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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

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CORPORATIONS DIV  
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**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 Fortnight 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:  
Operating cooperative enterprises, including but not limited to a restaurant

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 \_\_\_\_\_ (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.):

*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 to 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.)

6. The minimum number of value of shares which must be owned in order to qualify for membership is \_\_\_\_\_

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:  
Unequal, based on hours worked at/for the Cooperative as prorated by the patronage formula outlined in the bylaws of Fortnight Cooperative.

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

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9. The method by which any surplus, upon dissolution of the association, shall be distributed is any  
assets left after payment of all debts and patronage dividends shall be distributed to all current  
and past long members based on hours worked and service to the cooperative

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:  
N/A

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 175 Congress Avenue  
Providence, RI 02907 (Street)  
and the name of its initial registered agent at such  
address is Micahel da Cruz (City/Town) (Zip Code)  
(Name of Agent)

13. The number of directors constituting the initial board of directors of the association is 3  
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>
<u>Christopher Norris-LeBlanc</u>	<u>104 Ferris Street, Pawtucket RI, 02861</u>
<u>Elizabeth McDonnell-Clark</u>	<u>175 Congress Ave, Providence, RI, 02907</u>
<u>Michael da Cruz</u>	<u>175 Congress Ave, Providence, RI, 02907</u>

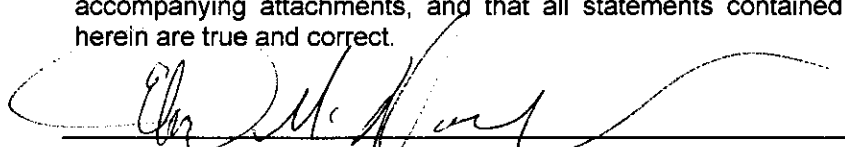
14. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Christopher Norris-LeBlanc</u>	<u>104 Ferris Street, Pawtucket RI, 02861</u>
<u>Elizabeth McDonnell-Clark</u>	<u>175 Congress Ave, Providence, RI, 02907</u>
<u>Michael da Cruz</u>	<u>175 Congress Ave, Providence, RI, 02907</u>

15. Date when corporate existence to begin 3/14/16  
(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: 3/14/2016

  
Signature of Authorized Person



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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 handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea  
*Secretary of State*

