

N-61870  
(NO1870-0)

ARTICLES OF RESTATEMENT

OF

HUNGER MOUNTAIN COOPERATIVE, INC.

Hunger Mountain Cooperative, Inc., being a consumers' cooperative association organized and existing under the Cooperative Marketing Act (V.S.A., Title 11, Chapter 7, Subchapter 2), for the purpose of changing its name and otherwise amending and restating its Articles of Incorporation, hereby adopts the following Articles:

ARTICLE I: Name of Corporation

Section 1. The name of this corporation shall be Hunger Mountain Cooperative.

ARTICLE II: Purposes and Powers

Section 1. The purposes for which this corporation is formed are as follows:

- To create and sustain a community-based nonprofit consumers' cooperative;
- To make available wholesome natural foods, ecologically-sound goods, and other services to its members and others;
- To support and encourage local growers of fresh organic produce and other small-scale local enterprises that are compatible with its purposes;
- To educate its members, staff, organizations with which it does business, and the local community about good health and environmentally-sound practices; and
- To provide a resource and model for cooperative principles and practices, and to operate in a manner that is consistent with the sustainable economic vitality of its community.

Section 2. This corporation shall have all the powers enumerated in section 994 of Title 11 of the Vermont Statutes Annotated, and all other powers, rights, privileges and immunities granted under the laws of the State of Vermont.

ARTICLE III: Place of Business

Section 1. The place where the principal business of the corporation will be transacted is the City of Montpelier, County of Washington, State of Vermont.

ARTICLE IV: Membership

Section 1. Each member holding a membership certificate shall have one vote only in all meetings of members. Such vote shall be exercised in person and no member may vote by proxy.

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provided, however, that if a member be other than a natural person, such member may be represented by any individual, associate, officer, manager, or member thereof duly authorized to vote.

Section 2. The interest of all members of the corporation in the management and property of the corporation shall be equal. Every new member shall have rights equal in all respects with pre-existing members.

#### ARTICLE V: Duration and Dissolution

Section 1. This corporation shall have perpetual duration and perpetual succession in its corporate name, unless dissolved by a two-thirds vote of members at a duly called and convened meeting of members.

Section 2. Upon vote of dissolution as provided in Section 1 of this Article, the board of directors shall first pay all outstanding debts and obligations of the corporation; then, after all said debts and obligations have been satisfied, the board of directors shall distribute all remaining assets in a manner so as to further and enhance the activities and endeavors of any other cooperative enterprise as they in their sole discretion shall see fit.

#### ARTICLE VI: Directors, Officers and Resident Agent

Section 1. The names and addresses of the current directors of the corporation are:

John Bloch, 6 Winter St., Montpelier, VT 05602  
Carolyn Garfield, 9 Franklin St., Montpelier, VT 05602  
Bob Heald, P.O. Box 1285, Montpelier, VT 05601  
Robert Hubbard, 2A Heaton St., Montpelier, VT 05602  
Agathe McQuestion, 27 Loomis St., Montpelier, VT 05602  
Guido Mase', 435 Bartlett Hill Rd., Montpelier, VT 05602  
Avram Patt, 139 West Hill Rd., Worcester, VT 05682  
Justin Paull, P.O. Box 688, Montpelier, VT 05601  
John Potthast, P.O. Box 511, Montpelier, VT 05601  
~~John Sayles, 10 Parkside Dr., Montpelier, VT 05602~~  
Greg Wallace, 1047 Stancliff Rd., Montpelier, VT 05602  
David Zahn, RD Box 276, E. Calais, VT 05650

Section 2. The names and titles of the current officers of the corporation are:

John Potthast, P.O. Box 511, Montpelier, VT 05601  
(President)  
Avram Patt, 139 West Hill Rd., Worcester, VT 05682  
(Vice President)

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John Bloch, 6 Winter St, Montpelier, VT 05602  
(Treasurer)

Guido Mase', 435 Bartlett Hill Rd., Montpelier, VT 05602  
(Secretary)

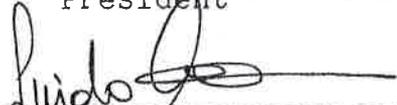
Section 3. The name and address of the current resident agent of the corporation is:

Dorothy Helling, Esq.  
29 E. State St.  
Montpelier, VT 05602-3011

We, the undersigned officers of the corporation, certify that the foregoing Amendments of Restatement were approved by two-thirds or more of the directors of the Cooperative at a meeting of the board of directors held on April 11<sup>th</sup>, 2001, and were adopted by a vote of two-thirds or more of the members present and voting at a duly called and convened membership meeting held on May 12<sup>th</sup>, 2001.

Dated: 6/4, 2001

  
Printed name: John Pothast  
President

  
Printed name: Guido Mase'  
Secretary

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