

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

COMMUNITY COOPERATIVE, INC.

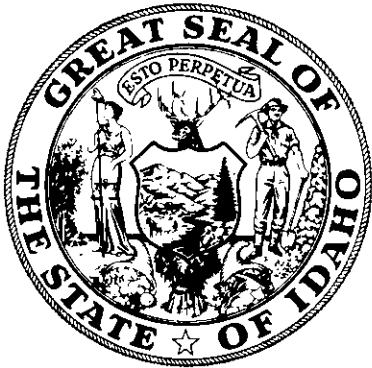
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COMMUNITY 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 November 5, 1984.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

NOV 5 10 44 AM '84
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
COMMUNITY COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being citizens of the United States and of lawful age, for the purpose of forming a non-profit cooperative association pursuant to Chapter 3, Title 30 of the Idaho Code, and for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

I

The name of the corporation is COMMUNITY COOPERATIVE, INC.

II

This corporation shall have perpetual duration.

III

The registered office of this corporation shall be, 17 W Bullion, Hailey, Idaho 83333, and the name of it's initial registered agent at such street address is Denise Laverty.

IV

The purpose of the corporation is to provide, by purchase and resale to members of this corporation, or to provide by any other means, food, groceries, and other household and domestic items and services, to members of this corporation at the lowest possible price.

V

Community Cooperative, Inc., shall have the following powers which are not exclusive or limiting of those powers which corporations have generally:

a. To borrow money for it corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds or other obligations from time to time, in order to fulfill the above-stated purpose.

c. To carry on business at any place or places within the jurisdiction of the United States, and in all foreign countries.

c. To enter into, ~~make~~, perform and carry out contracts of every sort which may be necessary or convenient for the business of the corporation, or body politic under the government of the United States or any State, or municipality or other local government so far as and to the extent that the same may be done and performed by corporations organized under the general corporation law.

d. To employ for a wage or on a Volunteer bases persons to the end that the purpose of this corporation might be obtained.

e. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and as wither principals or agents, and to every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers.

f. The foregoing enumeration of special powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon corporations organized under the provision of Chapter 3, Title 30 of the Idaho Code.

VI

This corporation shall be authorized to issue certificates of membership, rather than shares of stock; such certificates shall be issued according to procedures to be stated in the By-Laws of this corporation. A certificate shall be obtained prior to receiving the benefit of membership of this corporation. All certificated of membership will have equal voting rights.

VII

The number of directors of this corporation is to be not less than three nor more than seven in number. The directors must be members of the corporation. The officers of the corporation are to be selected by the Board of Directors, and may be chosen from members of the Board of Directors, and may be chosen from members of the Board of Directors, in accordance with relevant provisions of the general corporation law. Management of the

affairs of the corporation shall be vested in the Board of Directors of the corporation.

VIII

The Incorporators of this corporation shall constitute the initial Board of Directors until such time as the First Annual Meeting of the Corporation shall be held. The names and street addresses of each of the incorporators is as follows:

Juanita Young, 311 W 4th ST, Ketchum, ID 83340

Lynne Ann M. Dwyer - Queen of the Hill Dr. Harley, ID 83333

Carol Freeman 119 E. Pine Street Harley ID 83333

Edith D. Witham 112 3RD AVE SE, HARLEY, IDAHO 83333

IX

Upon the dissolution of this corporation for any cause, all the property, both real and personal, then owned or controlled by this corporation shall become the absolute property of a non-profit association, government agency, or foundation, chosen by a majority of the Board of Directors, which is engaged in charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code. None of the property, real or personal, shall inure to the benefit of any member or members of the corporation.

X

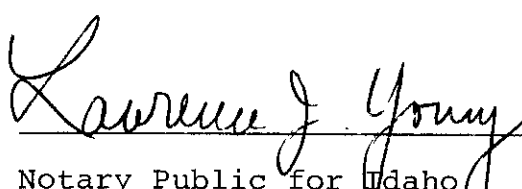
The private property of the members of the corporation shall not be subject to the payment of corporate debts and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

STATE OF IDAHO)
) ss.
County of Blaine)

On this 2nd day of November, 1984, before me the under-
signed Notary Public for the State of Idaho, personally came _____
Juanita Young, Linda Van Der Meulen, Carol Freeman and
Edith D. Wiethorn,

known to me to be the individuals described in and who executed the
aforegoing Articles of Incorporation and they severally acknowledged
to me that they executed the same.

IN WITNESS whereof, I have hereunto set my hand and affixed
my official notary seal the day and year first above written.



Notary Public for Idaho
Residing at Ketchum, Idaho