

State of Minnesota

**ARTICLES OF INCORPORATION**

**OF**

**FOOD CONSPIRACY COOPERATIVE**

(also constituting Articles of  
Domestication under Arizona law)

Food Conspiracy Cooperative, Inc., being an Arizona nonprofit corporation operating on a cooperative plan, for the purpose of amending its articles of incorporation so as to change its domicile and terminate its corporate existence under Arizona law pursuant to section 10-3226 of the Arizona Revised Statutes, and for the purpose of becoming a cooperative corporation under Chapter 308A of the Minnesota Statutes pursuant to M.S. 308A.141 hereby adopts the following Articles through the undersigned as its authorized agent:

Article I. **Name.** The name of this cooperative corporation shall be Food Conspiracy Cooperative.

Article II. **Purposes.** The purpose for which the Cooperative is formed is to conduct a mercantile and marketing business providing groceries and other consumer goods and services to its stockholders and other patrons, and to conduct such other business as may be permitted to be conducted by a cooperative corporation under Chapter 308A of the Minnesota Statutes and as shall have been approved by its stockholders. The Cooperative is organized and shall be operated exclusively on a cooperative and nonprofit basis.

Article III. **Principal place of business.** The principal place of business of the Cooperative shall initially be at 412 N. Fourth Ave., Tucson, AZ 85705.

Article IV. **Duration.** The duration of the Cooperative shall be perpetual.

Article V. **Capital stock.** Shares of stock of the Cooperative shall be of one class. The aggregate number of shares which the Cooperative shall have authority to issue or reissue is five hundred thousand (500,000) common shares with a par value of one hundred eighty dollars (\$180) per share. Shares shall be entitled to no dividends. Shares may be transferred, pledged or hypothecated only with the approval of the board of directors in conformity with the bylaws of the Cooperative.

Article VI. **Voting rights.** Purchasers and subscribers of shares shall be restricted to one vote in the affairs of the Cooperative irrespective of the number of shares owned or subscribed for. Voting by proxy shall be prohibited.

Article VII. **Initial directors.** The names and post office addresses of

the persons who shall constitute the first board of directors are:

Cathy Driscoll, 7010 E. Kirkland Dr., Tucson AZ 85705  
Melita Quance, P. O. Box 44025, Tucson, AZ 85733  
George Milan, 1225 E. Lester St., Tucson, AZ 85719  
Jeff Knowles, 2901 N. Geronimo, Tucson, AZ 85705  
Rebecca Froom, 617 N. Perry Ave., Tucson, AZ 85705  
Natanya Siegel, 809 N. Irving Circle, Tucson, AZ 85711

Such directors shall hold office until the first meeting of stockholders at which their successors shall have been duly elected. Directors may be removed from office for cause by vote of stockholders or the board of directors.

Article VIII. **Initial officers.** The names of the initial officers of the Cooperative are:

Cathy Driscoll	President
Jeff Knowles	Vice President
George Milan	Secretary
Melita Quance	Treasurer

Such officers shall hold office until the meeting of the board of directors next following the first meeting of stockholders or until their successors have been duly elected and qualified.

Article IX. **Limitation of director liability.** The personal liability of directors and officers to the Cooperative or to its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the maximum extent provided in section 308A.325 of the Minnesota Statutes or the corresponding provision of any subsequently enacted law.

Article X. **Registered office and agent.** The registered office address of the Cooperative in the State of Minnesota is Capitol Professional Building, 590 Park St., Suite 6, St. Paul, Minnesota 55103, and the name of the registered agent at that address is National Registered Agents, Inc.

Article XII. **Distribution of net income.** Net income in excess of additions to reserves shall, in accordance with the bylaws of the Cooperative, be distributed on the basis of patronage, and the records of the Cooperative may show the interest of recipients in the reserves.

I, the undersigned, hereby certify that the foregoing Articles have been adopted by the corporation in the manner provided by the laws of the State of Arizona for amendment to the Articles of Incorporation, that I am authorized to execute these Articles, and that I understand that by signing these Articles I am subject to the penalties of perjury as set forth in M.S. 609.48 as if I had signed these Articles under oath.

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on behalf of Food Conspiracy Cooperative, Inc.  
Printed Name: Cathy Driscoll  
Title: Board President

Daytime telephone number: 520-398-4626