

FILING FEE: \$50.00

ID Number: _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

CONSUMERS' COOPERATIVE

ARTICLES OF ASSOCIATION

The undersigned, acting as incorporator(s) of an association under Chapter 7-8 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Association for such association:

1. The name of the consumers' cooperative association is The Ocean State Shellfish Cooperative
(The name must contain the word "Cooperative")
2. The period of its duration is (if perpetual, so state) perpetual
3. The purpose or purposes for which the association is organized are:
to engage in any lawful act or activity for which cooperatives may be formed under the General Laws of Rhode Island and engaging in any and all activities necessary or incidental to the foregoing.
4. The association is organized with ☒ shares or ☐ without shares (check one box only).
5. The aggregate number of shares which the association shall have the authority to issue is:
(a) *If only one class:* Total number of shares 1,000 (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)
Par value \$0.01

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

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6. The minimum number or value of shares which must be owned in order to qualify for a membership is:
One share
7. If organized without shares, state whether the property rights of members shall be equal or unequal, and if unequal, the rule by which their rights shall be determined:

8. The maximum amount or percentage of capital which may be owned or controlled by any member is:

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Thirty (30%)

9. The method by which any surplus, upon dissolution of the association, shall be distributed is:

in accordance with the Cooperative's Bylaws

10. Provisions (if any), dealing with the preemptive right of shareholders pursuant to Section 7-1.1-24 of the General Laws, 1956, as amended:

Preemptive rights of shareholders are specifically denied

11. Provisions (if any), for the regulation of the internal affairs of the association:

12. The address of the initial registered office of the association is 20 Walts Way

(Street)

Narragansett

, RI

02882

and the name of its initial registered

(City/Town)

(Zip Code)

agent at such address is James Arnoux

(Name of Agent)

13. The number of directors constituting the initial board of directors of the association is seven (7) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
John West	5 Plantation Drive, Saunderstown, RI 02874
Russell Blank	48 Cheryl Circle, Warwick, RI 02818
Lou Ricciarelli	107 Scenic Way, Exeter, RI 02822
Robert Krause	PO Box 1527, Charlestown, RI 02813
Perry Raso	PO Box 188, Peace Dale, RI 02883
Nicholas Papa	1084 Slocum Road, Saunderstown, RI 02874
James Arnoux	26 Lemis Street, Coventry, RI 02816

14. The name and address of each incorporator is:

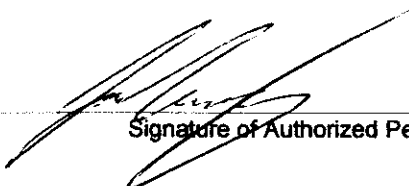
<u>Name</u>	<u>Address</u>
James Arnoux	26 Lemis Street, Coventry, RI 02816

15. Date when corporate existence to begin Upon filing of the Articles of Association

(not prior to, nor more than 90 days after, the filing of these Articles of Association)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Association, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: JULY 17, 2009


Signature of Authorized Person



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

