

49262

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EVERGREEN MARKET CO-OP INCORPORATED

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 EVERGREEN MARKET CO-OP INCORPORATED 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: July 30, 1992



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *Shelly Davis*

RECEIVED
EVERGREEN MARKET CO-OP INCORPORATED - (ARTICLES OF INCORPORATION)

ARTICLE I - NAME

22 JUL 30 1984 8 40

The name of this corporation is EVERGREEN MARKET CO-OP INCORPORATED, (referred to hereinafter as the Co-op).

ARTICLE II - DURATION

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

ARTICLE III - PURPOSES

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 of the purposes of the Corporation.
3. To enter into any and all lawful contracts and 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

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

The registered agent and office of the Corporation are Barbara Veranium, 1201 Michigan St., Sandpoint, Idaho 83864

ARTICLE VI

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 5, the exact number and qualifications of the directors to be established by the Bylaws. The Board of Directors shall be:

Barbara Veranium
1000 Upper Gold Creek Rd., Sandpoint, Id

Sydnie Stern
1605 Pinecrest Loop Rd, Sandpoint, Idaho

David Braun
4550 Mtn. View Rd., Sandpoint, Idaho

Shirley Noble
Hickory and Boyer, Sandpoint, Idaho

Sandra Sitzman
P O Box 342, Hope, Idaho

ARTICLE VII

1. 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.
2. 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.

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:

Barbara Veranum 1000 Upper Gold Creek Rd, Sandpoint, Id.
Barbara Veranum

Syndie Stern 1605 Pinecrest Loop Rd. Sandpoint, Id.

Syndie Stern David Braun 4550 Mtn. View Rd., Sandpoint, Id.

David Braun

SHIRLEY NOBLE 1201 Michigan, Sandpoint, ID 83864

Shirley Noble SANDRA S. Tzmann PO Box 342 Hope, ID 83836

Sandra S. Tzmann