeley during the emergence of Alice Waters' food movement, absorbing the attitude of eating local, in-season, organic foods from the neighborhood farmers market.

Nat made his way to Seattle and began working at Cafe Flora as general manager and buyer. In 2008, Nat was asked by the original owner to purchase Cafe Flora. He gladly accepted and has kept Cafe Flora a thriving, community oriented gathering place. After the purchase, Nat refreshed the space, making upgrades throughout using reclaimed and earth-friendly materials. These additions not only kept Flora thriving but grew sales immediately, and made the business more efficient and profitable from top to bottom. Nat continued to build the brand and attracted a new group of guests that had not previously considered Cafe Flora.

With 25 successful years under its belt, Cafe Flora has had many opportunities to open new locations across the region. Nat has been very selective about where to focus his efforts to create a lasting brand with a dedicated audience — and the time to expand and grow is *now.* He is very excited about the possibility of bringing healthy, fresh, local dining to Sea-Tac travelers and guests. In a city as educated about its food as Seattle, residents want to eat as consciously when they travel as they do at home.

Chadley Freilino General Manager

Chad spent his youth between working on cattle ranches in Bakersfield and later moved to the American Northwest where he became deeply involved in the food industry. Working with the International Association of Culinary Professionals, he founded a barista school. He took his skills next to New York where he worked with OTG, a restaurateur that operates more than 200 restaurants and retail concepts in 10 airports, crafting food and beverage experiences across North America.

Nathan Deiderichs Operations Manager

Nathan has been with Cafe Flora for 10 years. He's a jack-of-all-trades, working every position in the restaurant, including chef, carpenter, and maintenance.

Andrew Cleary Accounting and Human Resources

Andrew is in charge of daily accounting, purchasing, human resource, and benefits. Previously general manager of Macrina Bakery, and general and accounts manager for Columbia City Bakery, he has spent over 20 years in this industry and knows it inside and out.

Janine Doran Executive Chef

Janine has been a part of the Cafe Flora team since 1993, working in a variety of roles and taking over as executive chef in 2004. Helming the restaurant, Janine brings her love of local produce melded with international flavors to Cafe Flora's northwest vegetarian and vegan menu.

Janine Doran

Methods used to determine the levels of staffing needed

At Cafe Flora we determine the staffing schedule using historical data, and would do the same at Sea-Tac. We currently review 3 years of historical data combined with current week-over-week guest counts to determine our staffing needs. We'll use the array of data available from the airport to determine staffing needs in Year One, and create our own historical data to use in future years. Our preference is to be overstaffed, allowing us to provide the best possible service as well as to be able to meet any contingency.

Hours

Floret will be open from 5:00 AM to 11:00 PM per the required hours of operation for restaurants in the Central Terminal.

At our Madison Valley location, Cafe Flora is currently open for breakfast, lunch, and dinner, 363 days a year from 9:00 AM to 10:00 PM. (At Sea-Tac it will be 365!) Our pastry chefs arrive at 4:00 AM and the closing manager leaves at midnight. We maintain staffing levels that ensure we have sufficient staff needed for peaks in the day, and the staff uses slower times for prep, cleaning, and stocking.

Recruitment & Retention

At Cafe Flora we offer competitive wage and benefits packages, profit sharing, opportunities for growth, and career advancement. We believe that continuing education in food, hospitality, and sustainable agriculture is important, including trips to local farms to confer with our agricultural partners.

We are pleased to say that our employees are a close-knit community. Most managers have been employed over 10 years, the average server stays at Cafe Flora 5 years, and the average dish washer has been with us 15 years!

At our Sea-Tac location we will strongly consider developing a management bonus structure not only based on revenue, but also on employee recruitment, training, and retention.

Fresh locally sourced produce

2. Company Standards for Day-to-Day Operations

We hold ourselves to the highest standards. Unlike most restaurants, Cafe Flora employs a full-time operations manager. Our operations manager oversees both the cleaning and maintenance schedules. See the bio for Nathan Deiderichs.

Cleaning tasks are divided between the kitchen and front-of-house staff. Some cleaning tasks are hourly, daily, or weekly — depending on the task.

Equipment is monitored and maintained based on each part's maintenance schedule. We believe preventative maintenance is a key component to successful operations.

3. Describe your environmentally friendly practices

As Seattle's first and most prominent vegetarian restaurant, we have been pioneering environmentally friendly practices and policies since the 1990s. Many restaurants look to us for advice on sustainability best practices.

Janine and Nat preparing dinner

Below are just a few of the many routine procedures and products we use at Cafe Flora and will apply at Floret as well:

- Compostable packaging
- Recycling cooking oil
- Composting food waste
- Green cleaning supplies
- Local and organic produce, when possible. Purchasing from over 40 local farms.
- Locally sourced dry goods

SECTION SIX

Job Quality, Training, Employment and Service Continuity

Rosemary Lemon Drop cocktail

1. Wages & Compensation

a. $15/hr

b. Tips, paid time off, health insurance

c. Yes, Cafe Flora is committed to continued compliance with Ordinance 13-1020. Andrew Cleary, Human Resources and Accounting Manager, will oversee compliance. See bio for Andrew Cleary.

2. Paid Time Off

Cafe Flora employees accrue paid time off, PTO, at a rate of 1 hr. for every 40 hr. worked. Employees may carry over 40 hr. of PTO from year to year. At the 2-year employment point, the rate of PTO increases to 2 hr. for every 40 hr. worked. This will be the policy at Floret.

3. Affordable Care Act

Cafe Flora offers healthcare to employees working 35 hr. or more per week. This will be the policy at Floret. Required information is distributed to employees at open enrollment and via periodic updates sent electronically and through postal mail.

4. Employee Training

Cafe Flora has a 30-page employee manual that covers everything from dress code, work conduct, procedures, etc. A new manual will be created for Floret, following the same format with additional information specific to the Sea-Tac location and policies.

We will train our first team of Floret employees at Cafe Flora to ensure they understand the brand, the customer experience, our menu, our farm partners, dietary

restrictions, common customer health concerns, etc. Future employees will be trained at Sea-Tac by their managers and peers.

5. Employment Continuity Pool

Floret is committed to participate in the Port's Employment Continuity Pool.

6. Service Continuity Assurances

Not applicable. This award is for a single unit, not four or more units.

Chocolate Cherry Jubilee

SECTION SEVEN

Small Business Participation

1. Small Business Qualification

Conviviality, Inc. DBA Cafe Flora is a small business.

- 2901 East Madison Street, Seattle WA 98112
- Established in 1991
- NAICS Code: 722511
- Average Annual Receipts over the last 3 years: $2.5 M per year
- Conviviality, Inc. DBA Cafe Flora is a for-profit corporation.
- Conviviality, Inc. DBA Cafe Flora operates primarily in the United States.
- Federal Tax Identification Number: EIN #26-3071883
- Conviviality, Inc. DBA Cafe Flora is independently owned and operated.
- Conviviality, Inc. DBA Cafe Flora is not dominant in its field on a national basis.

2. Commitment to Small, Local, or Disadvantaged Firms

Cafe Flora is a local business, and we have long supported all types of local, small, and disadvantaged businesses in the region.

- We purchase from over 40 local farmers
- Cafe Flora continually mentors other businesses on sustainability best practices, health, and lifestyle through industry organizations and events.
- Floret will showcase a variety of local gourmet food, snacks and gifts.
- We have not selected a design firm for this space. If awarded Unit #6, we will consider several options, and choose the most qualified.

Community service event

Appendix

2012–2015 Balance Sheet

2012 Tax Returns

2013 Tax Returns

2014 Tax Returns

Articles of Incorporation

10:41 AM

02/19/16

Accrual Basis

Conviviality Inc., DBA Cafe Flora
Balance Sheet
As of December 31, 2015

	Dec 31, 12	Dec 31, 13	Dec 31, 14	Dec 31, 15
ASSETS				
Current Assets				
Checking/Savings				
1000 · Cash In Banks				
1005 · Cash On Hand - Cash Register	2,280.00	2,280.00	2,780.00	2,780.00
1010 · Cash-Checking-WFB	54,986.85	110,033.05	104,270.38	217,142.88
1030 · Cash-Savings-WFB	72,294.99	76,856.31	142,121.14	232,175.79
1035 · Tip Till	2,000.00	789.14	2,000.00	2,000.00
Total 1000 · Cash In Banks	131,561.84	189,958.50	251,171.52	454,098.67
Total Checking/Savings	131,561.84	189,958.50	251,171.52	454,098.67
Other Current Assets				
1100 · Inventory				
1110 · Inventory - Beverages	418.58	542.83	740.28	1,516.51
1120 · Inventory - Foods	8,652.08	12,510.47	9,413.71	13,314.34
1130 · Inventory - Alcohol				
1131 · Inv. Alc- Wine & Beer	3,525.74	1,701.51	2,300.17	2,912.32
1132 · Inv. Alc - Liquor	1,174.65	425.76	60.39	2,158.89
Total 1130 · Inventory - Alcohol	4,700.39	2,127.27	2,360.56	5,071.21
1140 · Inventory - Retail Product	10,255.32	9,169.25	9,929.41	5,516.55
Total 1100 · Inventory	24,026.37	24,349.82	22,443.96	25,418.61
12000 · Undeposited Funds	0.00	0.00	8,114.16	0.00
1340 · Employee Loan	4,340.00	2,565.53	822.79	1,608.92
1350 · Reimbursable Repairs	607.25	607.25	607.25	607.25
1370 · Reimbursasable Landscaping	246.00	246.00	246.00	246.00
Total Other Current Assets	29,219.62	27,768.60	32,234.16	27,880.78
Total Current Assets	160,781.46	217,727.10	283,405.68	481,979.45
Fixed Assets				
1400 · Fixed Assets				
1410 · Furniture Fixtures & Equipment	194,696.43	211,941.96	225,972.37	251,738.15
1420 · Computer Equipment	4,542.24	10,613.49	10,613.49	12,636.04
1430 · Leasehold Improvements	14,419.22	19,300.38	47,848.50	49,363.50
1440 · Goodwill	25,000.00	25,000.00	25,000.00	25,000.00
1450 · Vehicles	16,769.90	16,769.90	16,769.90	16,769.90
1460 · Short Term Asset Purchase	0.00	2,296.66	2,296.66	2,296.66
Total 1400 · Fixed Assets	255,427.79	285,922.39	328,500.92	357,804.25
1500 · Accumulated Depreciation				
1510 · Furniture, Fixtures & Equipment	-130,552.96	-176,978.96	-215,701.96	-231,376.96
1520 · Computer Equipment	-4,542.34	-9,245.34	-9,245.34	-9,245.34
1530 · Leasehold Improvements	-9,375.24	-15,220.24	-17,650.24	-17,650.24
1540 · Amortization Goodwill	-7,222.61	-8,889.65	-10,556.69	-12,223.73
1550 · Vehicles	-15,834.25	-16,770.25	-16,770.25	-16,770.25
Total 1500 · Accumulated Depreciation	-167,527.40	-227,104.44	-269,924.48	-287,266.52
Total Fixed Assets	87,900.39	58,817.95	58,576.44	70,537.73
Other Assets				
3017 · Loan To Shareholder	45,433.27	0.00	0.00	0.00
Total Other Assets	45,433.27	0.00	0.00	0.00
TOTAL ASSETS	**294,115.12**	**276,545.05**	**341,982.12**	**552,517.18**
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
2010 · Accounts Payable	28,822.70	4,949.63	12,773.26	26,624.34
Total Accounts Payable	28,822.70	4,949.63	12,773.26	26,624.34
Credit Cards				
2090 · Credit Card Payable				
2094 · Wells Fargo Visa 6917 (Nathan)	160.39	363.49	83.59	0.00
2095 · Wells Fargo Visa 3844 (Nat)	632.86	540.52	0.00	0.00
2096 · American Express	5,035.19	7,497.57	6,155.32	1,005.00
2097 · BofA Nat 2374	0.00	170.00	8,257.12	7,369.41
2098 · BofA 4736	0.00	0.00	532.97	8,588.57
Total 2090 · Credit Card Payable	5,828.44	8,571.58	15,029.00	16,962.98
Total Credit Cards	5,828.44	8,571.58	15,029.00	16,962.98
Other Current Liabilities				

Conviviality Inc., DBA Cafe Flora
Balance Sheet
As of December 31, 2015

	Dec 31, 12	Dec 31, 13	Dec 31, 14	Dec 31, 15
2020 · Deposits Payable - Customers	0.00	937.63	0.00	0.00
2040 · Taxes Payable				
2042 · Excise Taxes - City of Seattle	0.00	1,039.08	0.00	0.00
Total 2040 · Taxes Payable	0.00	1,039.08	0.00	0.00
2050 · Loan Payable - Comida, Inc	136,303.00	109,410.62	81,586.72	52,799.07
2060 · Loan Payable - Vehicles	5,613.92	0.00	0.00	0.00
2070 · Loan Payable - Comida, Inc 2nd	29,747.46	22,602.76	15,272.99	7,753.34
2100 · Gift Certificates Held/Sold	63,683.41	74,730.03	85,731.48	89,783.93
2200 · Employee Withholdings Payable				
2230 · Gratuities Payable	0.00	0.00	-1,701.19	0.00
Total 2200 · Employee Withholdings Paya...	0.00	0.00	-1,701.19	0.00
2300 · Payroll Taxes Payable				
2025 · Labor & Industries Payable	5,314.06	5,122.11	6,223.46	5,983.16
2026 · State Unemployment Payable	1,644.88	1,803.85	1,472.41	1,598.93
2320 · FUTA Payable	550.00	144.68	199.35	203.15
Total 2300 · Payroll Taxes Payable	7,508.94	7,070.64	7,895.22	7,785.24
25500 · Sales Tax Payable	16,103.42	17,000.53	16,947.58	17,905.16
Total Other Current Liabilities	258,960.15	232,791.29	205,732.80	176,026.74
Total Current Liabilities	293,611.29	246,312.50	233,535.06	219,614.06
Total Liabilities	293,611.29	246,312.50	233,535.06	219,614.06
Equity				
3010 · Common Stock	500.00	500.00	500.00	500.00
3015 · Shareholder Distributions				
3015A · 1040 ES Payments (2014)	0.00	0.00	-32,928.00	-43,904.00
3015B · 1040 ES Payments (2015)	0.00	0.00	0.00	-12,510.00
3015 · Shareholder Distributions - Other	-74,250.49	-234,819.15	-308,066.20	-338,185.73
Total 3015 · Shareholder Distributions	-74,250.49	-234,819.15	-340,994.20	-394,599.73
3016 · Shareholders Contributions	4,131.37	4,131.37	4,131.37	4,131.37
3018 · Distributions Exceeding Basis	-59,048.00	-59,048.00	-59,048.00	-59,048.00
3990 · Retained Earnings	28,585.13	129,170.95	319,468.33	503,857.89
Net Income	100,585.82	190,297.38	184,389.56	278,061.59
Total Equity	503.83	30,232.55	108,447.06	332,903.12
TOTAL LIABILITIES & EQUITY	**294,115.12**	**276,545.05**	**341,982.12**	**552,517.18**

Form **8879-S**

Department of the Treasury
Internal Revenue Service

IRS *e-file* Signature Authorization for Form 1120S

► **Do not send to the IRS. Keep for your records.**

► **Information about Form 8879-S and its instructions is at *www.irs.gov/form1120s.***

For calendar year 2012, or tax year beginning _____ , 2012, ending _____ , _____

OMB No. 1545-1863

2012

Name of corporation Conviviality Inc

Employer identification number

RCW 42.56230(4)

[redacted]

SPSA0701L 08/29/12

Form **1120S**

Department of the Treasury
Internal Revenue Serv ce

U.S. Income Tax Return for an S Corporation

► **Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.**
► **Information about Form 1120S and its separate instructions is at *www.irs.gov/form1120s.***

OMB No. 1545-0130

2012

For calendar year 2012 or tax year beginning , 2012, ending ,

A S elect on effective date 9/04/2008	**TYPE OR PRINT**	Conviviality Inc Cafe Flora 2901 E Madison St	**D** Employer identification number 26-3071883
B Bus ness activ ty code number (see instrs) 722511			**E** Date incorporated 9/04/2008

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Form **1125-A**

(Rev December 2012)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

► **Attach to Form 1120, 1120-C, 1120-F, 1120-S, 1065, or 1065-B.**

► **Information about Form 1125-A and its instructions is at *www.irs.gov/form1125a.***

OMB No. 1545-2225

Name: Conviviality Inc
Cafe Flora

Employer identification number: 26-3071883

RCW 42.56230(4)

[redacted]

CPCZ0401L 12/26/12

671112

☐ Final K-1 ☐ Amended K-1

OMB No. 1545-0130

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Conviviality Inc 26-3071883

RCW 42.56230(4)

[redacted]

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2012

Attachment Sequence No. **179**

Name(s) shown on return: Conviviality Inc

Identifying number: 26-3071883

Business or activity to which this form relates: Form 1120S

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Form **8846**

Department of the Treasury
Internal Revenue Serv ce

Credit for Employer Social Security and Medicare Taxes Paid on Certain Employee Tips

► Attach to your tax return.
► Information about Form 8846 and its instructions is at *www.irs.gov/form8846*

OMB No. 1545-1414

2012

Attachment Sequence No. **98**

Name(s) shown on return	Identifying number
Conviviality Inc	26-3071883

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

12/31/12	2012 Federal Summary Depreciation Schedule	Page 1
Client 137	Conviviality Inc	26-3071883

RCW 42.56230(4)

[redacted]

Client 137 Conviviality Inc 26-3071883

RCW 42.56230(4)

[redacted]

Client 137 Conviviality Inc 26-3071883

RCW 42.56230(4)

[redacted]

CONVIVIALITY INC
CAFE FLORA
2901 E MADISON ST
SEATTLE, WA 98122
(206) 325-9100

March 1, 2013

Nat Stratton-Clark
1107 East Thomas St
Seattle, WA 98102

RE:
Conviviality Inc
Cafe Flora
26-3071883
2012 S Corporation Schedule K-1 (Form 1120S)

Dear Nat Stratton-Clark:

Enclosed is your 2012 Schedule K-1 (Form 1120S) Shareholder's Share of Income, Deductions, Credits, Etc. from Conviviality Inc. This information reflects the amounts you need in order to complete your income tax return. The amounts shown are your distributive share of tax items from the S Corporation to be reported on your tax return and may not correspond to the actual distributions you have received during the year. This information is included in the S Corporation's 2012 federal income tax return that was filed with the Internal Revenue Service.

If you have any questions concerning this information, please contact us immediately.

Sincerely,

Conviviality Inc

Enclosure(s)

671112

Schedule K-1
(Form 1120S)
Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax year beginning _____, 2012
ending _____, _____

☐ Final K-1 ☐ Amended K-1

OMB No. 1545-0130

Shareholder's Share of Income, Deductions, Credits, etc ► See page 2 of form and separate instructions.

Part I **Information About the Corporation**

A Corporation's employer identification number
26-3071883

B Corporation's name, address, city, state, and ZIP code
Conviviality Inc
Cafe Flora
2901 E Madison St
Seattle, WA 98122

C IRS Center where corporation filed return
e-file

Part II **Information About the Shareholder**

D Shareholder's identifying number
RCW [redacted]

E Shareholder's name, address, city, state, and ZIP code
Nat Stratton-Clark
1107 East Thomas St
Seattle, WA 98102

RCW 42.56230(4)
[redacted]

FOR IRS USE ONLY

Part III **Shareholder's Share of Current Year Income,**

RCW 42.56230(4)
[redacted]

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1120S. RS gov/form1120s Schedule **K-1** (Form 1120S) 2012

Shareholder 1

SPSA0412L 12/27/12

This list identifies the codes used on Schedule K-1 for all shareholders and provides summarized reporting information for shareholders who file Form 1040. For detailed reporting and filing information, see the separate Shareholder's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows:	
	Passive loss	See the Shareholder's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Shareholder's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Shareholder's Instructions
4	**Interest income**	Form 1040, line 8a
5 a	**Ordinary dividends**	Form 1040, line 9a
5 b	**Qualified dividends**	Form 1040, line 9b
6	**Royalties**	Schedule E, line 4
7	**Net short-term capital gain (loss)**	Schedule D, line 5
8 a	**Net long-term capital gain (loss)**	Schedule D, line 12
8 b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D instructions)
8 c	**Unrecaptured section 1250 gain**	See the Shareholder's Instructions
9	**Net section 1231 gain (loss)**	See the Shareholder's Instructions
10	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Shareholder's Instructions
	B Involuntary conversions	See the Shareholder's Instructions
	C Sec. 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Other income (loss)	See the Shareholder's Instructions
11	**Section 179 deduction**	See the Shareholder's Instructions
12	**Other deductions**	
	A Cash contributions (50%)	See the Shareholder's Instructions
	B Cash contributions (30%)	
	C Noncash contributions (50%)	
	D Noncash contributions (30%)	
	E Capital gain property to a 50% organization (30%)	
	F Capital gain property (20%)	
	G Contributions (100%)	
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 19
	J Section 59(e)(2) expenditures	See the Shareholder's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Preproductive period expenses	See the Shareholder's Instructions
	N Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions
	O Reforestation expense deduction	See the Shareholder's Instructions
	P Domestic production activities information	See Form 8903 instructions
	Q Qualified production activities income	Form 8903, line 7b
	R Employer's Form W-2 wages	Form 8903, line 17
	S Other deductions	See the Shareholder's Instructions
13	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Shareholder's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	
	D Low-income housing credit (other) from post-2007 buildings	
	E Qualified rehabilitation expenditures (rental real estate)	
	F Other rental real estate credits	
	G Other rental credits	
	H Undistributed capital gains credit	Form 1040, line 71, box a
	I Alcohol and cellulosic biofuel fuels credit	See the Shareholder's Instructions
	J Work opportunity credit	
	K Disabled access credit	
	L Empowerment zone and renewal community employment credit	
	M Credit for increasing research activities	See the Shareholder's Instructions
	N Credit for employer social security and Medicare taxes	
	O Backup withholding	
	P Other credits	
14	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	
	C Gross income sourced at shareholder level	
	Foreign gross income sourced at corporate level	
	D Passive category	Form 1116, Part I
	E General category	
	F Other	
	Deductions allocated and apportioned at shareholder level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at corporate level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	
	K Other	
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Shareholder's Instructions
15	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Shareholder's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	
	C Depletion (other than oil & gas)	
	D Oil, gas, & geothermal — gross income	
	E Oil, gas, & geothermal — deductions	
	F Other AMT items	
16	**Items affecting shareholder basis**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Shareholder's Instructions
	C Nondeductible expenses	
	D Distributions	
	E Repayment of loans from shareholders	
17	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Qualified rehabilitation expenditures (other than rental real estate)	See the Shareholder's Instructions
	D Basis of energy property	See the Shareholder's Instructions
	E Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	F Recapture of low-income housing credit (other)	Form 8611, line 8
	G Recapture of investment credit	See Form 4255
	H Recapture of other credits	See the Shareholder's Instructions
	I Look-back interest — completed long-term contracts	See Form 8697
	J Look-back interest — income forecast method	See Form 8866
	K Dispositions of property with section 179 deductions	See the Shareholder's Instructions
	L Recapture of section 179 deduction	
	M Section 453(l)(3) information	
	N Section 453A(c) information	
	O Section 1260(b) information	
	P Interest allocable to production expenditures	
	Q CCF nonqualified withdrawals	
	R Depletion information — oil and gas	
	S Amortization of reforestation costs	
	T Section 108(i) information	
	U Other information	

Box 17
Other Information

RCW 42.56230(4)

2012 Shareholder's Basis Computation

S Corporation Name	Employer I.D. number
Conviviality Inc	26-3071883
Name of Shareholder	**Shareholder's I.D. number**
Nat Stratton-Clark	[redacted]

RCW 42.56230(4)

[redacted]

SPSL0212L 05/31/12

Form **8879-S**

Department of the Treasury
Internal Revenue Service

IRS *e-file* Signature Authorization for Form 1120S

► **Do not send to the IRS. Keep for your records.**

► **Information about Form 8879-S and its instructions is at *www.irs.gov/form8879s.***

For calendar year 2013, or tax year beginning _____ , 2013, ending _____, _____.

OMB No. 1545-1863

2013

Name of corporation
Conviviality Inc
Cafe Flora

Employer identification number
26-3071883

RCW 42.56230(4)

[redacted]

SPSA0701L 10/08/13

Form **1120S**

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

► **Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.**
► **Information about Form 1120S and its separate instructions is at *www.irs.gov/form1120s.***

OMB No. 1545-0130

2013

For calendar year 2013 or tax year beginning , 2013, ending ,

A S election effective date 9/04/2008	**TYPE OR**	Conviviality Inc Cafe Flora 2901 E Madison St	**D** Employer identification number 26-3071883
B Business activity code number (see instrs) 722511			**E** Date incorporated 9/04/2008

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Form **1125-A**

(Rev December 2012)

Department of the Treasury

Cost of Goods Sold

► **Attach to Form 1120, 1120-C, 1120-F, 1120-S, 1065, or 1065-B.**

► **Information about Form 1125-A and its instructions is at*www irs gov/form1125a***

OMB No. 1545-2225

RCW 42.56230(4)

[redacted]

BAA For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev 12-2012)

CPCZ0401L 12/26/12

671113

Schedule K-1
(Form 1120S)

Department of the Treasury
Internal Revenue Service

2013

For calendar year 2013, or tax year beginning _____, 2013
ending _____, _____

☐ Final K-1 ☐ Amended K-1

OMB No. 1545-0130

Shareholder's Share of Income, Deductions, Credits, etc

► See page 2 of form and separate instructions.

Part I Information About the Corporation

A Corporation's employer identification number
26-3071883

B Corporation's name, address, city, state, and ZIP code
Conviviality Inc
Cafe Flora
2901 E Madison St
Seattle, WA 98122

C IRS Center where corporation filed return
e-file

Part II Information About the Shareholder

D Shareholder's identifying number
[redacted]

E Shareholder's name, address, city, state, and ZIP code
Nat Stratton-Clarke
1107 East Thomas St
Seattle, WA 98102

RCW 42.56230(4)
[redacted]

FOR IRS USE ONLY

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

1	RCW 42.56230(4) [redacted]
2	
3	
4	
5 a	
5 b	
6	
7	
8 a	
8 b	
8 c	
9	
10	
11	
12 A	

*See attached statement for additional information.

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1120S.

Schedule **K-1** (Form 1120S) 2013

Shareholder 1

SPSA0412L 08/22/13

This list identifies the codes used on Schedule K-1 for all shareholders and provides summarized reporting information for shareholders who file Form 1040. For detailed reporting and filing information, see the separate Shareholder's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows:	
	Passive loss	See the Shareholder's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Shareholder's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Shareholder's Instructions
4	**Interest income**	Form 1040, line 8a
5 a	**Ordinary dividends**	Form 1040, line 9a
5 b	**Qualified dividends**	Form 1040, line 9b
6	**Royalties**	Schedule E, line 4
7	**Net short-term capital gain (loss)**	Schedule D, line 5
8 a	**Net long-term capital gain (loss)**	Schedule D, line 12
8 b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D instructions)
8 c	**Unrecaptured section 1250 gain**	See the Shareholder's Instructions
9	**Net section 1231 gain (loss)**	See the Shareholder's Instructions
10	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Shareholder's Instructions
	B Involuntary conversions	See the Shareholder's Instructions
	C Sec. 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Other income (loss)	See the Shareholder's Instructions
11	**Section 179 deduction**	See the Shareholder's Instructions
12	**Other deductions**	
	A Cash contributions (50%)	See the Shareholder's Instructions
	B Cash contributions (30%)	
	C Noncash contributions (50%)	
	D Noncash contributions (30%)	
	E Capital gain property to a 50% organization (30%)	
	F Capital gain property (20%)	
	G Contributions (100%)	
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 19
	J Section 59(e)(2) expenditures	See the Shareholder's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Preproductive period expenses	See the Shareholder's Instructions
	N Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions
	O Reforestation expense deduction	See the Shareholder's Instructions
	P Domestic production activities information	See Form 8903 instructions
	Q Qualified production activities income	Form 8903, line 7b
	R Employer's Form W-2 wages	Form 8903, line 17
	S Other deductions	See the Shareholder's Instructions
13	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Shareholder's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	
	D Low-income housing credit (other) from post-2007 buildings	
	E Qualified rehabilitation expenditures (rental real estate)	
	F Other rental real estate credits	
	G Other rental credits	
	H Undistributed capital gains credit	Form 1040, line 71, box a
	I Biofuel producer credit	See the Shareholder's Instructions
	J Work opportunity credit	
	K Disabled access credit	
	L Empowerment zone employment credit	
	M Credit for increasing research activities	
	Code	*Report on*
	N Credit for employer social security and Medicare taxes	See the Shareholder's Instructions
	O Backup withholding	
	P Other credits	
14	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	
	C Gross income sourced at shareholder level	
	Foreign gross income sourced at corporate level	
	D Passive category	Form 1116, Part I
	E General category	
	F Other	
	Deductions allocated and apportioned at shareholder level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at corporate level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	
	K Other	
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Shareholder's Instructions
15	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Shareholder's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	
	C Depletion (other than oil & gas)	
	D Oil, gas, & geothermal — gross income	
	E Oil, gas, & geothermal — deductions	
	F Other AMT items	
16	**Items affecting shareholder basis**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Shareholder's Instructions
	C Nondeductible expenses	
	D Distributions	
	E Repayment of loans from shareholders	
17	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Qualified rehabilitation expenditures (other than rental real estate)	See the Shareholder's Instructions
	D Basis of energy property	See the Shareholder's Instructions
	E Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	F Recapture of low-income housing credit (other)	Form 8611, line 8
	G Recapture of investment credit	See Form 4255
	H Recapture of other credits	See the Shareholder's Instructions
	I Look-back interest — completed long-term contracts	See Form 8697
	J Look-back interest — income forecast method	See Form 8866
	K Dispositions of property with section 179 deductions	See the Shareholder's Instructions
	L Recapture of section 179 deduction	
	M Section 453(l)(3) information	
	N Section 453A(c) information	
	O Section 1260(b) information	
	P Interest allocable to production expenditures	
	Q CCF nonqualified withdrawals	
	R Depletion information — oil and gas	
	S Amortization of reforestation costs	
	T Section 108(i) information	
	U Net investment income	
	V Other information	

Box 17
Other Information

RCW 42.56230(4)

[redacted]

RCW 42.56.230(7(a)

Shareholder 1 : Nat Stratton-Clarke [redacted]

Conviviality Inc 26-3071883

2013 SHAREHOLDER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES

Note: The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Shareholder's Name	Shareholder's identification number
Nat Stratton-Clarke	[redacted]

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year
RCW 42.56230(4) [redacted]			

		Passthrough Entities			
		A	B	C	D
Income (Loss)	Ordinary business income (loss)				
	Net rental real estate income (loss)				
	Other net rental income (loss)				
	Interest				
	Ordinary dividends				
	Qualified dividends				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Collectibles (28%) gain (loss)				
	Unrecaptured section 1250 gain				
	Guaranteed payments				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 expense deduction				
	Charitable contributions				
	Investment interest expense				
	Section 59(e)(2) expense: Intangible Drilling costs				
	Section 59(e)(2) expense: Dry Hole expense				
	Other section 59(e)(2) expenses				
	Other deductions				
Credits	Low-income housing credit:				
	(1) Form section 42(j)(5) partnerships: before 2008				
	(2) Other: before 2008				
	(3) Form section 42(j)(5) partnerships: after 2007				
	(4) Other: after 2007				
	Qual. rehabilitation expenditures related to rental real estate act				
	Other rental real estate credits				
	Other rental credits				
	Biofuel producer credit				
	Work opportunity credit				
	Orphan drug credit				
	Credit for increasing research				
	Disabled access credit				
	Empowerment zone community employment				
	Credit for employer Soc. Sec. tax paid on certain employee tips				
	Indian employment credit				
	Small employer pension plan startup costs credit				
	Credit for employer-provided childcare				
	Alternative motor vehicle credit				
	Other credits				

SPSL0312L 10/04/13

Shareholder 1 Page Two Not Applicable

Form **1125-E**
(Rev December 2013)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

► **Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.**
► Information about Form 1125-E and its separate instructions is at ***www.irs.gov/form1125e.***

OMB No. 1545-2225

Name: Conviviality Inc
Cafe Flora

Employer identification number: 26-3071883

Note. Complete Form 1125-E only if total receipts are $500,000 or more. See instructions for definition of total receipts.

1	**(a)** Name of officer	**(b)** Social security number	**(c)** Percent of time devoted to business	Percent of stock owned		**(f)** Amount of compensation
				(d) Common	**(e)** Preferred	

RCW 42.56230(4)

[redacted]

CPCA2101L 06/26/13

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2013

Attachment Sequence No. **179**

Name(s) shown on return: Conviviality Inc

Identifying number: 26-3071883

Business or activity to which this form relates: Form 1120S

Part I **Election To Expense Certain Property Under Section 179**

Note: *If you have any listed property, complete Part V before you complete Part I.*

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Form **8846**

Department of the Treasury
Internal Revenue Serv ce

Credit for Employer Social Security and Medicare Taxes Paid on Certain Employee Tips

► Attach to your tax return.
► Information about Form 8846 and its instructions is at *www.irs.gov/form8846*

OMB No. 1545-1414

2013

Attachment Sequence No. **98**

Name(s) shown on return	Identifying number
Conviviality Inc	26-3071883

RCW 42.56230(4)

[redacted]

Statement 1
Form 1120S, Line 5
Other Income

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Client 137 Conviviality Inc 26-3071883

RCW 42.56230(4)

[redacted]

Client 137 Conviviality Inc 26-3071883

RCW 42.56230(4)

[redacted]

Client 137 Conviviality Inc 26-3071883

3/14/14 04:41PM

Forms needed for this return

RCW 42.56230(4)

[redacted]

CONVIVIALITY INC
CAFE FLORA
2901 E MADISON ST
SEATTLE, WA 98122
(206) 325-9100

March 14, 2014

Nat Stratton-Clarke
1107 East Thomas St
Seattle, WA 98102

RE:
Conviviality Inc
Cafe Flora
26-3071883
2013 S Corporation Schedule K-1 (Form 1120S)

Dear Nat Stratton-Clarke:

Enclosed is your 2013 Schedule K-1 (Form 1120S) Shareholder's Share of Income, Deductions, Credits, Etc. from Conviviality Inc. This information reflects the amounts you need in order to complete your income tax return. The amounts shown are your distributive share of tax items from the S Corporation to be reported on your tax return and may not correspond to the actual distributions you have received during the year. This information is included in the S Corporation's 2013 federal income tax return that was filed with the Internal Revenue Service.

If you have any questions concerning this information, please contact us immediately.

Sincerely,

Conviviality Inc

Enclosure(s)

671113

Schedule K-1
(Form 1120S)

Department of the Treasury
Internal Revenue Service

2013

For calendar year 2013, or tax year beginning _____, 2013
ending _____, _____

☐ Final K-1 ☐ Amended K-1

OMB No. 1545-0130

Shareholder's Share of Income, Deductions, Credits, etc

► See page 2 of form and separate instructions.

Part I Information About the Corporation

A Corporation's employer identification number
26-3071883

B Corporation's name, address, city, state, and ZIP code
Conviviality Inc
Cafe Flora
2901 E Madison St
Seattle, WA 98122

C IRS Center where corporation filed return
e-file

Part II Information About the Shareholder

D Shareholder's identifying number
[redacted]

E Shareholder's name, address, city, state, and ZIP code
Nat Stratton-Clarke
1107 East Thomas St
Seattle, WA 98102

RCW 42.56230(4)
[redacted]

FOR IRS USE ONLY

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

1 RCW 42.56230(4)
[redacted]
2
3
4
5 a
5 b
6
7
8 a
8 b
8 c
9
10
11
12 A

*See attached statement for additional information.

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1120S.

Schedule **K-1** (Form 1120S) 2013

Shareholder 1

SPSA0412L 08/22/13

This list identifies the codes used on Schedule K-1 for all shareholders and provides summarized reporting information for shareholders who file Form 1040. For detailed reporting and filing information, see the separate Shareholder's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows:	
	Passive loss	See the Shareholder's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Shareholder's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Shareholder's Instructions
4	**Interest income**	Form 1040, line 8a
5 a	**Ordinary dividends**	Form 1040, line 9a
5 b	**Qualified dividends**	Form 1040, line 9b
6	**Royalties**	Schedule E, line 4
7	**Net short-term capital gain (loss)**	Schedule D, line 5
8 a	**Net long-term capital gain (loss)**	Schedule D, line 12
8 b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D instructions)
8 c	**Unrecaptured section 1250 gain**	See the Shareholder's Instructions
9	**Net section 1231 gain (loss)**	See the Shareholder's Instructions
10	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Shareholder's Instructions
	B Involuntary conversions	See the Shareholder's Instructions
	C Sec. 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Other income (loss)	See the Shareholder's Instructions
11	**Section 179 deduction**	See the Shareholder's Instructions
12	**Other deductions**	
	A Cash contributions (50%)	See the Shareholder's Instructions
	B Cash contributions (30%)	
	C Noncash contributions (50%)	
	D Noncash contributions (30%)	
	E Capital gain property to a 50% organization (30%)	
	F Capital gain property (20%)	
	G Contributions (100%)	
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 19
	J Section 59(e)(2) expenditures	See the Shareholder's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Preproductive period expenses	See the Shareholder's Instructions
	N Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions
	O Reforestation expense deduction	See the Shareholder's Instructions
	P Domestic production activities information	See Form 8903 instructions
	Q Qualified production activities income	Form 8903, line 7b
	R Employer's Form W-2 wages	Form 8903, line 17
	S Other deductions	See the Shareholder's Instructions
13	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Shareholder's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	
	D Low-income housing credit (other) from post-2007 buildings	
	E Qualified rehabilitation expenditures (rental real estate)	
	F Other rental real estate credits	
	G Other rental credits	
	H Undistributed capital gains credit	Form 1040, line 71, box a
	I Biofuel producer credit	See the Shareholder's Instructions
	J Work opportunity credit	
	K Disabled access credit	
	L Empowerment zone employment credit	
	M Credit for increasing research activities	
	Code	*Report on*
	N Credit for employer social security and Medicare taxes	See the Shareholder's Instructions
	O Backup withholding	
	P Other credits	
14	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	
	C Gross income sourced at shareholder level	
	Foreign gross income sourced at corporate level	
	D Passive category	Form 1116, Part I
	E General category	
	F Other	
	Deductions allocated and apportioned at shareholder level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at corporate level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	
	K Other	
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Shareholder's Instructions
15	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Shareholder's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	
	C Depletion (other than oil & gas)	
	D Oil, gas, & geothermal — gross income	
	E Oil, gas, & geothermal — deductions	
	F Other AMT items	
16	**Items affecting shareholder basis**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Shareholder's Instructions
	C Nondeductible expenses	
	D Distributions	
	E Repayment of loans from shareholders	
17	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Qualified rehabilitation expenditures (other than rental real estate)	See the Shareholder's Instructions
	D Basis of energy property	See the Shareholder's Instructions
	E Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	F Recapture of low-income housing credit (other)	Form 8611, line 8
	G Recapture of investment credit	See Form 4255
	H Recapture of other credits	See the Shareholder's Instructions
	I Look-back interest — completed long-term contracts	See Form 8697
	J Look-back interest — income forecast method	See Form 8866
	K Dispositions of property with section 179 deductions	See the Shareholder's Instructions
	L Recapture of section 179 deduction	
	M Section 453(l)(3) information	
	N Section 453A(c) information	
	O Section 1260(b) information	
	P Interest allocable to production expenditures	
	Q CCF nonqualified withdrawals	
	R Depletion information — oil and gas	
	S Amortization of reforestation costs	
	T Section 108(i) information	
	U Net investment income	
	V Other information	

Box 17
Other Information

RCW 42.56230(4)

[redacted]

Conviviality Inc 26-3071883

2013 SHAREHOLDER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES

Note: The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Shareholder's Name	Shareholder's identification number
Nat Stratton-Clarke	[redacted]

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year
RCW 42.56230(4) [redacted]			

		A	B	C	D
Income (Loss)	Ordinary business income (loss)				
	Net rental real estate income (loss)				
	Other net rental income (loss)				
	Interest				
	Ordinary dividends				
	Qualified dividends				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Collectibles (28%) gain (loss)				
	Unrecaptured section 1250 gain				
	Guaranteed payments				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 expense deduction				
	Charitable contributions				
	Investment interest expense				
	Section 59(e)(2) expense: Intangible Drilling costs				
	Section 59(e)(2) expense: Dry Hole expense				
	Other section 59(e)(2) expenses				
	Other deductions				
Credits	Low-income housing credit:				
	(1) Form section 42(j)(5) partnerships: before 2008				
	(2) Other: before 2008				
	(3) Form section 42(j)(5) partnerships: after 2007				
	(4) Other: after 2007				
	Qual. rehabilitation expenditures related to rental real estate act				
	Other rental real estate credits				
	Other rental credits				
	Biofuel producer credit				
	Work opportunity credit				
	Orphan drug credit				
	Credit for increasing research				
	Disabled access credit				
	Empowerment zone community employment				
	Credit for employer Soc. Sec. tax paid on certain employee tips				
	Indian employment credit				
	Small employer pension plan startup costs credit				
	Credit for employer-provided childcare				
	Alternative motor vehicle credit				
	Other credits				

SPSL0312L 10/04/13

Shareholder 1 Page Two Not Applicable

2013 Shareholder's Basis Computation

S Corporation Name	Employer I.D. number
Conviviality Inc	26-3071883
Name of Shareholder	**Shareholder's I.D. number**
Nat Stratton-Clarke	[redacted]

RCW 42.56230(4)

[redacted]

SPSL0212L 05/16/13

Form **1120S**

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

▶ Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.

▶ Information about Form 1120S and its separate instructions is at www.irs.gov/form1120s.

OMB No. 1545-0123

2014

For calendar year 2014 or tax year beginning , and ending

A S election effective date 09/04/2008	Name CONVIVIALITY INC. CAFE FLORA	D Employer identification number 26-3071883
B Business activity code number (see instructions) 722511	Number, street, and room or suite no. If a P.O. box, see instructions. 2901 E MADISON ST	E Date incorporated 09/04/2008

TYPE OR PRINT

RCW 42.56230(4)

[redacted]

JWA For Paperwork Reduction Act Notice, see separate instructions. Form (2014)
411701
12-22-14

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

411732
12-22-14

Form **1125-A**

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**

▶ **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

OMB No. 1545-2225

Name CONVIVIALITY INC.
CAFE FLORA

Employer Identification number
26-3071883

RCW 42.56230(4)

[redacted]

424441
05-01-14

Form **1125-E**

(Rev. December 2013)

Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

OMB No. 1545-2225

Name CONVIVIALITY INC.
CAFE FLORA

Employer Identification number
26-3071883

RCW 42.56230(4)

[redacted]

424451 05-01-14

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property) OTHER

▶ **Attach to your tax return.**

▶ **Information about Form 4562 and its separate instructions is at** *www.irs.gov/form4562*

OMB No. 1545-0172

2014

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
CONVIVIALITY INC. CAFE FLORA	OTHER DEPRECIATION	26-3071883

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

Form **8846**

Department of the Treasury
Internal Revenue Service

Credit for Employer Social Security and Medicare Taxes Paid on Certain Employee Tips

▶ Attach to your tax return.

▶ Information about Form 8846 and its instructions is at *www.irs.gov/form8846.*

OMB No. 1545-1414

2014

Attachment Sequence No. **98**

Name(s) shown on return	Identifying number
CONVIVIALITY INC. CAFE FLORA	26-3071883

RCW 42.56230(4)

[redacted]

420421
12-01-14

2014 Income from Passthroughs

WASHINGTON RESTAURANT ASSOCIATION
510 PLUM ST SE STE 200
OLYMPIA, WA 98501
I.D. NUMBER: 91-6517957
TYPE: ESTATE OR TRUST

RCW 42.56.230(5)

[redacted]

428021
05-01-14

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

STATEMENT(S) 8, 9, 10, 11

RCW 42.56230(4)

[redacted]

STATEMENT(S) 12, 13, 14

RCW 42.56230(4)

[redacted]

RCW 42.56230(4)

[redacted]

May 14, 2015

Nat Stratton-Clarke

RE - Conviviality Inc.
Cafe Flora

Dear Shareholder:

Attached is your copy of the amended 2014 Corporation Form 1120S Schedule K-1. This schedule summarizes your information from the corporation. This information has been provided to the Internal Revenue Service with the U.S. Income Tax Return for an S Corporation.

The information provided on this schedule should be entered on your tax return, in accordance with the instructions in Schedule K-1 page 2. If your return will be prepared by your accountant or attorney, you should provide a copy of this schedule to the preparer with your other tax information.

We thank you for the opportunity to serve you.

Sincerely,

Sandra Kemp

1

671114

Schedule K-1 (Form 1120S)

Department of the Treasury
Internal Revenue Service

2014

For calendar year 2014, or tax year beginning _____ ending _____

☐ Final K-1 ☒ Amended K-1 OMB No. 1545-0123

Shareholder's Share of Income, Deductions, Credits, etc. ▶ See separate instructions.

Part I Information About the Corporation

A Corporation's employer identification number
26-3071883

B Corporation's name, address, city, state, and ZIP code
CONVIVIALITY INC.
CAFE FLORA
2901 E MADISON ST
SEATTLE, WA 98122

C IRS Center where corporation filed return
E-FILE

Part II Information About the Shareholder

D Shareholder's identifying number
[redacted]

E Shareholder's name, address, city, state and ZIP code

NAT STRATTON-CLARKE

RCW 42.56230(4)
[redacted]

For IRS Use Only

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

1	RCW 42.56230(4) [redacted]
2	
3	
4	
5a	
5b	
6	
7	
8a	
8b	
8c	
9	
10	A*
11	
12	A
	C

CONVIVIALITY INC. CAFE FLORA 26-3071883

SCHEDULE K-1 OTHER PORTFOLIO INCOME (LOSS),
BOX 10, CODE A

RCW 42.56230(4)

[redacted]

SHAREHOLDER 1

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

CONVIVIALITY, INC.

a/an WA Profit Corporation. Charter documents are effective on the date indicated below.

Date: 7/28/2008

UBI Number: 602-851-989

APPID: 1218321

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State

602 851 989

State of Washington

[redacted]

FILED
SECRETARY OF STATE
SAM REED
July 28, 2008
STATE OF WASHINGTON

Secretary of State

CORPORATIONS DIVISION
James M. Dolliver Building
801 Capitol Way South
PO Box 40234
Olympia WA 98504-0234
360.753.7115

Application for Profit Corporation

Office Information

Application ID 1218321
Tracking ID 1545850
Validation ID 1336126-001
Date Submitted for Filing: 7/28/2008

Contact Information

Contact Name Christina Gamache
Contact Address 1120 Cherry Street
Suite 300
Seattle
WA
98104

Contact Email chris@mogalaw.com
Contact Phone 206-215-3221

Articles of Incorporation

Preferred Name CONVIVIALITY, INC.
Purpose Any Lawful Purpose
Duration Perpetual
Incorporation Date Effective Upon Filing by the Secretary of State
Expiration Date 7/31/2009
Number of Shares 100
Authorized Shares All of One Class
Other Provisions \\Fileserver\Folders\Regional Resources\Northwest\Seattle\20080728113052881.p
Document Uploaded

Registered Agent Information

Agent is Individual

Agent Name Christina Gamache

Agent Street Address Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle
WA
98104

Agent Mailing Address Same as Street Address

Agent Email Address chris@mogalaw.com

Submitter/Agent Relationship Submitter is Registered Agent

Incorporators Information

Incorporator #1

Incorporator Name Nat Stratton-Clarke

Incorporator Address 1107 1/2 E Thomas St
Seattle
WA
98102

Signature Information

Signed By Christina Gamache

ARTICLES OF INCORPORATION
OF
CONVIVIALITY, INC.

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Washington Business Corporation Act (Revised Code of Washington, Title 23B).

ARTICLE I – Name/Effective Date

The name of this corporation is Conviviality, Inc The effective date of incorporation shall be upon filing with the Secretary of State.

ARTICLE II – Authorized Capital Stock

This corporation is authorized to issue, in the aggregate, one hundred (100) shares of Common Stock without par value

ARTICLE III – No Preemptive Rights

No preemptive rights shall exist with respect to the shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE IV – Cumulative Voting

At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting as provided in the Washington Business Corporation Act

ARTICLE V – Directors

The number of Directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein The initial Board of Directors of this corporation consists of one (1) director The name and address of such director is as follows:

Nat Stratton-Clarke
1107 ½ E Thomas St.
Seattle, Washington 98102

This initial director shall serve until the next annual meeting of shareholders or until the election and qualification of his successor.

ARTICLE VI – Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders shall also have the power to amend or modify the Bylaws of this corporation and to adopt new Bylaws.

ARTICLE VII – Limitation of Director Liability

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not by liable to this corporation or its shareholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VIII – Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

ARTICLE IX – Registered Office and Agent

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Christina Gamache
Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle, Washington

ARTICLE X – Incorporator

The name and address of the incorporator are as follows:

Nat Stratton-Clarke
1107 ½ E Thomas St
Seattle, Washington 98102

ARTICLE XI – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

DATED this 24 day of July, 2008

Nat Stratton-Clarke

CONSENT TO APPOINT AS REGISTERED AGENT

I, Christina Gamache, hereby consent to serve as registered agent, in the State of Washington, for the following corporation: Conviviality, Inc. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated this 24th day of July, 2008.

Christina Gamache
Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle, Washington 98104

Washington
Secretary of State
SAM REED

Corporations Division
James M. Dolliver Building
801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234
Tel 360.753.7115
Fax 360.664.8781
TDD 360.753.1485
www.secstate.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Master Business Application.** You may have completed this step already. The Master Business Application can be completed online or downloaded at: http://www.dol.wa.gov/business/file.html

If you have any questions about the master application, or would like a master application package mailed to you, please call the Department of Licensing at 360-664-1400.

CHRISTINA GAMACHE
MOGA LAW GROUP, PLLC
1120 CHERRY STREET, SUITE 300
SEATTLE, WA 98104

IMPORTANT

You have completed the initial filing to create a new entity. To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. A notice to file your annual report will be sent to your registered agent. It is the corporation or LLC's responsibility to file the report even if no notice is received.

2. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-753-7115 or visit our website at: http://www.secstate.wa.gov/corps

State of Washington

Secretary of State

CORPORATIONS DIVISION
James M. Dolliver Building
801 Capitol Way South
PO Box 40234
Olympia WA 98504-0234
360.753.7115

FILED
SECRETARY OF STATE
SAM REED
July 28, 2008
STATE OF WASHINGTON

Application for Initial Annual Report

Application Information

This Application ID 1218329
Associated App ID 1218321
Entity Name CONVIVIALITY, INC.
UBI Number 602 851 989
Corporation Type Profit Corporation

Tracking ID 1545850
Validation ID 1336126-002
Date Submitted for Filing 7/28/2008
Filing Due Date
State of Incorporation WA
Inc./Qual Date 7/28/2008

Nature of Business Restaurant

Contact Information

Contact Name Christina Gamache
Contact Address 1120 Cherry Street
Suite 300
Seattle
WA
98104

Contact Email chris@mogalaw.com
Contact Phone 206-215-3221

Registered Agent Information

Agent is Individual

Agent Name Christina Gamache

Registered Agent Consent Submitter is Registered Agent

Agent Street Address Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle
WA
98104

Agent Mailing Address Same as Street Address

Agent Email Address chris@mogalaw.com

Place of Business

Place of Business is in US Yes

Street Address 2915 E. Madison
Suite 204
Seattle
WA
98112

Officers

Officer #1

Name Nat Stratton-Clarke
Title1 President
Title2 Secretary
Title3 Treasurer
1107 1/2 E Thomas St
Seattle,WA
98102

Signature Information

Signed By Christina Gamache

Internal Revenue Service
United States Department of the Treasury

EIN Assistant

Your Progress: 1. Identity 2. Authenticate 3. Addresses 4. Details **5. EIN Confirmation**

Congratulations! The EIN has been successfully assigned.

EIN Assigned: **26-3071883**

Legal Name: **CONVIVIALITY INC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN. Continue >>

Help Topics

Can the EIN be used before the confirmation letter is received?

Internal Revenue Service
United States Department of the Treasury

EIN Assistant

Your Progress: 1. Identity 2. Authenticate 3. Addresses 4. Details **5. EIN Confirmation**

Summary of your information

Please review the information you are about to submit. If any of the information below is incorrect, you will need to start a new application.

Click the "Submit" button at the bottom of the page to receive your EIN.

Help Topics

What is Form 1128?

What is Form 8716?

Organization Type: S Corporation

S Corporation Information

Legal name:	CONVIVIALITY INC
Trade name/Doing business as:	CAFE FLORA
County:	KING
State/Territory:	WA
Date Corporation started or acquired:	JULY 2008
Closing month of accounting year:	DECEMBER (The closing month of the accounting year is defaulted to December due to your organization type. To change your closing month of accounting year, complete Form 1128 / Form 8716.)
State/Territory where articles of organization are (or will be) filed:	WA

Addresses

Physical Location:	2915 E MADISON ST STE 204 SEATTLE WA 98112
Phone Number:	415-577-8667
Mail directed to:	NAT STRATTON-CLARKE
TPD Name:	CHRISTINA B GAMACHE
TPD Address:	1120 CHERRY ST STE 300 SEATTLE WA 98104
TPD Phone Number:	206-215-3221

Responsible Party

Name:	NAT STRATTON-CLARKE
SSN/ITIN:	XXX-XX-9000

Employee Information

Date wages or annuities will be paid:	SEPTEMBER 2008
Number of agricultural employees:	0

Number of other employees:	50
Wages of $4000 or less during calendar year:	NO

Principal Business Activity

What your business/organization does:	FOOD SERVICE
Principal products/services:	FULL SERVICE RESTAURANT

Additional S Corporation Information

Owns a 55,000 pounds or greater highway motor vehicle:	NO
Involves gambling/wagering:	NO
Involves alcohol, tobacco or firearms:	YES
Files Form 720 (Quarterly Federal Excise Tax Return):	NO
Has employees who receive Forms W-2:	YES
Reason for Applying:	PURCHASED ACTIVE BUSINESS

/e strongly recommend you print this summary page for your records as this will be your only copy of the application. You will not be able to return to this page after you click the "Submit" button.

Click "Submit" to send your request and receive your EIN. Submit

Once you submit, please wait while your application is being processed. It can take up to two minutes for your application to be processed.

Form **SS-4**
(Rev. July 2007)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ **See separate instructions for each line.** ▶ **Keep a copy for your records.**

OMB No. 1545-0003

EIN 26-3071883

Type or print clearly.

1 Legal name of entity (or individual) for whom the EIN is being requested
Conviviality, Inc.

2 Trade name of business (if different from name on line 1)
Cafe Flora

3 Executor, administrator, trustee, "care of" name

4a Mailing address (room, apt., suite no. and street, or P.O. box)
2915 E. Madison, Suite 204

5a Street address (if different) (Do not enter a P.O. box.)

4b City, state, and ZIP code (if foreign, see instructions)
Seattle, Washington 98112

5b City, state, and ZIP code (if foreign, see instructions)

6 County and state where principal business is located
King County, Washington

7a Name of principal officer, general partner, grantor, owner, or trustor
Nat Stratton-Clarke

7b SSN, ITIN, or EIN [redacted]

8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? ☐ Yes ☑ No

8b If 8a is "Yes," enter the number of LLC members ▶

8c If 8a is "Yes," was the LLC organized in the United States? ☐ Yes ☐ No

9a **Type of entity** (check only one box). **Caution.** If 8a is "Yes," see the instructions for the correct box to check.

- ☐ Sole proprietor (SSN)
- ☐ Partnership
- ☑ Corporation (enter form number to be filed) ▶ 1120S
- ☐ Personal service corporation
- ☐ Church or church-controlled organization
- ☐ Other nonprofit organization (specify) ▶
- ☐ Other (specify) ▶
- ☐ Estate (SSN of decedent)
- ☐ Plan administrator (TIN)
- ☐ Trust (TIN of grantor)
- ☐ National Guard ☐ State/local government
- ☐ Farmers' cooperative ☐ Federal government/military
- ☐ REMIC ☐ Indian tribal governments/enterprises

Group Exemption Number (GEN) if any ▶

9b If a corporation, name the state or foreign country (if applicable) where incorporated — State: WA — Foreign country:

10 **Reason for applying** (check only one box)

- ☐ Started new business (specify type) ▶
- ☐ Hired employees (Check the box and see line 13.)
- ☐ Compliance with IRS withholding regulations
- ☐ Other (specify) ▶
- ☐ Banking purpose (specify purpose) ▶
- ☐ Changed type of organization (specify new type) ▶
- ☑ Purchased going business
- ☐ Created a trust (specify type) ▶
- ☐ Created a pension plan (specify type) ▶

11 Date business started or acquired (month, day, year). See instructions.
To be acquired 9.1.2008

12 Closing month of accounting year Dec

13 Highest number of employees expected in the next 12 months (enter -0- if none).

Agricultural	Household	Other
		50

14 Do you expect your employment tax liability to be $1,000 or less in a full calendar year? ☐ Yes ☑ No (If you expect to pay $4,000 or less in total wages in a full calendar year, you can mark "Yes.")

15 First date wages or annuities were paid (month, day, year). **Note.** If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) ▶

16 Check **one** box that best describes the principal activity of your business.

- ☐ Construction ☐ Rental & leasing ☐ Transportation & warehousing ☑ Accommodation & food service ☐ Wholesale-agent/broker
- ☐ Real estate ☐ Manufacturing ☐ Finance & insurance ☐ Health care & social assistance ☐ Other (specify) ☐ Wholesale-other ☐ Retail

17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.
Restaurant

18 Has the applicant entity shown on line 1 ever applied for and received an EIN? ☐ Yes ☑ No
If "Yes," write previous EIN here ▶

Third Party Designee

Complete this section **only** if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.

Designee's name: Christina B. Gamache
Designee's telephone number (include area code): (206) 215.3221
Address and ZIP code: 1120 Cherry Street, Suite 300, Seattle, WA 98104
Designee's fax number (include area code): (206) 215.2344

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.
Name and title (type or print clearly) ▶ Nat Stratton-Clarke, President
Applicant's telephone number (include area code): (415) 577.8667
Signature ▶ Date ▶ 7/24/08
Applicant's fax number (include area code): ( )

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions. Cat. No. 16055N Form **SS-4** (Rev. 7-2007)

Do I Need an EIN?

File Form SS-4 if the applicant entity does not already have an EIN but is required to show an EIN on any return, statement, or other document.[1] See also the separate instructions for each line on Form SS-4.

IF the applicant...	AND...	THEN...
Started a new business	Does not currently have (nor expect to have) employees	Complete lines 1, 2, 4a–8a, 8b–c (if applicable), 9a, 9b (if applicable), and 10–14 and 16–18.
Hired (or will hire) employees, including household employees	Does not already have an EIN	Complete lines 1, 2, 4a–6, 7a–b (if applicable), 8a, 8b–c (if applicable), 9a, 9b (if applicable), 10–18.
Opened a bank account	Needs an EIN for banking purposes only	Complete lines 1–5b, 7a–b (if applicable), 8a, 8b–c (if applicable), 9a, 9b (if applicable), 10, and 18.
Changed type of organization	Either the legal character of the organization or its ownership changed (for example, you incorporate a sole proprietorship or form a partnership)[2]	Complete lines 1–18 (as applicable).
Purchased a going business[3]	Does not already have an EIN	Complete lines 1–18 (as applicable).
Created a trust	The trust is other than a grantor trust or an IRA trust[4]	Complete lines 1–18 (as applicable).
Created a pension plan as a plan administrator[5]	Needs an EIN for reporting purposes	Complete lines 1, 3, 4a–5b, 9a, 10, and 18.
Is a foreign person needing an EIN to comply with IRS withholding regulations	Needs an EIN to complete a Form W-8 (other than Form W-8ECI), avoid withholding on portfolio assets, or claim tax treaty benefits[6]	Complete lines 1–5b, 7a–b (SSN or ITIN optional), 8a, 8b–c (if applicable), 9a, 9b (if applicable), 10, and 18.
Is administering an estate	Needs an EIN to report estate income on Form 1041	Complete lines 1–6, 9a, 10–12, 13–17 (if applicable), and 18.
Is a withholding agent for taxes on non-wage income paid to an alien (i.e., individual, corporation, or partnership, etc.)	Is an agent, broker, fiduciary, manager, tenant, or spouse who is required to file Form 1042, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons	Complete lines 1, 2, 3 (if applicable), 4a–5b, 7a–b (if applicable), 8a, 8b–c (if applicable), 9a, 9b (if applicable), 10 and 18.
Is a state or local agency	Serves as a tax reporting agent for public assistance recipients under Rev. Proc. 80-4, 1980-1 C.B. 581[7]	Complete lines 1, 2, 4a–5b, 9a, 10 and 18.
Is a single-member LLC	Needs an EIN to file Form 8832, Classification Election, for filing employment tax returns, or for state reporting purposes[8]	Complete lines 1–18 (as applicable).
Is an S corporation	Needs an EIN to file Form 2553, Election by a Small Business Corporation[9]	Complete lines 1–18 (as applicable).

[1] For example, a sole proprietorship or self-employed farmer who establishes a qualified retirement plan, or is required to file excise, employment, alcohol, tobacco, or firearms returns, must have an EIN. A partnership, corporation, REMIC (real estate mortgage investment conduit), nonprofit organization (church, club, etc.), or farmers' cooperative must use an EIN for any tax-related purpose even if the entity does not have employees.

[2] However, do not apply for a new EIN if the existing entity only (a) changed its business name, (b) elected on Form 8832 to change the way it is taxed (or is covered by the default rules), or (c) terminated its partnership status because at least 50% of the total interests in partnership capital and profits were sold or exchanged within a 12-month period. The EIN of the terminated partnership should continue to be used. See Regulations section 301.6109-1(d)(2)(iii).

[3] Do not use the EIN of the prior business unless you became the "owner" of a corporation by acquiring its stock.

[4] However, grantor trusts that do not file using Optional Method 1 and IRA trusts that are required to file Form 990-T, Exempt Organization Business Income Tax Return, must have an EIN. For more information on grantor trusts, see the Instructions for Form 1041.

[5] A plan administrator is the person or group of persons specified as the administrator by the instrument under which the plan is operated.

[6] Entities applying to be a Qualified Intermediary (QI) need a QI-EIN even if they already have an EIN. See Rev. Proc. 2000-12.

[7] See also *Household employer* on page 4 of the instructions. **Note.** State or local agencies may need an EIN for other reasons, for example, hired employees.

[8] Most LLCs do not need to file Form 8832. See *Limited liability company (LLC)* on page 4 of the instructions for details on completing Form SS-4 for an LLC.

[9] An existing corporation that is electing or revoking S corporation status should use its previously-assigned EIN.

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ARTICLES OF INCORPORATION
OF
CONVIVIALITY, INC.

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Washington Business Corporation Act (Revised Code of Washington, Title 23B).

ARTICLE I – Name/Effective Date

The name of this corporation is Conviviality, Inc. The effective date of incorporation shall be upon filing with the Secretary of State.

ARTICLE II – Authorized Capital Stock

This corporation is authorized to issue, in the aggregate, one hundred (100) shares of Common Stock without par value.

ARTICLE III – No Preemptive Rights

No preemptive rights shall exist with respect to the shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE IV – Cumulative Voting

At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting as provided in the Washington Business Corporation Act.

ARTICLE V – Directors

The number of Directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors of this corporation consists of one (1) director. The name and address of such director is as follows:

Nat Stratton-Clarke
1107 ½ E Thomas St.
Seattle, Washington 98102

This initial director shall serve until the next annual meeting of shareholders or until the election and qualification of his successor.

ARTICLE VI – Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders shall also have the power to amend or modify the Bylaws of this corporation and to adopt new Bylaws.

ARTICLE VII – Limitation of Director Liability

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not by liable to this corporation or its shareholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VIII – Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

ARTICLE IX – Registered Office and Agent

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Christina Gamache
Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle, Washington

ARTICLE X – Incorporator

The name and address of the incorporator are as follows:

Nat Stratton-Clarke
1107 ½ E Thomas St
Seattle, Washington 98102

ARTICLE XI – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

DATED this 24 day of July, 2008.

Nat Stratton-Clarke

CONSENT TO APPOINT AS REGISTERED AGENT

I, Christina Gamache, hereby consent to serve as registered agent, in the State of Washington, for the following corporation: Conviviality, Inc. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated this 24th day of July, 2008.

Christina Gamache
Moga Law Group, PLLC
1120 Cherry Street, Suite 300
Seattle, Washington 98104

BYLAWS
OF
CONVIVIALITY, INC.

ARTICLE I – Office

1.1 Principal Office. The principal office shall be at 1107 ½ E. Thomas St., Seattle, Washington 98102. The corporation may have offices and places of business at such other places within and without the State of Washington as shall be determined by the Board of Directors.

ARTICLE II - Shareholders

2.1 Annual Meetings. An annual meeting of the shareholders may be held at the principal office of the corporation, or at any other place within or without the State, at a date and time as determined by the shareholders. In the event that such annual meeting is omitted by oversight or otherwise, a special meeting may be called in lieu of said annual meeting.

2.2 Special Meetings. Special meetings of the shareholders of this corporation may be called at any time by the holders of 66 2/3% of the voting shares of the corporation, or by the President, or by a majority of the Board of Directors. No business shall be transacted at any special meeting of shareholders except as is specified in the notice calling for said meeting.

2.3 Quorum and Adjourned Meetings. A majority of the votes entitled to be cast on a matter by a voting group shall constitute a quorum of that voting group at a meeting of shareholders. Once a share is represented for any purpose at a meeting, in person or by proxy, other than solely to object to holding the meeting or transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting.

2.4 Voting of Shares. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, every shareholder of record shall have the right at every shareholders' meeting to one vote for every share standing in his or her name on the books of the corporation. If a quorum exists, action on a matter, other than election of directors, is approved by a voting group of shareholders if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless a greater number of affirmative votes is required by the Washington Business Corporation Act or the Articles of Incorporation.

2.5 Proxies. At all meetings of the shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney in fact. Such proxy shall be effective when received by the Secretary of the corporation, or other officer or agent authorized to tabulate votes, which proxy is revocable by the shareholder unless the appointment is coupled with an interest as described in RCW 23B.07.220. A proxy is valid for 11 months unless a longer period is expressly provided in the appointment form.

ARTICLE III - Board of Directors

3.1 Number of Directors: Tenure. The business and affairs of the corporation shall be managed and controlled by a Board of Directors consisting of one director. In the event the shareholders choose to have an annual meeting, the director shall be elected annually by the shareholders at the annual meeting. The director shall hold office until the next annual meeting of the shareholders or until his successor shall have been elected and qualified.

3.2 Vacancy. Unless otherwise provided by the Articles of Incorporation, a vacancy in the office of the director must be filled by the shareholders.

3.3 Removal of Director. Shareholders may at any time peremptorily terminate the term of office of the director by vote at a special meeting called for such purpose.

3.4 Resignation. A director may resign at any time by giving written notice to the Board of Directors effective on the date of the receipt of such notice or on any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Meetings of Directors. Regular meetings of the Board of Directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board of Directors. Special meetings may be called at any time and place upon the call of the president or upon request from the Board of Directors.

3.6 Salaries. The Director shall not receive a salary. The director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors. Neither the payment of salaries nor expenses shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - Officers

4.1 Officers Designated. The officers of the corporation shall consist of a President, Secretary and Treasurer and such other officers as shall from time to time be chosen and appointed by the Board.

4.2 Powers and Duties.

(1) The President shall be the chief executive officer of the corporation, and, subject to the direction and control of the Board of Directors, shall have general charge and supervision over its property, business and affairs.

(2) Subject to any specific assignment of duties made by the board of directors, the Secretary and Treasurer shall act under the direction of the President. The Secretary shall prepare and keep minutes of meetings and shall have general charge of the records of the corporation. The Treasurer shall have custody of the funds of the corporation and

keep its financial records.

4.3 Salaries. The Board of Directors shall have the sole discretion to determine whether or not the officers shall receive salaries and if the determination is made to pay salaries, such salaries shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he is already also a director and/or employee of the corporation. The fact that any officer is a director shall not preclude him from receiving a salary or from voting for a resolution setting the salary for his office.

ARTICLE V - Special Measures for Corporate Action

5.1 Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or the Act to be voted upon or approved at a duly called meeting of the shareholders or Board of Directors, may be accomplished without a meeting through the unanimous written consent (which may be given in one or more documents) of the respective shareholders or directors, setting forth the actions so taken, and signed, either before or after the action taken, by all of the shareholders or directors, as the case may be. Such written corporate consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by unanimous consent of the shareholders is effective when all such consents have been delivered to the corporation, unless the consent specified a later effective date. Action taken by unanimous written consent of the Board of Directors is effective when the director signs the consent, unless the consent specifies a later effective date.

ARTICLE VI – Limitation of Directors' Liability

6.1 A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating RCW 23B.08.310, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extend permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VII – Indemnification of Directors and Officers

7.1 Indemnification Definitions. For purposes of this Article:

(a) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means:

(1) When used with respect to a director, the office of director in the corporation; and

(2) When used with respect to an individual other than a director, as contemplated in Section 6.6, the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation.

"Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

7.2 Indemnification.

(a) Right to Indemnity. Except as provided in Paragraph (d), the corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

(1) The individual acted in good faith; and

(2) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity

with the corporation, that the individual's conduct was in its best interests; and

(B) In all other cases, that the individual's conduct was at least not opposed to its best interests; and

(3) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(b) Conduct Concerning Employee Benefit Plans. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subparagraph (a)(2)(B).

(c) Legal Proceeding. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

(d) Limits on Indemnity. The corporation shall not indemnify a director under this section:

(1) In connection with a proceeding by or in the right of the corporation in which the director is adjudged liable to the corporation; or

(2) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(e) Coverage of Reasonable Expenses. Indemnification provided under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

7.3 Advances for Expenses.

(a) Advances. The corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 7.2; and

(2) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) Director's Undertaking. The undertaking required by subparagraph (a)(2) must be an unlimited general obligation of the director, but need not be secured and may be accepted without reference to financial ability to make repayment if the Board determines that the risk the advance will not be repaid is reasonable under the circumstances.

7.4 Determination and Authorization of Indemnification.

(a) Determination of Proper Conduct. The corporation shall not indemnify a director under Section 7.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 7.2.

(b) Board Determination. The determination shall be made:

(1) By the Board by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) If a quorum cannot be obtained under subparagraph (1), by majority vote of a Committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;

(3) By special legal counsel:

(A) Selected by the Board or its Committee in the manner prescribed in subparagraph (1) or (2); or

(B) If a quorum of the Board cannot be obtained under Subparagraph (1) and a Committee cannot be designated under Subparagraph (2), selected by majority vote of the full Board (in which selection directors who are parties may participate); or

(4) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(c) Authorization of Indemnification. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subparagraph (b)(3) to select counsel.

7.5 Shareholder Authorized Indemnification and Advancement of Expenses. If authorized by the Articles of Incorporation, any Bylaw adopted or ratified by the shareholders, or any resolution adopted or ratified, before or after the event, by the shareholders, the corporation shall have power to make or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations

in Sections 7.2, 7.3 and 7.4; provided that no such indemnity shall indemnify any director from or on account of:

(a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(b) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or

(c) Any transaction with respect to which it is finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

7.6 Indemnification of Officers, Employees, and Agents. The corporation shall indemnify and advance expenses under Sections 7.2 through 7.5 to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director.

7.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify the individual against the same liability under Section 7.2.

7.8 Notice to Shareholders. If a corporation indemnifies or advances expenses to a director or any other person consistent with this Article, the corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

ARTICLE VIII - Stock

8.1 Issuance. No shares of the corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the maximum number of shares to be issued, the consideration to be received for each share, the value of non cash consideration, and a statement that the Board has determined that such consideration is adequate.

8.2 Shares Without Certificates. Shares may, but need not be, represented by certificates. Unless otherwise expressly provided by law, the rights and obligations of shareholders are identical whether or not their shares are represented by certificates.

8.3 Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal

representatives, who shall furnish proper evidence of authority to transfer or by his attorney in fact authorized by power of attorney duly executed and filed with the Secretary of the corporation, and upon surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner for all purposes.

ARTICLE IX - Amendment of Articles of Incorporation

9.1 The Board of Directors may propose one or more amendments to the Articles of Incorporation for submission to the shareholders. The Articles of Incorporation may be amended by the shareholders at any annual, or at a special meeting properly called for that purpose, in accordance with the Articles of Incorporation.

ARTICLE X - Corporate Records and Financial Matters

10.1 The corporation shall maintain all corporate and financial records prescribed by the Washington Business Corporations Acts.

ARTICLE XI - Fiscal Year

11.1 The fiscal year of the corporation shall be set forth by resolution of the Board of Directors.

ARTICLE XII - Rules of Order

12.1 The rules contained in the most recent edition of Robert's Rules of Order newly revised shall govern all meetings of shareholders and Board of Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the corporation.

The foregoing Bylaws were read, approved, and duly adopted by the Board on the ____ day of July, 2008.

Nat Stratton-Clarke

CONSENT OF DIRECTORS
OF
CONVIVIALITY, INC.
IN LIEU OF ORGANIZATIONAL MEETING

Pursuant to the provisions of the Washington Business Corporations Act, the undersigned director, being the only director of Conviviality, Inc., a Washington corporation (the "Corporation"), acting by unanimous written consent, hereby adopts the following corporate resolutions and hereby consents to the taking of the actions set forth therein.

I.

RESOLVED: That the form of Bylaws attached as Exhibit *A* are approved and adopted as the Bylaws of the Corporation; and

II.

RESOLVED: That the Corporation should issue 100 shares of the 100 authorized shares of common stock; and

RESOLVED FURTHER: That the subscriptions of the persons listed in the table below, for the number of shares of the Corporation's common stock and at the consideration appearing opposite their respective names, are accepted.

SUBSCRIBER	NUMBER OF SHARES	CONSIDERATION
Nat Stratton-Clarke	100	$100

III.

RESOLVED: That the following persons are elected to the offices appearing opposite their respective names, to serve in those offices until the next annual meeting of directors of the Corporation and until their respective successors are elected and qualified:

Nat Stratton-Clarke — President, Secretary and Treasurer

IV.

RESOLVED: That the Corporation hereby ratifies and adopts any and all pre-incorporation contracts and offers of contract that may have been made in contemplation of the incorporation of the Corporation by Nat Stratton-Clarke prior to the date hereof.

RESOLVED FURTHER: That for the purpose of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for this Corporation to transact business, the officers of this Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, and to make and file all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency, or country to authorize the Corporation to transact business therein.

VIII.

RESOLVED: That the Corporation shall elect S corporation status pursuant to Internal Revenue Code, Section 1362. The Corporation's officers are hereby authorized to take any and all action necessary to cause the Corporation to comply with the requirements of the Internal Revenue Service for making such an election of S corporation status.

IX.

RESOLVED: That Christina Gamache of Moga Law Group, PLLC is hereby designated as the registered agent of the Corporation. The registered office of the Corporation be established and maintained at 1120 Cherry St., Suite 300, Seattle, Washington 98104.

X.

The execution of this Consent shall constitute a written waiver of any notice required by the Washington Business Corporation Act or this Corporation's Articles of Incorporation and Bylaws.

DATED this 24 day of July, 2008.

Nat Stratton-Clarke, Director

UNANIMOUS WRITTEN CONSENT
IN LIEU OF FIRST MEETING OF SHAREHOLDERS
OF
CONVIVIALITY, INC.

Pursuant to RCW 23B.07.040, the undersigned shareholder, being the sole shareholder of Conviviality, Inc., a Washington corporation, acting by unanimous written consent, hereby consent to the following actions.

BOARD OF DIRECTORS

Nat Stratton-Clarke is hereby elected to serve for a period as provided in the Bylaws, or a successor has been duly elected and qualified.

RATIFICATION OF CORPORATE ACTION

All lawful acts of the initial Board of Directors heretofore taken in the organization of this corporation are hereby ratified and approved.

The execution of this Consent shall constitute a written waiver of any notice required by the Washington Business Corporation Act or the Corporation's Articles of Incorporation and Bylaws.

Nat Stratton-Clarke, Shareholder