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AMENDED ARTICLES OF INCORPORATION
OF
TIDAL CREEK COOPERATIVE FOOD MARKET, INC.

A Cooperative Corporation under Chapter 54 of the General Statutes of North Carolina

ARTICLE I: NAME

The name of this Cooperative Corporation is Tidal Creek Cooperative Food Market, Inc.

ARTICLE II: DURATION

The duration of this Cooperative Corporation shall be perpetual.

ARTICLE III: PURPOSE

This Cooperative Corporation is formed for the following purposes:

1. To engage in the business of buying, selling and distributing quality consumer/ agricultural products, and;
2. To engage in any other lawful act or activity which a Cooperative Corporation may perform under Chapter 54 of the General Statutes of North Carolina.

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Cooperative Corporation shall be Wilmington, North Carolina.

ARTICLE V: MEMBERSHIP AND CAPITAL STOCK

Section 1. The authorized capital stock of this Cooperative Corporation shall consist of 100,000 shares divided into;

- A. 10,000 shares of common stock having no par value (called Worker Stock);
- B. 30,000 shares of common stock having no par value (called Consumer Stock);
- C. 60,000 shares of preferred stock having no par value (called Capital Stock).

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Section 2. The Worker Stock of this Cooperative Corporation may be purchased, owned, and/or held only by employees of the Cooperative Corporation. Workers are entitled to all the rights and privileges of worker ownership when they have purchased with cash, or with cash and a promissory note, one share of the Worker Stock of the Cooperative Corporation and when they have met any further conditions specified in the By-laws of the Cooperative Corporation. Each worker may own no more than one share of the Worker Stock which will entitle its holder to vote in any meeting of the Cooperative Corporation according to provisions specified in the By-laws of the Cooperative Corporation and to patronage dividends as determined by the Board of Directors. A certificate of Worker Stock shall be issued to a worker only after the share is fully paid for.

Section 3. The Consumer Stock of the Cooperative Corporation may be purchased, owned and/or held only by consumers of the Cooperative Corporation. Consumers are entitled to all rights and privileges of consumer ownership when they have purchased one share of the Consumer Stock of the Cooperative Corporation and when they have met the any further condition specified in the By-laws of the Cooperative Corporation. Each consumer may own no more than one share of Consumer Stock which will entitle its owner to vote in any meeting of the Cooperative Corporation according to provisions specified in the By-laws of the Cooperative Corporation and to patronage dividends as determined by the Board of Directors. A certificate of Consumer Stock shall be issued to a consumer only after the share is fully paid for.

Section 4. The preferred Capital Stock of the Cooperative Corporation may be owned and held by any North Carolina resident, shall carry no voting rights, and may be transferred only on the books of the Cooperative Corporation. The Board of Directors is granted authority to authorize the issue of one or more series of preferred Capital Stock with terms, conditions, and price of shares as specified in the Board resolution authorizing such issuance.

Section 5. Any proposed action on which North Carolina law requires that holders of non-voting stock be allowed to vote must be approved by the holders within each class of outstanding stock before such action shall become effective.

Sections 6 No shareholder of the Cooperative Corporation shall own shares of a greater aggregate par value than 20 percent of the paid-in capital stock, except as provided by the By-laws of the Cooperative Corporation.

ARTICLE VI: NO PREEMPTIVE RIGHTS

No stockholder shall have preemptive rights to purchase shares of stock being issued by the Cooperative Corporation.

ARTICLE VII: MINIMUM CAPITALIZATION

The minimum amount of consideration to be received by the Cooperative Corporation for its shares before it shall commence business is \$1.00 in cash or property of equivalent value.

ARTICLE VIII: NO PERSONAL LIABILITY

No incorporator or shareholder shall be responsible for or personally liable for any debts or obligations of the Cooperative Corporation.

ARTICLE IX: REGISTERED OFFICE AND AGENT

The registered office address of the Cooperative Corporation is 4406 Wrightsville Avenue, Wilmington, New Hanover County, North Carolina 28403 and the registered agent at that address is Sally Cobb.

ARTICLE X: DIRECTORS

The business and affairs of the Cooperative Corporation shall be managed by a Board of Directors of not less than five persons who are holders of common stock in the Cooperative Corporation. The nomination and election of Board members shall be as provided in the Cooperative Corporation By-laws. The names and addresses of the members of the Board of Directors are:

Irving Fogler
4926 Marlin Court
Wilmington NC 28403

Dan Bell
950 General Whiting Blvd.
Kure Beach NC 28449

Don Bushman
5310 Clear Run Drive
Wilmington NC 28403

Karen Dixon
519 Seaview Road
Wilmington NC 28409

Linda Grattafiori
210 Yorktown Drive
Wilmington NC 28401

Jan Meads
1705 Field View Road
Wilmington NC 28411

Betty Newkirk
3732 Winston Blvd.
Wilmington NC 28403

Tanner Postma
318 N. 23rd Street
Wilmington NC 28405

Gale Tolan
2024 Creecy Ave.
Wilmington NC 28403

ARTICLE XI: AMENDMENT

The Articles of Incorporation may be amended by a majority vote of all eligible members of the Cooperative Corporation at any regular membership meeting or at any special membership meeting called for the specific purpose of amending the Articles of Incorporation.

ARTICLE XII: INCORPORATORS

The names and addresses of the incorporators are:

Jay Hockenberry, 118 Princess Street, Wilmington, NC

IN TESTIMONY WHEREOF, I have hereunto set our hands, on the dates set forth below.

DATE

Dan Bell

Don Bushman

Karen Dixon

Linda Grattafiori

Jan Meads

Betty Newkirk

Tanner Postma

Gale Tolan

Irving Fogler, President
Board of Directors

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

This is to certify that on the _____ day of _____, 2003, personally appeared before me Irving Fogler who, I am satisfied, is the person who executed the foregoing Amended Articles of Incorporation, and he stated that he voluntarily signed the same for the uses and purposes therein expressed.

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In witness whereof, I have hereunto set my hand and official seal this _____ day of
_____ 2003.

Notary Public

My commission expires: _____