



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

GOOD FOOD STORE, a non-profit Cooperative Association

was filed in the office of the Secretary of State on the **25th** day
of **April** A. D. One Thousand Nine Hundred **seventy-four** and
^{to be}
is duly recorded on ~~Film~~ **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
Moscow, Idaho in the County of **Latah**
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 **25th** day of **April**
A.D., 19 **74** .

Secretary of State.

ARTICLES OF INCORPORATION

of

GOOD FOOD STORE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all residents of the State of Idaho and citizens of the United States of America, of full age of majority, for the purpose of forming a non-profit co-operative association under and pursuant to Chapter 10, Title 30, Idaho Code, for the purposes expressed in Article II hereof, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this non-profit organization shall be the Good Food Store, a non-profit Cooperative Association.

ARTICLE II

The purpose of this organization is to provide food and sundries at cost for the benefit of the social and economic disadvantaged people of the greater northern region of the state of Idaho, and for that purpose to buy and sell food stuffs, garden produce, and such other merchandise as from time to time the board shall deem appropriate under guidelines set down for the operation of this organization as suited to the special needs and living requirements of socially and economically disadvantaged residents of this area of low or moderate income without regard to race, color, creed or national origin.

ARTICLE III

The powers and authority of this organization shall be as follows:

A. To operate under the name set forth in Article I.

B. By its Board of Directors; to appoint such employees as may be needed, define their authority and duties, and fix their compensation; and to dismiss such employees at pleasure, and appoint others to fill their positions.

C. To maintain a store for the distribution of groceries and other sundries.

D. To accept financial assistance from the United States of America or any agency thereof, and from any other source, to carry out the purposes hereof.

E. To conduct its activities in accordance with and subject to all applicable federal, state and local laws.

F. To make reports to its members as may be required by the By-Laws.

G. To adopt and use a corporate seal.

H. To enter into contracts to purchase and sell equipment, materials, and any other goods necessary or convenient to carry out the purposes of this organization.

I. To adopt By-Laws and amend the same by a majority vote of the Board of Directors.

J. To acquire, hold, operate, lease, and dispose of any property, real or personal, whenever necessary or appropriate to the carrying out of its lawful functions.

K. To acquire, purchase, hold, use, lease, mortgage, sell, assign, or otherwise dispose of any and all patents, patent rights, licenses, trademarks, inventions, copyrights, or privileges which may appear likely to be advantageous or useful to the organization.

L. To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the organization is established.

ARTICLE IV

The duration of this organization shall be perpetual, from the date of filing of the Articles of Incorporation in the office

of the Secretary of State of the State of Idaho.

ARTICLE V

The location and post office address of the organization is 112 East 2nd Street, Moscow, Idaho, county of Latah.

ARTICLE VI

The numbers of directors of this organization shall be not less than five(5), the exact number and qualifications thereof to be established by the By-Laws and in accordance with Section 501 (c)4 of the Internal Revenue Act of 1954 as amended and any other statutes pursuant to the dissolution of this organization.

ARTICLE VII

A. The organization shall not have capital stock, but its capital shall be represented by membership certificates. It shall be composed of members rather than shareholders.

B. The conditions and regulations of membership and the rights or other privileges of the members shall be determined and fixed by the bylaws. The voting power, property rights and interest of each member who is in good standing shall be equal and each member shall be entitled to one vote only. New members, upon admission to the corporation, shall be entitled to share in the voting power, property rights and interests equally with old members.

C. The organization is not for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the organization from its operations, after payment in full of all operating expenses, debts and obligations of the corporation or organization of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the organization, or to provide additional supplies and inventories as expenses arise.

ARTICLE VIII

The Board of Directors may adopt By-Laws consistent with the provisions of these Articles for the government of the organization, and may alter, amend or repeal the same by majority vote at any regular or special meeting of the Board. Such By-Laws shall provide for the qualifications and duties of officers and directors, and for the filling of vacancies of any office or directorship.

ARTICLE IX

There shall be members, each with a fair share of holding in the organization.

ARTICLE X

The private property of the members of the organization shall not be subject to the payment of any corporate or organizational debt, and no member shall become individually liable or responsible for any debts or liabilities of the organization. The rights and interests of all members shall be equal, and no member may have or acquire a greater interest than any other member.

ARTICLE XI

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
James Eagan	116 1/2 N. Jackson, Moscow, Id.
David Mosel	327 East 1st, Moscow, Id.
Kathleen Mosel	533 1/2 N. Main, Moscow, Id.
Bonnie P. Gibbs	Rt.4 Box 291-A, Moscow, Id.
Winona Richey	112 South Main, Moscow, Id.

ARTICLE XII

The persons named in Article XI shall constitute the first Board of Directors of the organization, and shall continue in office until a Board of Directors is duly elected at a membership meeting.

IN WITNESS WHEREOF, the parties have hereunto set their names and seals this _____ day of April, 1974.

James E. Eagan 116 1/2 N Jackson
Moscow, Idaho
David M. Mosel 327 East 1st St.
Moscow, Idaho

Kathleen Mosel 533 1/2 N. Main Moscow Idaho

Bonnie P. Gibbs, Rt 4 Box 291-A, Moscow, Idaho

Winona Richey 112 South Main, Moscow Idaho

STATE OF IDAHO)
)
) ss
)
County of Latah)

On this 24th day of April, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared James Eagan David Mosel Kathleen Mosel (Bonnie Gibbs Winona Richey), known to me to be the individuals whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

David L. Wayne

Notary Public in and for the State of Idaho, residing at Moscow therein.