

State of Idaho

Department of State

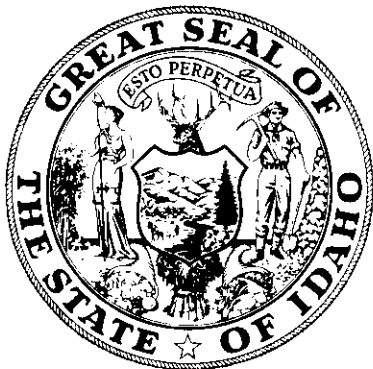
CERTIFICATE OF AUTHORITY OF

NORTHWEST PROVENDER ALLIANCE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTHWEST PROVENDER ALLIANCE for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to NORTHWEST PROVENDER ALLIANCE to transact business in this State under the name NORTHWEST PROVENDER ALLIANCE and attach hereto a duplicate original of the Application for such Certificate.

Dated August 4, 1980



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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APPLICATION FOR CERTIFICATE OF AUTHORITY

APPROVED JUL 10 AM (Not a profit Corporation)

To the Secretary of State of Idaho Pursuant to Section 30-1-11, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- The name of the corporation is Northwest Provender Alliance
- *The name which it shall use in Idaho is Northwest Provender Alliance
- It is incorporated under the laws of state of Washington
- The date of its incorporation is 11-29-79 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 1520 Western Ave, Seattle, WA 98101
- The address of its proposed registered office in Idaho is MOSCOW FOOD CO-OP, 314 S. Washington, Moscow, ID 83843, and the name of its proposed registered agent in Idaho at that address is Joann Johnson
- The purpose or purposes which it proposes to pursue in Idaho are: to support and assist the democratically managed food businesses through its services.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Neil Blomquist</u>	<u>Director</u>	<u>15 Meridian Rd, Kalispell, Mt</u>
<u>Eppelwort</u>	<u>Director</u>	<u>3029 SE 21st, Portland, OR</u>
<u>Judith Gille</u>	<u>President</u>	<u>747 15th Ave E, Seattle, WA</u>
<u>Robert Grott</u>	<u>Director</u>	<u>P.O.B. 723, Forest Grove, OR</u>
<u>Beth Hartman</u>	<u>Director</u>	<u>5135 Sunrise Beh Rd, NW, Olympia WA</u>
<u>Karen Kinney</u>	<u>Secy Treas</u>	<u>3302 Chestnut S, Seattle, WA</u>

(continued on reverse)

9. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
10. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 30 _____, 19 80.

By Judith Gille
 Its _____ President
 and Karen J. Kinney
 Its _____ Secretary

STATE OF Washington)
) ss:
 COUNTY OF King)

I, Anna A. Fredrickson, a notary public, do hereby certify that on this 17 day of July, 19 80, personally appeared before me Karen J. Kinney, who being by me first duly sworn, declared that ^{she} is the Secretary of Northwest Proverband Alliance.

that ^{she} signed the foregoing document as secretary of the corporation and that the statements therein contained are true.

[Signature]
 Notary Public
Seattle Wa

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect. An assumed name may not be used except when necessary to avoid conflict with an existing corporate name.

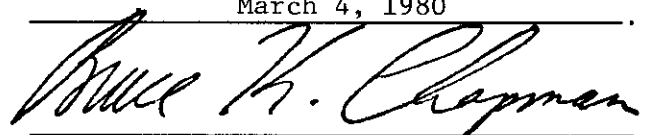


STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office NORTHWEST PROVENDER ALLIANCE, a Washington non-profit corporation, was incorporated November 29, 1979; and I further certify that the above named corporation is in good standing on the records of this office, having complied with the filing requirements of the non-profit statute.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

March 4, 1980



BRUCE K. CHAPMAN
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of NORTHWEST PROVENDER ALLIANCE
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Karen Kinney
Northwest Provender Alliance
1505 10th Ave.
Seattle, WA 98112.

Filing and recording fee \$
License to June 30, 19 \$
Excess pages @ 25¢ \$
Microfilmed, Roll No. 1504

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
November 29, 1979

ARTICLES OF INCORPORATION

NOV 29 1979
SECRETARY OF STATE
STATE OF WASHINGTON

1. NAME The name of this corporation is the NORTHWEST PROVENDER ALLIANCE.
2. DURATION The duration of this corporation shall be perpetual.
3. PURPOSES This corporation is organized under RCW 24.03. The purposes of this non-profit corporation shall be to nurture and assist the Northwest food system. The corporation is organized and operated specifically for purposes of trade associations, within the meaning of Section 501 (c) (6) of the Internal Revenue Code and to engage in any lawful activity for which non-profit corporations may be organized under Washington law.
4. MEMBERSHIP This organization shall be a member organization. The conditions, terms and qualifications of membership shall be provided for in the Bylaws of the corporation.
5. AMENDMENTS OF ARTICLES The Articles of Incorporation will be amended in accordance with RCW 24.03.165.
6. BYLAWS The power to adopt, alter, amend, or repeal the Bylaws, or to adopt new bylaws shall be invested in the Board of Directors. The membership may act on by amending or repealing any bylaw change made by the Board of Directors as prescribed in the Bylaws.
7. DISSOLUTION The decision to dissolve the corporation shall require approval of 2/3 (two-thirds) of the members. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation. No part of the assets shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the corporation. Similarly, the corporation shall have all powers granted by law necessary and proper to carry out its stated purposes, consistent with its qualifications under 501 (c) (6).
8. BOARD OF DIRECTORS The Board of Directors shall be composed and elected according to the Bylaws and may be amended by altering the Bylaws, but shall never be less than three (3). The terms of office of the directors shall be fixed by the Bylaws and altered accordingly. The following persons constitute the initial Board, each of whom shall remain in office until the first meeting of the members or until he or she is removed from office as provided in the Bylaws:

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SECRETARY OF STATE

Neil Blomquist
Eppewort
Judith Gille
Robert Grott
Beth Hartman
Richard Hurley
Karen Kinney
Cindy McReynolds
Willi Soya
Tom Ward

15 Meridian Rd., Kalispell, Montana
3029 SE 21st, Portland, Oregon
747 15th Ave E., Seattle, Washington
PO Box 723, Forest Grove, Oregon
5135 Sunrise Beach Rd NW, Olympia, Washington
1120 Marine Dr., Astoria, Oregon
1616 E. Howell, Seattle, Washington
314 Court St., The Dalles, Oregon
414 Malden Ave E., Seattle, Washington
PO Box 1282, Ashland, Oregon

9. REGISTERED OFFICE AND AGENT The address of the initial registered office shall be 1505 10th Ave., Seattle, Washington. The registered agent shall be Judith Gille.
10. INCORPORATORS The names and addresses of the incorporators of this Corporation are: Karen Kinney, 1616 E. Howell, Seattle, Washington and Willi Soya, 414 Malden Ave E., Seattle, Washington.

IN WITNESS THEREOF, We have executed in duplicate these Articles of Incorporation of the NORTHWEST PROVENDER ALLIANCE. Dated this 26 day of November, 1979.

Karen Kinney
Karen Kinney

Willi Soya
Willi Soya

STATE OF WASHINGTON
COUNTY OF KING

Karen Kinney and Willi Soya, being first duly sworn, on oath deposes and says: That they are the incorporators mentioned in the forgoing Articles of Incorporation; that they have read the within and foregoing instrument, knows the contents thereof, and believe the same to be true.

Karen Kinney
Karen Kinney

Willi Soya
Willi Soya

Subscribed and sworn to before me this 26th day of November, 1979.

A. L. Pemberton

Notary Public in and for the State of
Washington, residing at: Kirkland

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Articles of Incorporation
as filed in this office.



Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By: Judy A. Buddy

Dated: July 24, 1985