

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF
POCATELLO CO-OP: A NATURAL FOODS MARKET, INC.

2007 JAN -8 AM 8:43

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being mature persons of full age and citizens of Idaho and the United States, naturally acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act and under the provisions of the Idaho Non-Profit Corporation Act, Title 30, Chapter 3, Idaho Code, adopt the following Articles of Incorporation.

ARTICLE I.

NAME. The name of said corporation shall be Pocatello Co-op: A Natural Foods Market, Inc. (hereinafter "Pocatello Co-op").

ARTICLE II.

DURATION AND NONPROFIT PURPOSE. The duration of the corporation shall be perpetually or until dissolved according to law.

ARTICLE III.

REGISTERED OFFICE. The initial registered office of the corporation shall be at 815 S. 1st, Pocatello, Idaho 83201, and the name of its initial registered agent at such address is Colleen Grenz.

ARTICLE IV.

MAILING ADDRESS. The initial mailing address of the corporation is Colleen Grenz, P.O. Box 4811, Pocatello, Idaho 83205-4811.

ARTICLE V.

GENERAL PURPOSE. The general purpose of the corporation is: to provide groceries and related consumer goods to its members and to others, and to engage in other lawful activities. The Pocatello Co-op is organized and shall be operated on a cooperative and non-profit basis.

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ARTICLE VI

LIMITATIONS.

(A) At no time shall the corporation engage in any activities which are unlawful under the laws of the State of Idaho or the laws of the United States of America.

(B) No loan shall be made by the corporation to any directors or officers of the corporation or any other person.

(C) Upon dissolution of the corporation, assets shall be distributed to creditors pursuant to Idaho Code §§ 30-3-114 and 30-3-115. After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed in accordance with the instructions of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS. The business and the affairs of the corporation shall be managed by a Board of Directors consisting of not more than nine (9), but not fewer than three (3) directors. The initial Board shall consist of three (3) directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-laws. The initial Board is listed below. They shall serve until the first annual meeting of the members or until successors are elected.

<u>NAME</u>	<u>ADDRESS</u>
Colleen Grenz	345 S. 12 th Ave. Pocatello, ID 83201
Amanda Fisher	727 N. 13 th Ave. Pocatello, ID 83201
Kim Brown	2015 S. Grant Pocatello, ID 83204

ARTICLE VIII

APPOINTMENT AND REPLACEMENT OF DIRECTORS. The procedure for appointing and replacing Directors shall be set forth in the By-Laws.

ARTICLE IX

VOTING MEMBERS. The corporation does have voting members.

ARTICLE X

BY-LAWS. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws as adopted, repealed or amended from time to time by the Board of Directors.

ARTICLE XI

MEMBERS. The corporation shall have members and shall be governed and directed as set forth in its By-Laws.

ARTICLE XII.

AMENDMENT. These Articles may be amended only upon the unanimous consent of all Directors.

ARTICLE XIII.

CERTIFICATES AND DIVIDENDS The corporation shall not issue certificates of stock, and no dividends or pecuniary profits shall be declared or paid to the incorporators or Directors thereof.

ARTICLE XIV

INCORPORATORS. The names and addresses of each of the incorporators are as follows:

NAME

ADDRESS

Colleen Grenz

345 S. 12th Ave.
Pocatello, ID 83201

Kim Brown

2015 S. Grant
Pocatello, ID 83204

IN WITNESS WHEREOF, We have hereunto set our hands this 29 day of December, 2006.

Colleen Grenz

COLLEEN GRENZ, Incorporator

Kim Brown

KIM BROWN, Incorporator