

NORDLAND GENERAL STORE COOPERATIVE

ARTICLES OF INCORPORATION

The undersigned, natural persons who are each twenty-one (21) years or older, for the purpose of forming a cooperative association in accordance with Chapter 23.86 of the Revised Code of Washington, under the laws of the State of Washington,

Article 1. Name

The name of this Corporation is Nordland General Store Cooperative.

Article 2. Purpose

The nature of the Cooperative's business and the objects and purposes for which it is organized are to engage in any cooperative activity for the mutual benefit of its members, including but not limited to the marketing, operation, and financing of a grocery store.

Article 3. Cooperative's Powers

The Cooperative shall have all the powers permitted and granted to cooperative corporations organized under the standard Cooperative Association Act of the State of Washington, it being intended to embrace all of the powers enumerated therein.

Article 4. Term

The Cooperative's term shall be perpetual.

Article 5. Principal Office

The Cooperative's principal office shall be located at 7180 Flagler Road, Nordland, WA 98358, but the Cooperative may establish other places of business from time to time.

Article 6. Registered Office and Registered Agent

The Cooperative's registered office is located at 7180 Flagler Road, Nordland, WA 98358.

Patricia Buckland is the Cooperative's designated agent at that address.

Article 7. Directors

The Cooperative’s business shall be managed and controlled by a Board consisting of no fewer than five (5) directors. The names and addresses of the persons now constituting the Board of Directors, who shall serve until their successors are duly elected, are:

Name	Term	Address
Barcy Fisher	Three Years	[REDACTED]
Patricia Buckland	Three Years	[REDACTED]
Brian Waldera	Three Years	[REDACTED]
James Nuerenberg	Two Years	[REDACTED]
Jacob Nachel	Two Years	[REDACTED]
Tina Podlodowski	Two Years	[REDACTED]
Linda Secord	One Year	[REDACTED]
Carol Gonnella	One Year	[REDACTED]
John Gonnella	One Year	[REDACTED]

Article 8. Capital Stock

- a. The Cooperative shall have two classes of capital stock, common and preferred, all of which shall be issued in the manner provided in the Cooperative's Bylaws and these Articles.
- b. Common stock shall be held by any person over the age of 18 who makes a required investment to obtain the stock. Joint ownership of a share of common stock shall only be allowed pursuant to the Cooperative's Bylaws. Common stock shall have a par value of \$1.00. Common stock shall be voting stock, shall not bear dividends except as determined in the sole discretion of the Board of Directors, and shall not be transferable. No stockholder shall own or hold more than one (1) share of the Cooperative's common stock at any time and shall have only one vote. The Cooperative shall issue 10,000 shares of common stock. The Cooperative may admit new members to hold common stock at any time, as decided by the Board of Directors.
- c. Preferred stock shall be held by any person over the age of 18 who makes the required investment to obtain the stock. Preferred stock shall not carry voting rights. Preferred stock shall have a par value of \$1.00. It shall bear noncumulative dividends not to exceed eight percent (8%) per annum of the consideration for which the stock was issued, if, as, and when the Board of Directors declares such dividends. The holders of the preferred stock shall have no preference as to dividends. The Cooperative shall issue 10,000 shares of preferred stock. A shareholder may hold any number of shares of preferred stock and the Board of Directors may terminate the opportunity to purchase preferred stock at any time.
- d. If the Cooperative is liquidated, its assets shall be applied first to payments of all expenses of liquidation and payment of the cooperative's obligations, then to unpaid dividends of preferred shares, then to the holders of preferred stock, pro-rata, up to the share price paid of said stock. Remaining assets of the Cooperative, if any, shall then be equally distributed to the holders of the common stock.
- e. No shareholder shall have a right to redeem their shares, except if such shares are redeemed or retired by action of the Board of Directors. In such event, the preferred stock shall be paid for in cash at share price paid plus any unpaid accumulated dividends. The preferred stock shall not bear dividends after the date fixed for its redemption or retirement. Notwithstanding the foregoing, the Board of Directors, in its discretion, may retire or redeem any of the shares of the preferred capital stock of the Corporation held by the heirs, executor, or administrator of a deceased shareholder upon approval of their application therefor.

Article 9. Liability Limitation

- a. **Member Liability.** No member shall be liable for debts, obligations, or liabilities of the Cooperative except for debts lawfully contracted between a member and the Cooperative.
- b. **Director and Officer Liability.** All members of the Board of Directors of the Cooperative are not individually liable for debts, obligations, or liabilities of the Cooperative except for such acts and/or omissions that involve intentional misconduct as described in RCW 23.86.050.

Article 10. Patronage Refunds

The Cooperative shall be operated for the mutual benefit of its shareholders. There is no right to patronage refunds or distributions unless the Board shall decide, after reserving all profits needed for capital or to establish reasonable reserves for the proper operation of the Cooperative’s business, that any excess may be distributed in the manner provided in the Cooperative’s Bylaws, RCW 23.86.160 and RCW23.86.170.

Article 11. Amendment

These Articles of Incorporation may be altered or amended by a majority vote of the members holding common stock pursuant to RCW 23.86.090.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of the Cooperative this 7th day of November 2023.

Barcy Fisher

Barcy Fisher, Organizer



CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to serve as registered agent for the Nordland General Store Cooperative in the State of Washington.

Dated this 7th day of November, 2023.

Patricia Buckland, Registered Agent

