

State of Minnesota

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# SECRETARY OF STATE

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## Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following cooperative under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

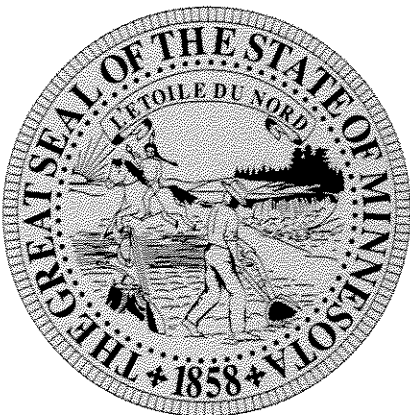
This cooperative is now legally organized under the laws of Minnesota.

Cooperative Name: Three Rivers Market

Cooperative Charter Number: 1173930-2

Chapter Formed Under: 308B

This certificate has been issued on 12/30/2004.



*Mary Kiffmeyer*  
Secretary of State.



COOP-OR

## ARTICLES OF ORGANIZATION

OF

## THREE RIVERS MARKET

The undersigned organizer, in order to form a cooperative association under Minnesota Statutes, Chapter 308B, adopt the following:

### **ARTICLE I**

#### **Name**

The name of this association shall be Three Rivers Market.

### **ARTICLE II**

#### **Registered Office and Registered Agent**

The Registered Office of the corporation shall be located at 4200 IDS Center, 80 South Eighth Street, Minneapolis, Minnesota 55402. The Registered Agent at such address shall be Joel Dahlgren.

### **ARTICLE III**

#### **Purposes, Nature of Business**

Section 1. Activities Permitted. The purpose of this association shall be to operate a natural foods grocery store. In addition, the association may engage in any activity within the purpose for which cooperatives may be organized and all such activities shall be deemed within its purposes. The member cooperatives shall provide and execute such other and further agreements that are required by law to procure such welfare benefits as are approved by the member cooperatives.

Section 2. Powers. This association shall have the power and authority to perform every act necessary or proper to the conduct of its business or the accomplishment of the purposes set forth herein or permitted by the act under which this association is organized.

### **ARTICLE IV**

#### **Period of Duration**

The period of duration of this association shall be perpetual.

**ARTICLE V**  
**Board of Directors**

The association shall be governed by its Board of Directors, which shall be not less than three. The bylaws of the association may impose such other limitations on the number of directors, their qualification and the manner of election so long as those conditions are consistent with Chapter 308B of the Minnesota Statutes.

**ARTICLE VI**  
**Limited Liability and Indemnification**

The personal liability of the members of the Board of Directors and officers of the association shall be limited as provided in Chapter 308B.465 of Minnesota Statutes. Directors, officers and employees shall be indemnified by the association to the fullest extent provided by the Minnesota General Corporation laws and the Minnesota Cooperative laws.

**ARTICLE VII**  
**Dissolution**

This association may be dissolved as provided in the Bylaws of the association. In the event of dissolution of the association, all assets remaining after payment or provision for debts and liabilities shall be distributed to either the members or former members as provided in the Bylaws, unless otherwise provided by law. If previously authorized by the members, the tangible and intangible property of the association may be liquidated and disposed of at the discretion of the Board of Directors.

**ARTICLE VIII**  
**Amendments**

These articles of organization may be amended as provided in the Bylaws of the association.

**ARTICLE IX**  
**Organizer**

The organizer of this association is Joel J. Dahlgren, 4200 IDS Center, 80 S. 8<sup>th</sup> Street, Minneapolis, MN 55402.

  
Joel J. Dahlgren, Organizer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 30 2004 JS

  
Secretary of State