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# State of Idaho

## Department of State

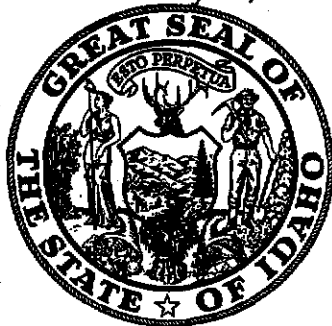
### CERTIFICATE OF AMENDMENT OF

### GOOD FOOD STORE, A NON-PROFIT COOPERATIVE ASSOCIATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of GOOD FOOD STORE, A NON-PROFIT COOPERATIVE ASSOCIATION, changing the corporate name to MOSCOW FOOD COOP, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 21, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Sheryl DeWitt*

RECEIVED  
ARTICLES OF AMENDMENT OF MOSCOW FOOD COOP, INC.

(Formerly Good Food Store, a Non-Profit Cooperative Association)

92 FEB 21 11 17 AM '88

The Articles of Incorporation of Good Food Store, a Non-Profit Cooperative Association, originally adopted April 24, 1974, are hereby amended pursuant to IDAHO CODE Sections 30-325, 30-326, and 30-327.

ARTICLE I

Article I shall be amended to read:

The name of the Corporation shall be Moscow Food Coop, Inc.

ARTICLE II

Article II is amended to read as follows:

The Corporation shall be a non-profit corporation of perpetual duration.

ARTICLE III

The purposes of the Corporation shall include the following:

1. To operate a natural foods grocery store and to provide a cooperative means of obtaining and distributing goods to the Corporation's members and to the community for the mutual benefit of all.

2. To do any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance or accomplishment or the purposes of the Corporation.

3. To enter into any and all lawful contracts and

ARTICLES OF AMENDMENT OF MOSCOW FOOD COOP, INC. -- 1

obligations essential or convenient to the transaction of the affairs of the Corporation for any of the purposes thereof.

4. To maintain a place of business for the distribution of groceries and other sundries.

5. To expend monies received, collected, or earned by the Corporation from all sources whatsoever for the payment and discharge of all costs, expenses, and obligations incurred by the Corporation in carrying out any or all of its purposes.

6. To acquire, hold, own, mortgage, dispose of and invest the Corporation's funds in any real or personal property whatsoever as may be reasonably necessary to accomplish the purposes of the Corporation.

7. 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 be advantageous or useful to the Corporation.

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

#### ARTICLE IV

Article IV shall be amended to read as follows:

The Corporation shall be a not-for-profit corporation and shall have no stock. No dividends or pecuniary benefits shall be declared or paid, and no part of any net earnings of the Corporation shall be otherwise distributed to its officers,

directors or members or to any other private individual. No financial gain shall ever accrue to any member of the Corporation nor to any person or institution in the conduct of the business of the Corporation, provided that the payment of reasonable compensation for services rendered shall be deemed an expense of the Corporation and not a distribution of earnings. Any receipts of the Corporation in excess of its ordinary expenses shall inure to the benefit of the Corporation and shall be applied by the directors thereof to any and all expenses incurred in carrying out any and all of the purposes herein set forth.

#### ARTICLE V

Article V shall be amended as follows:

The registered agent and office of the Corporation are Mary Jo Knowles, 310 West Third Street, Moscow, Idaho, 83843.

#### ARTICLE VI

Article VI shall be amended as follows:

The control and management of the affairs of the Corporation shall be vested in a board of directors. The number of directors of the Corporation shall be no less than five, the exact number and qualifications of the directors to be established by the Bylaws.

#### ARTICLE VII

Article VII is amended by deleting subparagraph C thereof, the provisions of which now appear in amended Article IV.

#### ARTICLE VIII

Article VIII shall be unchanged.

#### ARTICLE IX

Article IX shall be deleted in its entirety and shall be replaced by the following provisions which shall constitute Amended Article IX:

Neither the private property of the members nor of the directors of the Corporation shall be subject to the payment of any corporate debt, and no member or director shall become individually liable or responsible for any debts or liabilities of the Corporation.

The rights and interests of all members shall be equal, and no member shall have or acquire a greater interest than any other member.

All other provisions of the original Articles of Incorporation of Good Food Store, a non-profit cooperative association, are hereby deleted in their entirety and the foregoing Articles of Amendment shall have the full validity and effect of the original Articles of Incorporation.

The foregoing Articles of Amendment of Moscow Food Coop, Inc., were adopted at a meeting of the members of the Corporation on the 12th day of February, 1992. A quorum was present and the Articles of Amendment received a majority of the votes entitled to be cast by members present at the meeting in person or by proxy.

IN WITNESS WHEREOF, we the undersigned, Fritz Knorr, President, and Peg Harvey-Marose, Secretary have hereunto set our hands this 12 day of February, 1992.

Fritz J Knorr  
Fritz Knorr, President

Peg Harvey-Marose  
Peg Harvey-Marose, Secretary

VERIFICATION

STATE OF IDAHO            )  
                              ) ss.  
County of Latah         )

Fritz Knorr, being first duly sworn on oath, deposes and says:

That he is the President of Moscow Food Coop, Inc., that he has read the foregoing Articles of Amendment and knows and understands the contents thereof, and that the same are true as he verily believes.

Fritz J Knorr  
Fritz Knorr

SUBSCRIBED AND SWORN to me before this 19<sup>th</sup> day of February, 1992.

Christy Williams  
Notary Public in and for the State  
of Idaho. Residing at: moscow  
My commission expires: 6-15-96