

**FILED EFFECTIVE**

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**SECRETARY OF STATE  
STATE OF IDAHO**

**ARTICLES OF RESTATEMENT**

**OF**

**MOSCOW FOOD CO-OP, INC.**

(formerly Moscow Food Coop, Inc.)

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned nonprofit cooperative corporation hereby amends and restates its articles of incorporation, which replaces and supersedes all prior articles of incorporation and amendments thereto in their entirety, to read as follows:

Article 1: The name of the corporation shall be Moscow Food Co-op, Inc.

Article 2: The purposes for which the corporation is organized are to acquire and distribute food and related consumer goods and services for the primary and mutual benefit of its members as ultimate consumers and to engage in other lawful activities. The corporation shall be operated exclusively on a cooperative and nonprofit basis.

Article 3: The street address of the registered office is 121 East 5<sup>th</sup> Street in Moscow, Idaho 83843, and the registered agent at such address is Kenna Eaton.

Article 4: The corporation shall have members.

Article 5: Pursuant to section 30-3-17 (5), Idaho Code, the aggregate number of shares which the corporation shall have authority to issue or reissue is two hundred fifty thousand (250,000) shares of common stock with no par value. Shares shall be issued only to persons eligible for and admitted to membership under provisions set forth in the bylaws of the corporation. The voting rights of such shares shall consist only of the participation rights accorded members on a one-member-one vote basis under the bylaws of the corporation. Shares shall be subject to assessment for the reasonable capital needs of the corporation under provisions set forth in the bylaws of the corporation. Shares shall be entitled to no dividends or other monetary return on contributed capital, shall be nontransferable except to the corporation, and may not be pledged or hypothecated.

Article 6: Pursuant to section 6-1605, Idaho Code, directors, officers, and volunteers of the corporation shall be personally immune from civil liability to the maximum extent provided in such section or the corresponding provisions of any subsequently enacted law.

Article 7: The realized net earnings of the corporation for each fiscal year, to the extent attributable to the patronage of members, shall, in accordance with the corporation's bylaws, be apportioned among members on the basis of their patronage and distributed at such a time and in such a manner as to constitute patronage dividends within the meaning of federal income tax law.

Article 8: Upon 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 any deferred patronage dividends 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

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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 among current and former members in proportion to their patronage during the five years immediately preceding the date of dissolution or as otherwise determined by members.

Article 9: The board of directors is authorized to make necessary changes to these articles of restatement required by the Idaho Secretary of State for filing.

The foregoing restatement includes amendments other than those described in section 30-3-90, Idaho Code, and was therefore adopted by members. The date of the adoption of the amendments was 9-26-2010. The number of members entitled to vote was 665. The number of members that voted for the amendments was 280. The number of members that voted against the amendments was 1.

Moscow Food Co-op, Inc.

By: William Beck

William Beck  
President of the Board of Directors

Attested by: Kimberly Vincent

Kimberly Vincent  
Secretary of the Board of Directors