



CERTIFICATE OF INCORPORATION
OF

THE PANHANDLE NATURAL FOODS COOPERATIVE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE PANHANDLE NATURAL FOODS COOPERATIVE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated **October 28**, 19**83**.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF
THE PANHANDLE NATURAL FOODS COOPERATIVE, INC.

That we, the undersigned persons, acting as the incorporators of a corporation under the provision of and in accordance with the Idaho Non-Profit Act, 30-301 et seq., and consistent with the provisions of the Internal Revenue Code 501 (c)(3), do hereby form and incorporate ourselves into a voluntary association for the purposes set forth herein and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

This corporation shall be known as the Panhandle Natural Foods Cooperative, Inc., by which name it shall contract and be contracted with, sue and be sued, and transact all of it's business and the existence of said corporation shall be perpetual.

ARTICLE II: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be ^{R/D as per corporation} 121 East Harrison Street, Coeur d'Alene, Idaho 83814. The name and address of the initial registered agent ^{R/A} of the corporation shall be Kathleen Delfino, 528 W. Harrison, Coeur d'Alene, Idaho 83814.

ARTICLE III: PURPOSES

This corporation is organized for educational purposes and non-profit distribution connected with the consumption by members of food and other goods and services. As a means of accomplishing the stated purposes, the corporation shall have the following powers:

- a. To buy at wholesale any goods or services deemed by the members and the Board of Trustees to be of value and use by the members.
- b. To operate a storefront for the distribution of said goods and services.
- c. To pass along to all members the cost of operating said storefront.

d. To set membership fees.

e. To determine value of labor donated through discounts as set forth in the Bylaws.

f. To conduct classes for the distribution of information on nutrition and related subjects and charge a fee for such event.

g. To have any and all powers permitted this corporation by law for the furtherance of its objects and purposes.

ARTICLE IV: TAX EXEMPT RESTRICTION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to exchange a discount (as stated in Article III, Section e) for goods in the storefront for labor donated. No substantial part of the activities of the corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this article, the corporation shall not carry on any other activities not permitted to be carried out (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: MEMBERSHIP

The corporation will have members. Membership provisions will be stated in the Bylaws.

ARTICLE VI: TRUSTEES

There shall be six (6) Trustees, who shall act as the initial board of directors. Their names and addresses are as follows:

Jill Bailey, Rt. 3, Box 70C, Hayden Lake, Idaho 83835
Melody A.D. Ruppel, 1110 St. Maries Ave., Coeur d'Alene,
Idaho, 83814
Colleen Schwartz, 704 Becklund Ct., Coeur d'Alene, Idaho 83814
Kathleen Delfino, 528 W. Harrison, Coeur d'Alene, Idaho 83814
Thomas Orjala, 307 S. 19th, Coeur d'Alene, Idaho 83814
Barbara Scarth, W. 3855 Riverview, Coeur d'Alene, Idaho 83814

ARTICLE VII: INCORPORATORS

Jill Bailey, Rt. 3, Box 70C, Hayden Lake, Idaho 83835
Melody A.D. Ruppel, 1110 St. Maries Ave., Coeur d'Alene,
Idaho 83814
Colleen Schwartz, 704 Becklund Ct., Coeur d'Alene, Idaho 83814
Kathleen Delfino, 528 W. Harrison, Coeur d'Alene, Idaho 83814
Thomas Orjala, 307 S. 19th, Coeur d'Alene, Idaho 83814
Barbara Scarth, W. 3955 Riverview, Coeur d'Alene, Idaho 83814

ARTICLE VIII: OFFICERS

The initial officers of the corporation shall be a President, one or more Vice-Presidents, Secretary and Treasurer. Other officers may be created as deemed necessary by the Board of Trustees.

No person shall simultaneously hold the offices of both President and Secretary. Officers of the corporation may also be Trustees.

ARTICLE IX: DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or charitable

purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the parties have hereunto set their hands this 7th day of October, 1983

Jill Bailey
Jill Bailey

Melody A. D. Ruppel
Melody A.D. Ruppel

Colleen Schwartz
Colleen Schwartz

Kathleen Delfino
Kathleen Delfino

Thomas Orjala
Thomas Orjala

Barbara Scarth
Barbara Scarth