

**Amended Articles of Incorporation**  
**Raymond Avenue Cooperative at Hampden, Inc.,**  
St. Paul, Minnesota  
Approved by the Membership June 10, 1993

**Article I. (NAME)**

The name of this association shall be  
Raymond Avenue Cooperative at Hampden, Inc.

**Article II. (PURPOSES)**

The purpose of the association shall be to engage in a mercantile and marketing business to supply and furnish to its members and patrons on a cooperative basis such food, supplies, household and garden supplies, goods, wares and merchandise as they may require. In order to accomplish this goal, the association shall buy, sell, market, store, warehouse, acquire, transport, distribute, process, produce and otherwise engage in any activity connected with or related to its purposes. The association shall deal on a cooperative basis and provide such goods and services to its members at the lowest possible cost.

For these purposes it shall have power to:

(a) Borrow money from its members and others upon adequate security; to issue bonds, debentures, notes and other obligations and to secure the same by pledge, mortgage or trust deed on any property of the association; to 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 the association is formed.

(b) Acquire, purchase, hold, lease, encumber, sell, exchange and convey such real estate, buildings and personal property as the business of the association shall require.

(c) Purchase, sell transfer and own capital stock, bonds, and obligations of other corporations.

(d) Join with other 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 obligation of such organizations.

(e) Do and perform every act and thing necessary and proper to the conduct of its business for the accomplishment of the purposes set forth herein or permitted by the laws of Minnesota applicable to the association, and to have and exercise all of the powers conferred upon the association by the laws of Minnesota under which it was organized, and acts amendatory thereof and supplemental thereto.

**Article III. (REGISTERED OFFICE)**

The registered office of the association shall be 928 Raymond Avenue, St. Paul, MN, 55114.

**Article IV. (DURATION)**

The period of the continuance of this association shall be perpetual.

**Article V. (CAPITAL)**

**Section 1.** The amount of the authorized capital stock of the association shall be One Million Nine Hundred Thousand Dollars (\$1,900,000) and shall be divided into Ten Thousand (10,000) shares of Class A stock of the par value of Thirty Dollars (\$30.00) each and One Hundred Thousand Shares (100,000) shares of Class B stock of the par value of Fifteen Dollars (\$15.00) each, and One Thousand (1,000) shares of Class C stock at the par value of One Hundred dollars (\$100.00) each.

-Article V Section 1 amended by Membership Vote  
- April 1997 Board Meeting.

~~Section 1. The amount of the authorized capital stock of the association shall be Two Hundred Fifteen Thousand Dollars (\$215,000.00) and shall be divided into One Thousand (1000) shares of Class A stock of the par value of Thirty Dollars (\$30.00) each, and Ten Thousand Shares (10,000) shares of Class B stock of the par value of Fifteen Dollars (\$15.00) each, and Three Hundred Fifty (350) shares of Class C stock at the par value of One Hundred dollars (\$100.00) each.~~

[Striked text denotes article as originally written.]

**Section 2.** Class A stock may be issued for cash to a patron to qualify him, her or it as a member if he, she or it is eligible therefore. Class A stock may also be issued in payment of patronage refunds. Only Class A stockholders shall be deemed to be members of this association. Ownership of Class A stock shall entitle the holder to voting power in the association, and each holder of Class A stock shall be entitled to only one vote regardless of the number of shares owned. Voting by proxy shall not be permitted. No dividends shall be paid on the outstanding Class A stock of the association.

**Section 3.** Nonvoting Class B stock may be issued in payment of patronage refunds or in exchange for outstanding Class A stock to any person, firm or corporation not eligible for membership in the association. Class B stock shall have no voting power and no dividend shall be paid thereon.

**Section 4.** Class C stock may be issued to holders of Class A stock. Class C stock shall have no voting power. Dividends may be paid on Class C stock at the discretion of the board of Directors not to exceed eight percent (8%) per annum. Dividends, if declared, shall not be cumulative.

**Section 5.** No share of stock shall be issued for less than its par value, nor until the same has been paid for in cash or its equivalent, and shall be paid at such time and in such manner as the directors of the association shall direct. The association may commence business whenever ten percent (10%) of the authorized capital stock has been subscribed and paid in. The association shall have a prior lien, with the usual right of ordinary liens for enforcement, upon all outstanding stock for any indebtedness due it. No stock shall be sold or transferred except back to the association with the consent and approval of the Board of Directors. Capital stock shall be subject to redemption as provided by law in the manner as the bylaws prescribe. The capital stock of this association shall be non-assessable.

**Section 6.** When it is determined by the association that it has sufficient working capital, Class B stock maybe called for payment at par. Such stock may be called for payment in chronological order with reference to date of issue, in which case all of such stock issued in a given fiscal year shall, as nearly as practicable, be called at the same time; or such stock may be called on the basis of a percentage of all said stock outstanding, in which case the same percentage of said stock held by each holder shall be called at the same time, without regard to the date of issue; provided always that at the time of calling Class B stock for repayment the total amount of such Class B stock remaining outstanding *after* deduction of the amount called, plus the permanent surplus of the association and Class A stock shall at least equal the total liabilities of the association exclusive of such Class B stock then outstanding. Class C stock shall be redeemable at par as provided by the Board of Directors.

**Section 7.** In case of dissolution or liquidation of the association, there shall be a preference for the holders of Class C stock.

#### **Article VI. (ALLOCATION TO PATRONS)**

**Section 1.** All or any part of the patronage refund declared by the association at any time may be paid in Class B stock, by allocated equity reserve or by the issuance of any other media determined by the Board of Directors.

**Section 2.** All of the annual members' net *overpayment* (net income from member patronage),

including patronage refunds received by this association from other cooperative associations, available for distribution, shall belong to its members and shall be allocated to them on the basis of patronage as provided in the bylaws.

**Section 3.** In the event of liquidation or dissolution of the association, any funds or other property of any other kind which were received by the association with restrictions or other restraints on its alienation shall be segregated and disposed of in accordance with the terms of the restrictions contained in the documents transferring the funds property. Debts and liabilities shall then be paid according to their respective priorities. Holders of capital stock shall then be paid the par value of their shares in the order of priority herein specified. Any remaining assets shall be contributed to an association doing business on a cooperative basis or to a non-profit corporation which is exempt from income taxes under Section 501 of the Internal Revenue Code as the Board of Directors or Trustees of the association shall determine. Notice of the dissolution shall be provided to the Attorney General of Minnesota as provided in Minn. Stat. 317A.811.

#### **Article VII. (DIRECTORS, MEETINGS)**

**Section 1.** The governance of this association and the management of its affairs shall be vested in a Board of Directors, which shall be elected by ballot by the members of the association from their own number at the annual meeting. The size of the Board of Directors and the terms of its members shall be prescribed by the bylaws.

**Section 2.** Vacancies in the Board of Directors, except in cases of removal by the membership may be filled by the remaining members of the Board of Directors, the person or persons so appointed to hold office until the next annual meeting of the members and until their successors have been elected and qualified.

**Section 3.** A director is not personally liable to the cooperative association or its members for monetary damages for breach of fiduciary duty except in the following circumstances:

(a) for a breach of the director's duty of loyalty to the association or its members;

(b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;

(c) for a transaction from which the director derived an improper personal benefit.

**Section 4.** The Board of Directors consists of the following individuals:

Susan Amacher  
1026 Oxford St., St. Paul, MN 55103

Gjerry Berquist  
2137 Marshall Ave., St. Paul, MN 55104

Helen DuFault  
1836 Ryan Ave W., St. Paul, MN 55113

Larry Etkin  
3400 Pleasant Ave S., Mpls, MN 55408

Rick Fournier  
912-18th Ave. SE., Mpls, MN 55414

David Krall  
1131 Argyle St., St. Paul, MN 55103

Sandra Murphy  
135 Arthur Ave. SE., Mpls, MN 55414

**Section 5.** The annual meeting of the members of the association shall be held in the territory served by this association after the close of the fiscal year, on such date and time and in such place as the Board of Directors shall select.

#### **Article VIII (OFFICERS)**

The officers of this association shall be a president, a vice president, a secretary and a treasurer who shall be elected annually by and from the directors.

#### **Article IX. (DISSOLUTION, AMENDMENTS)**

**Section 1.** This association maybe dissolved in the manner as provided by law.

**Section 2.** These articles of incorporation may be amended as provided by law.

