

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
(CONSUMER COOPERATIVE ASSOCIATION)

ARTICLES OF ASSOCIATION

The undersigned acting as incorporator(s) of a Consumer Cooperative Association under Chapter 7-8 of the General Laws, 1956, as amended, adopt(s) the following Articles of Association for such association.

Kneecap Natural Food Cooperative

FIRST. The name of the association is .....  
a Consumer Cooperative Association pursuant to Chapter 7-8 of the General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.  
.....

THIRD. The purpose or purposes for which the association is organized are:  
To market food, groceries and household items as a retailer, and to do other related  
.....  
activities, consistent with the Law of the State of Rhode Island.  
.....

The association shall have power: (See 7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of association.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the association, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of association, or with the laws of this state, for the administration and regulation of the affairs of the association.

(m) To make donations for the public welfare or for charitable, scientific or

educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To own and hold membership in other associations formed under the laws of this state, country, nation or government, and while the holder thereof, to exercise all rights of membership.

(p) To make agreements of mutual aid or federation with other associations, other groups organized on a cooperative basis, and other non-profit groups.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. (Statement whether the association is organized with or without shares. If organized with shares, the information required by Section 7-1.1-14 of the General Laws, 1956, as amended, and the minimum number or value of shares which must be owned in order to qualify for membership; if organized without shares a statement whether the property rights of members shall be equal or unequal, and if unequal, the rule by which their rights shall be determined.)

The Association shall be organized without shares. Property rights of all members ..... shall be equal.  
.....

FIFTH. The maximum percentage of capital which may be owned or controlled by any member is zero percent ( 0 %).  
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SIXTH. In the event of dissolution, winding up, or other liquidation of the association, whether voluntary, involuntary, or by operation of law, its assets, if any, after payment of the expenses of dissolution and debts of the association, shall be distributed as follows:

(1) By returning to the members the amount for which their memberships were issued, returning to subscribers the amounts paid on their subscriptions, and returning to those entitled to them the amounts allocated in distribution of net savings pursuant to 7-8-26 of the General Laws, 1956, as amended, and

(2) by distributing any surplus to an appropriate non-profit organization ..... chosen by the membership.  
.....

SEVENTH. If any member of the association desires to dispose of any or all of his holdings in the association, he shall offer said holdings to the association, and the association shall have power to purchase, within (90) ninety days of such offer, said holdings by paying such member the amount for which such membership was issued. If the association fails, within such ninety (90) days, to purchase all or any part of the holdings offered, the holder thereof may dispose of the unpurchased interest elsewhere.

No transferee of holdings in the association shall be entitled to the rights of membership unless and until such transferee fulfills the requirements of eligibility, of the association, including approval of his membership by the board of directors.

EIGHTH. The address of the initial office of the association shall be 183 Angell St, Providence R.I. 02906  
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NINTH. The number of directors constituting the initial board of directors of the association is ~~three~~ <sup>five</sup> (5) 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>
CATHY BALDWIN	39 Second St, Prov, R.I. 02906
DENNIS R. MOERS	141 Ivy St. Prov. R.I. 02906
ANGELYNN J. GRANT	42 Slater Ave., Prov, R.I. 02906
Henry H. Gould	163 Doyle Ave. Prov R.I. 02901
Jane E. Southwick	87 Prospect St. Prov. RI 02912

TENTH. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
CATHY BALDWIN	39 Second St. Prov, R.I. 02906
DENNIS R. MOERS	141 Ivy St. Prov. R.I. 02906
ANGELYNN J. GRANT	42 Slater Ave., Prov, R.I. 02906
Henry H. Gould	163 Doyle Ave. Prov, R.I. 02906
Jane E. Southwick	87 Prospect St. Prov RI 02912

ELEVENTH. The corporate existence of the association shall begin

~~December 1, 1978.~~

..... *immediately* .....

Dated . . . Nov. 9 . . . , 1978.

Dennis R. Moers  
Angelynn J. Grant  
Henry H. Gould  
Cathy Baldwin  
Jane E. Southwick

STATE OF RHODE ISLAND  
 COUNTY OF

In the . . . County . . . of Providence . . . in said county  
 this . . . 9 . . . day of November . . . A.D. 1978, then personally  
 appeared before me Dennis R. Moers . . . Angelynn J. Grant  
Henry H. Gould . . . Jane E. Southwick . . . Cathy Baldwin  
 known to me and known by me to be the . . . . . executing the foregoing  
 instrument, and . . . they . . . acknowledged said instrument by . . . . .  
 subscribed to be . . . they . . . free act and deed.

John H. Petrucci  
 Notary Public  
 My Commission expires June 30, 1981

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*See*