



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
of FAMINE FOODS CO-OP
(dba BLUFF COUNTRY CO-OP)**

Revised by majority vote at General Ownership Meeting in October 2019.

We the undersigned, acting for ourselves as individuals, do hereby associate for the purpose of organizing and incorporating a cooperative association under the provisions of Minnesota Statutes Chapter 308A, as amended; and to that end we do hereby adopt and sign the following revised Articles of Incorporation.

ARTICLE I – NAME, PLACE OF BUSINESS AND PURPOSE

Section 1. The name of this association shall be Famine Foods Co-op, doing business as Bluff Country Co-op (Herein referred to as the “Cooperative”), and its principal place of business shall be Winona, Minnesota.

Section 2. The purpose of the Cooperative shall be to provide the community that it serves with high quality food, housewares, hardware, and other essentials of life, on a cooperative basis. The Cooperative shall strive to conduct its affairs in a manner that honors the human spirit through respectful and compassionate treatment of all individuals, and honors this planet’s environment through learning and practicing cooperation.

ARTICLE II – DURATION

The duration of the Cooperative shall be perpetual.

ARTICLE III – CAPITAL STOCK

Section 1. The amount of capital stock of the Cooperative shall be ten thousand (10,000) shares of Class A voting Stock, two hundred forty thousand (240,000) shares of Class B non-voting Stock, and two million (2,000,000) shares of Class C Preferred Stock. Each share of Class A Stock and Class B Stock shall each have a par value of five dollars (\$5.00) per share. Class C Preferred Stock shall have a par value of five dollars (\$5.00) per share.

Section 2. Class A Voting Stock. Class A stock shall be issued only to individuals and legal entities who have been approved for ownership by the Board of Directors and who otherwise meet the requirements for ownership contained elsewhere in these Articles and Bylaws of the Cooperative.

In the event the Board of Directors of the Cooperative determines that any Class A Stock has come into the hands of any person or entity not currently eligible for ownership, the Cooperative shall have the right to call and retire such stock at its par value. After the call, the holder of such stock shall have no rights or privileges on account of such stock, or vote or voice in the management of the affairs of the Cooperative, other than the right to participate in the distribution of assets of the Cooperative in accordance with the law on the case of dissolution. No dividends shall be paid on Class A Stock.

Section 3. Class B Non-voting Stock. Class B Stock may be issued for cash in payment of patronage dividends, or in exchange for outstanding Class A Stock, under conditions determined by the Board of Directors. The holders of such stock shall have no rights or privileges on account of such stock, or vote or voice in the management of the affairs of the Cooperative, other than the right to participate in the distribution of assets of the Cooperative in accordance with the law in the case of dissolution. No dividends shall be paid on Class B Stock.

Section 4. Class C Preferred Stock. The Class C Preferred Stock may be issued to holders of Class A Stock and shall have no voting power. The rate of dividends, if any, shall be determined at the time of issue by the Board of Directors. Dividends shall not be in excess of eight percent (8%) per annum and shall not be cumulative. In the event of liquidation or dissolution of the Cooperative, the holders of these shares shall be paid the origin value and any current dividends on these shares before any payment is made to Class A or Class B stockholders.

Section 5. Voting. Only holders of Class A Stock shall be entitled to vote and each holder of Class A Stock shall be entitled to only one vote regardless of the number of shares of such stock held. Voting by proxy shall be prohibited, except that the spouse of an owner may vote on behalf of the owner as allowed by law.

Section 6. Transferability. Stock shall only be transferred as provided in the Bylaws. Shares of stock are transferable only with the approval of the board.

Section 7. Stock Redemption. When it is determined by the Board of Directors that the Cooperative has sufficient working capital and assets, Class B or Class C Stock may be called for payment at par.

ARTICLE IV – MANAGEMENT

Section 1. The control of policies of the Cooperative shall be in the Board of Directors.

Section 2. The governance of the Cooperative shall be vested in a board of not less than five owners, the exact number to be stated in the Bylaws. All members of the Board of Directors shall be duly elected or appointed representatives of owners of the Cooperative. Members of the Board of Directors shall be elected at the annual meeting

by owners of the Cooperative, for such terms and in such manner as prescribed in the Bylaws.

Section 3. Vacancies in the Board of Directors may be filled according to procedures provided in the Bylaws.

Section 4. Duty of Care. A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the cooperative, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director of the cooperative. A director may be liable to the cooperative association or its members for monetary damages for breach of fiduciary duty in the following circumstances:

- a. for a breach of the director's loyalty to the cooperative association of its members.
- b. for acts or omissions not in good faith, or that involve intentional misconduct or a knowing violation of law;
- c. for a transaction from which the director derived an improper personal benefit; or
- d. for an act or omission occurring prior to the date the amended articles were adopted.

ARTICLE V – OFFICERS

The officers of this Cooperative shall be a president, vice-president, a secretary and a treasurer, who shall be elected in the manner provided in the board policy. The offices of the secretary and treasurer may be combined, and when so combined shall be termed "secretary-treasurer".

ARTICLE VI – PATRONAGE DIVIDENDS

Section 1. All or any part of the patronage dividend declared by the Cooperative at any time may be paid in cash, Class B Stock by allocating equity reserves, or other form in such combination and manner as determined by the Board of Directors.

Section 2. All of the annual net income from owner patronage shall belong to its owners and shall be allocated to them on the basis of patronage and as provided in the Bylaws.

ARTICLE VII – AMENDMENTS

Section 1. These articles of incorporation of this Cooperative can be amended as provided by law.

Section 2. The Bylaws of this Cooperative can be amended as provided by law. These amended and restated Articles of Incorporation of Famine Foods Co-op, Inc. were approved by the ownership at the October 27, 2019 annual ownership meeting. This

meeting was posted and called properly. A quorum was noted at this meeting and the amendments were discussed and approved.