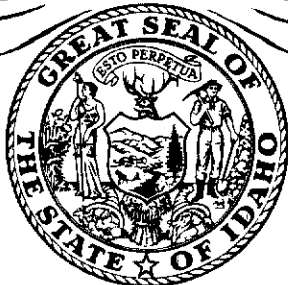


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BOISE CONSUMER COOPERATIVE, INC.

was filed in the office of the Secretary of State on the sixth day
of June A. D. One Thousand Nine Hundred seventy-three and
^{to be}
~~is~~/^{duly} recorded on ~~Film-No-~~microfilm of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Boise, Idaho in the County of Ada
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 6th day of June
A.D., 19 73

Secretary of State.

ARTICLES OF INCORPORATION
OF
BOISE CONSUMER COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being citizens of the United States and of lawful age, for the purpose of forming a non-profit cooperative association pursuant to Chapter 10, Title 30 of the Idaho Code, and for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

I

The name of the corporation is BOISE CONSUMER COOPERATIVE, INC.

II

This corporation shall have perpetual duration.

III

The registered office of this corporation shall be 1705 Broadway Avenue, Boise, Idaho 83706; or such other location in the City of Boise as may later be listed in the By-Laws of this corporation.

IV

The purpose of this corporation is as follows:

A. To provide, by purchase and resale to members of this corporation, or to provide by any other means, food, groceries, and other household and domestic items and services, to members of this corporation at the lowest possible price.

B. To assist low income people to obtain the benefits of and membership in this corporation by subsidizing in whole or in part the membership of said low income people.

V

The Boise Consumer Cooperative, Inc., shall have the following powers which are not exclusive or limiting of those powers which corporations have generally:

A. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds or other obligations from time to time, in order to fulfill the above-stated purpose.

B. To carry on business at any place or places within the jurisdiction of the United States, and in all foreign countries.

C. To enter into, make, perform and carry out contracts of every sort which may be necessary or convenient for the business of the corporation, or body politic under the government of the United States or any state, or municipality or other local government, so far as and to the extent that the same may be done and performed by corporations organized under the general corporation law.

D. To employ for a wage or on a volunteer basis persons to the end that the purpose of this corporation might be obtained.

E. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and as either principals or agents, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers.

F. The foregoing enumeration of special powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon corporations organized under the provisions of Chapter 10, Title 30 of the Idaho Code.

VI

This corporation shall be authorized to issue certificates of membership, rather than shares of stock; such certificates shall be issued according to procedures to be stated in the By-Laws of this corporation. A certificate shall be obtained prior to receiving the benefits of membership of this corporation. All certificates of membership will have equal voting rights.

VII

The number of directors of this corporation is to be not less than three nor more than seven in number. The directors must be members of the corporation. The officers of the corporation are to be selected by the Board of Directors, and may be chosen from members of the Board of Directors, in accordance with relevant provisions of the general corporation law.

VII I

The Incorporators of this corporation shall constitute the interim Board of Directors until such time as the First Annual Meeting of the Corporation shall be held.

The names and post office addresses of each of the incorporators is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| <u>RICHARD W ST CLAIR</u> | <u>2205 NORTH 18TH ST BOISE</u> |
| <u>LURA J MORGAN</u> | <u>1326 E 14th ST MERIDIAN</u> |
| <u>DEAN MILLARD</u> | <u>604 LINDEN BOISE, ID.</u> |
| <u>Patricia J. Piraino</u> | <u>2740 N. 38th, Boise</u> |
| <u>KEN KAVANAGH</u> | <u>2216 HARRISON BOISE, ID.</u> |
| <u> </u> | <u> </u> |

IX

Upon the dissolution of this corporation for any cause, all the property, both real and personal, then owned or controlled by this corporation shall become the absolute property of a non-profit association, government agency, or foundation, chosen by a majority of the Board of Directors, which is engaged in charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code. None of the property, real or personal, shall inure to the benefit of any member or members of the corporation.

X

The private property of the members of the corporation shall not be subject to the payment of corporate debts and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

XI

The By-Laws of the corporation may be repealed, altered and amended or new By-Laws adopted by the Board of Directors at any special meeting of the Board of Directors called for that purpose by a vote of two-thirds majority of the total membership of the Board.

IN WITNESS whereof we have made, signed and acknowledged
these Articles of Incorporation this 6th day of June, 1973.

| <u>Name</u> | <u>Address</u> |
|----------------------------|----------------------------------|
| <u>Richard W. H. Clair</u> | <u>2205 North 18th St, BOISE</u> |
| <u>Lena J. Morgan</u> | <u>1320 E. 15th St. Meridian</u> |
| <u>Dean Millard</u> | <u>604 Linden Boise, Id.</u> |
| <u>Patricia J. Piraino</u> | <u>2740 N. 38th, Boise</u> |
| <u>Ken Kavanagh</u> | <u>2216 HARRISON BLVD. BOISE</u> |
| _____ | _____ |

STATE OF IDAHO }
County of Ada } ss.

On this 6th day of June, 1973, before me the under-
signed Notary Public for the State of Idaho, personally came Richard W. H. Clair,
Lena J. Morgan, Dean Millard, Patricia Piraino
and Ken Kavanagh

known to me to be the individuals described in and who executed the foregoing
Articles of Incorporation and they severally acknowledged to me that they
executed the same.

IN WITNESS whereof, I have hereunto set my hand and affixed my official
notary seal the day and year first above written.

Mildred L. Aldrich
Notary Public for Idaho
Residing at Boise, Idaho

My commission expires: 4/26/76