



MCDONOUGH COUNTY, IL RECORDERS OFFICE

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ARTICLES OF INCORPORATION

MACOMB FOOD COOPERATIVE

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FILED

MAY 27 2011

JESSE WHITE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MACOMB FOOD COOPERATIVE

D 0788-985-1
FRANCHISE TAX \$25.00
FILING FEE \$150.00
TOTAL: \$175.00

The undersigned, being desirous of uniting for the purpose of forming a cooperative corporation pursuant to the Co-operative Act, 805 ILCS 310/1 et seq., hereby subscribe to the following Articles:

I. The name of the corporation shall be Macomb Food Cooperative.

II. The address of the initial registered office in this State shall be 715 E. Piper St., Macomb, Illinois 61455, and the name of its initial registered agent at such address shall be Erin Orwig.

III. The period of duration of the corporation shall be perpetual.

IV. The name and address of each incorporator, each of whom is a subscriber to one or more shares of common stock of the corporation, is:

→ Pam Rands, - 61455
Gordon Rands, - 61455
Erin Orwig, -
Brian Davies, - 61455
Margaret Ovitt, -

V. The purpose of the corporation shall be to provide to its shareholders and others all sorts of groceries, provisions and any other articles of merchandise for cash or otherwise at wholesale or retail at such reasonable prices over the cost thereof as will enable shareholders to obtain such commodities at the smallest practicable rate of cost.

VI. The corporation shall have the power to do each and every thing necessary, suitable or proper for the accomplishment of any of its purposes or which shall at any time appear conducive to or expedient for the interests or benefit of the corporation and its shareholders.

VII. The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares of common stock with a par value of one hundred dollars (\$100) per share.

VIII. The number of shares to be issued by the corporation before it commences business as a cooperative corporation is ten (10), and the total consideration to be received therefore shall be one thousand dollars (\$1,000).

IX. The number of directors to be elected at the first meeting of shareholders following the filing of these Articles shall be seven.

X. Shareholders may vote by proxy only under such limited circumstances designed to preserve the democratic character of the corporation as shall be set forth in the by-laws of the corporation.

XI. Dissolution of the corporation may be approved by a two-thirds vote of shareholders at any regular or special meeting of shareholders called in whole or in part for that purpose. On dissolution of the corporation its assets shall be distributed in the following manner and order: (i) by paying or making provision for payment of all liabilities and expenses of liquidation; (ii) by redeeming deferred patronage dividends, if any, which, if they cannot be paid in full, shall be paid in the order of the oldest outstanding amounts; (iii) by redeeming common shares which, if they cannot be paid in full, shall be paid on a pro rata basis among all outstanding amounts; and (iv) by distributing any remaining assets to shareholders in proportion to their patronage over the preceding five years or as otherwise determined at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned incorporators set their hands this 24 day of May, 2011.

STATE OF ILLINOIS)
) SS.
COUNTY OF MCDONOUGH)

I, the undersigned, a Notary Public in and for the County and State appearing above, hereby certify that on the 24 day of May, 2011 personally appeared before me Erin Orwig, being first duly sworn by me, and acknowledged that he/she signed the foregoing Articles.

Given under my hand and seal on the date appearing above.

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF MCDONOUGH)

"OFFICIAL SEAL"
REBECCA R. DRUMMOND
Notary Public, State of Illinois
My Commission Expires 09/17/2014

I, the undersigned, a Notary Public in and for the County and State appearing above, hereby certify that on the 24 day of May, 2011 personally appeared before me Marquet Witt, being first duly sworn by me, and acknowledged that he/she signed the foregoing Articles.

Given under my hand and seal on the date appearing above.

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF MCDONOUGH)

"OFFICIAL SEAL"
REBECCA R. DRUMMOND
Notary Public, State of Illinois
My Commission Expires 09/17/2014

I, the undersigned, a Notary Public in and for the County and State appearing above, hereby certify that on the 24 day of May, 2011 personally appeared before me Pamela Lands, being first duly sworn by me, and acknowledged that he/she signed the foregoing Articles.

Given under my hand and seal on the date appearing above.

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF MCDONOUGH)

"OFFICIAL SEAL"
REBECCA R. DRUMMOND
Notary Public, State of Illinois
My Commission Expires 09/17/2014

"OFFICIAL SEAL"
REBECCA R. DRUMMOND
Notary Public, State of Illinois
My Commission Expires 09/17/2014

I, the undersigned, a Notary Public in and for the County and State appearing above, hereby certify that on the 25 day of May, 2011 personally appeared before me Brian Davies, being first duly sworn by me, and acknowledged that he/she signed the foregoing Articles.

Given under my hand and seal on the date appearing above.

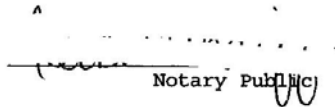
"OFFICIAL SEAL"
REBECCA R. DRUMMOND
Notary Public, State of Illinois
My Commission Expires 09/17/2014

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF MCDONOUGH)

I, the undersigned, a Notary Public in and for the County and State appearing above, hereby certify that on the 25 day of May, 2011 personally appeared before me Gordon Rands being first duly sworn by me, and acknowledged that he/she signed the foregoing Articles.

Given under my hand and seal on the date appearing above.


Notary Public

"OFFICIAL SEAL"
TONI CUNDIFF
Notary Public, State of Illinois
My Commission Expires 02/20/2013

OFFICIAL SEAL
TONI CUNDIFF
Notary Public, State of Illinois
My Commission Expires 02/20/2013

111