

Takoma Park – Silver Spring Cooperative, Incorporated

ARTICLES OF INCORPORATION

FIRST: The undersigned

1. Andy Andryshak
2. Robert Schroeder
3. Gordon Ted Baxter
4. Amy de Boinville
5. Aurora Zappolo

whose post office addresses are

1. 10 Ingraham St., NW, Washington, DC 20011
2. 7321 Willow Ave., Takoma Park, MD 20012
3. 314 Ethan Allen Ave., Takoma Park, Md 20012
4. 101 E. Franklin Ave., Silver Spring, MD 20901
5. 818 Philadelphia Ave., Silver Spring, MD 20910

respectively, each, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Takoma Park-Silver Spring Cooperative, Incorporated.

THIRD: The Purposes for which the Corporation is formed is as follows:

By establishing the Cooperative, we hope to offer an alternative food distribution center that's responsive to human and community needs.

We believe that all of the people of our community should have the opportunity to obtain wholesome food. We believe in sound ecological practices in all phases of our service to the community.

We believe that a healthy community shares its resources and problems with all its members for mutual support and human growth, thus providing a meaningful and distinct identity for its members.

We further believe that work should be meaningful, fairly compensated and fairly shared.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 201 Ethan Allen Ave., Takoma Park, MD 20912. Said resident agent is a citizen of Maryland and actually resides therein. The name and post office address of the resident agent of the Corporation in Maryland is Mike Houston 201 Ethan Allen Ave., Takoma Park, MD 20912.

FIFTH: The Corporation shall not be authorized to issue voting capital stock. The Corporation shall be authorized to issue 10,000 shares of non-voting preferred stock in an amount and at a par value of \$100 per share, for an aggregate par value of \$1,000,000. Such stock shall be non-transferable and shall not entitle the owner to any rights to the assets, revenues, or surplus of the Corporation either during the operation of the business or upon dissolution. Such stock shall be redeemable by the Corporation at any time at the book value of the stock.

SIXTH: The membership of the Corporation shall be composed of persons who comply with the eligibility requirements and duties of membership specified in the Bylaws.

SEVENTH: The number of directors of the Corporation shall be five, which number may be increased or decreased pursuant to the bylaws of the Corporation. The names of the directors who shall act until the first meeting, or until their successors are duly chosen and qualified, are

1. Andy Andryshak
2. Robert Schroeder
3. Gordon Ted Baxter
4. Amy de Boinville
5. Aurora Zappolo

EIGHTH: Upon dissolution, the Cooperative's assets shall be distributed in the following manner and order: (a) by paying its debts and expenses; (b) by returning to the members their membership capital, allocated equity, and/or the lesser of the par value or book value of their shares; and (c) by distributing any surplus as a gift to another cooperative or to a nonprofit, tax-exempt organization.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: Amendments to these articles of incorporation may be proposed by petition of 10 percent of members (with such petition containing the signature and member number of each petitioning member) or by a two-thirds vote of the Corporation's Board of Representatives. Amending the articles of incorporation is a two step process. The proposed amendment(s) must first be discussed at a membership meeting. After considering the members' comments at the meeting, the Board will finalize the proposed amendments and then a written ballot containing the proposed amendment(s) shall be sent to all members. Notice of the meeting to consider such proposed amendment(s) shall be sent by the secretary at least 30 days before the meeting to each member at the member's last known address, accompanied by the full text of the proposal and by that part of the articles to be amended. Two-thirds of the members voting may adopt that amendment. The power to amend the articles of incorporation is reserved to the members.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on this 6th day of August 1980.

Witness:

Andy Andryshak

Amy de Boinville

Robert Schroeder

Aurora Zappolo

Gordon Ted Baxter