



FREE RANGE FOOD CO-OP ARTICLES OF INCORPORATION

Article I Purpose

The purpose of FRFC is engage in a marketing and mercantile business to provide members and patrons on a cooperative basis various products and services. FRFC will strive to establish relationships with local, regional and national farmers and producers of organic, sustainably, and environmentally sustainably produced foods and goods. As specified in the Bylaws or by the Board of Directors, FRFC will use the democratic values, ethics and principles known internationally as the Seven Principles of Cooperation as the foundation of decision-making.

The general nature of FRFC's business shall be to purchase, sell, store, acquire, transport, and otherwise deal in food, clothing, supplies, goods, wares, merchandise of all kinds and services that members and patrons desire, and engage in any activity connected with or related to any of such purposes. For these purposes FRFC will have the power to:

- (a) Borrow money from its members and others upon adequate security, to issue bonds, debentures, notes and other obligations to secure the same by pledge, mortgage or trust deed on any property of FRFC; draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, warehouse receipts, certificates and other obligations and negotiable or transferable instruments for any purpose deemed necessary to further the objects for which FRFC is formed.
- (b) Acquire, purchase, hold, lease, encumber, sell, exchange and convey such real estate, buildings, and personal property as FRFC business may require.
- (c) Purchase, sell, transfer and own capital stock, bonds and obligations of other corporations.
- (d) Join with other cooperative corporations or associations to form district, state, national or international purchasing, marketing, and service organizations; and to purchase, acquire, and hold capital stock notes, bonds and other obligations of such organization.
- (e) Do and perform every act and thing necessary and proper to the conduct of FRFC business for the accomplishment of the purposes set forth herein or permitted by the laws of Minnesota applicable to FRFC, and to have and exercise all of the powers conferred upon FRFC by the laws of Minnesota under which it was organized and acts amendatory thereof and supplemental thereto.

Article II Place of Business

The principal place of FRFC business shall be in the City of Grand Rapids, County of Itasca, and State of Minnesota. Branch offices or stores may be located elsewhere.

Article III Duration

The period of continuance of FRFC shall be perpetual.

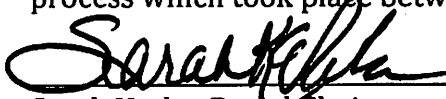
Article IV Dissolution; Amendments

Section 1. FRFC may be dissolved as provided by law and the Bylaws.

Section 2. These Articles of Incorporation may be amended as provided by law.

CERTIFICATE OF ADOPTION

I certify that as Chair of the Board of Directors of Free Range Food Co-op, the foregoing fully restated articles of incorporation were approved by a majority of the directors at a board meeting on November 19, 2018 where a quorum was present. Following an initial summary notice on October 15, 2018, the restated articles were duly adopted by the cooperative following notice provided at the annual meeting on November 14, 2018 where a quorum was present, followed by an electronic mailing of the restated articles to all members on December 12, 2018. The restated articles were approved by a majority of members voting through an electronic mail voting process which took place between December 12 and December 19, 2018.


Sarah Verke, Board Chair

1/4/2019
Date