

ARTICLES OF INCORPORATION - COOPERATIVE

Executed by the undersigned for the purpose of forming a Wisconsin Cooperative under Chapter 185 of the Wisconsin Statutes.

ARTICLE 1 - NAME

The name of the cooperative shall be Whitewater Grocery Cooperative.

ARTICLE 2 - PERIOD OF EXISTENCE

The period of existence of the cooperative shall be perpetual.

ARTICLE 3 - PURPOSES

The cooperative is organized to engage in any lawful activity within the purposes for which a cooperative association may be organized under Chapter 185 of the Wisconsin Statutes.

ARTICLE 4 - ADDRESS

The address of the cooperative's principal office in Wisconsin is: 156 N Fremont Street, P.O. Box 25, Whitewater, WI 53190

ARTICLE 5 - BOARD OF DIRECTORS

The number of directors constituting the board of directors shall be fixed by bylaw.

ARTICLE 6 - CLASSES OF MEMBERS

The classes of members are all of a single class.

ARTICLE 7 - ORGANIZATION WITH STOCK

The cooperative is organized with capital stock.

ARTICLE 8 - AUTHORIZED STOCK

The cooperative is authorized to issue 500 shares of capital stock of the following description:

Class A: (membership voting shares) 500 shares at \$150.00 par value

The preferences, limitations, designation, and relative rights of each class of stock are as follows:

Class A - Class A stock shall be the membership stock of the cooperative. Class A stock shall be issued only to a person eligible to become a member of the cooperative as prescribed by the Articles and the cooperative's Bylaws. Each member shall hold only one share of Class A stock and each eligible holder shall be entitled to one vote in any meeting of the stockholders. No dividends shall be paid on Class A stock. The Bylaws of this cooperative may specify that a holder of Class A stock may cease to be an eligible member by violation of conditions of membership as specified by the Bylaws. Class A stock is non-refundable stock.

ARTICLE 9 - LIQUIDATION BASIS

The basis of distribution of assets upon dissolution, voluntary or involuntary, shall be provided by law, except as may be set forth in these Articles or the Bylaws of this cooperative in any provision not prohibited by law.

ARTICLE 10 - CHANGES TO BASIS

These articles of incorporation may be amended to change the foregoing basis for distribution of assets upon liquidation of the cooperative.

ARTICLE 11 - INCORPORATORS

Executed on April 4, 2017, by the undersigned incorporators, who will act as the temporary board of directors: (At least 5 are required) NOTE: *Sign this document before a Notary Public.*

INCORPORATOR's name and business address:

Signature:

I) Brienne Diebolt-Brown
156 N. Fremont
Whitewater, WI 53190

I) 

II) Anne Hartwick
178 N. Franklin
Whitewater, WI 53190

II) 

III) Lacey Reichwald
11727 County Road N
Whitewater, WI 53190

III) 

IV) Dustin Reichwald
11727 County Road N
Whitewater, WI 53190

IV) 

V) Joanna M. Marr Baker
806 W. Peck Street
Whitewater, WI 53190

V) 

VI) Jennifer A. Crone
1590 Wildwood Rd.
Whitewater, WI 53190

VI) 

This document was drafted by Jennifer A. Crone.

State of Wisconsin

County of Walworth

Personally came before me on 04-04-2017 (date), the aforementioned incorporators

I) Brienne Diebolt-Brown

II) Anne Hartwick

III) Lacey Reichwald

IV) Dustin Reichwald

V) Joanna M. Marr Baker

VI) Jennifer A. Crone

to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

+ *Jane Wegner* +
 +
+ J +

Jane Wegner
(Signature of Notary)

Jane Wegner
(Printed name of Notary)

(Seal impression)

My commission, issued by the State of Wisconsin expires on 03-21-2021.

Return Address

Whitewater Grocery Cooperative
156 N Fremont Street, P.O. Box 25
Whitewater, WI 53190

Phone Number During The Day

512-297-8928



Doc # 976104

Recorded

October 01, 2018 9:34 AM

DONNA R PRUESS
REGISTER OF DEEDS
WALWORTH COUNTY, WI
Fee Amount: \$30.00
Total Pages: 4

Document Number

Document Title

ARTICLES OF AMENDMENT
For

WHITEWATER GROCERY COOPERATIVE

Recording Area

Name and Return Address
WHITEWATER GROCERY COOPERATE
1221 INNOVATION DR, STE 118
WHITEWATER, WI 53190

Parcel Identification Number (PIN)

DFI/CORP/30
DOCUMENT
5/16

United States of America
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS



Greetings:

I do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department



DATE: September 24, 2018

David Duecker, Deputy Administrator
Department of Financial Institutions

BY:

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DO NOT STAPLE

FORM **204**

**ARTICLES OF AMENDMENT
COOPERATIVE**

Sec. 185.53 Wis. Stats.

A. The present name of the cooperative (prior to any change effected by this amendment) is:
Whitewater Grocery Cooperative

(Enter Corporate Name)

B. The cooperative's principal office or registered agent is in Walworth county, WI.

C. Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:
Revise Article 8 to read as follows:

ARTICLE 8 AUTHORIZED STOCK

The cooperative is authorized to issue 1000 shares of capital stock of the following description:
Class A: (membership voting shares) 1000 shares at \$150.00 par value

D. Amendment(s) adopted on September 12, 2018 (date) by the following vote:

Classes of Members	Number of Members with Voting Rights	Number voting	
		FOR	AGAINST
Class A	466	233	5

Whitewater Grocery Cooperative
1221 Innovation Drive, Suite 118
Whitewater, WI 53190

E. Executed on 9/14/18 (date)

Anne Hartwick
Secretary

J M Reichwald
President

This document was drafted by Jennifer Crone, Treasurer
(Name the individual who drafted the document)

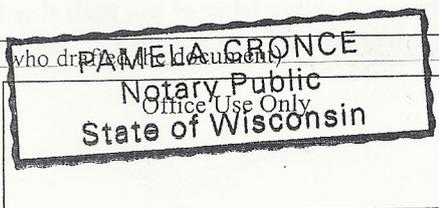
State of Wisconsin
County of Walworth

This instrument was acknowledged before me
on 9-14-18 by

DFI/CORP/204(04/18)

Anne Hartwick and

Jennifer Crone
NOTARY



Notary Expiration

04-24-22

ARTICLES OF AMENDMENT – COOPERATIVE

Whitewater Grocery Cooperative
1221 Innovation Drive, Suite 118
Whitewater, WI 53190

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day: 262-458-2006

INSTRUCTIONS (Ref. ss. 185.53, Wis. Stats. for document content)

Please use Black ink. Submit one signed, notarized copies to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together two separate checks, one for the **FILING FEE** and other for the county **RECORDING FEE** (see instructions below). Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, please visit www.wdfi.org/contact_us/ for current physical address). Both copies must bear original manual signatures. This form may be used to accomplish a filing required or permitted by statute to be made with the department.

FILING FEE - \$10.00. If the amendment increases the number of capital shares, provide an additional remittance of \$1.25 for each \$1,000 of newly-created shares. Make check payable to **Department of Financial Institutions**

RECORDING FEE - \$30.00. For reference to Register of Deeds fees, go to <http://www.wrdaonline.org/>. Make check payable to **Register of Deeds**, but submit the check to the Department of Financial Institutions with the document. The department will forward the check and a copy of the filed document to the Register of Deeds for recording.

- A. Enter the name of the cooperative, before any change effected by this amendment.
- B. Enter the name of the county within which the cooperative has its principal office or its registered agent.
- C. Set forth the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If the amendment changes the name of the cooperative, the new must include the word "cooperative" or an abbreviation thereof.
- D. Enter the classes of members voting on the adoption of the amendment, the number of members with voting rights in each class, and the number of votes of each class voted for and against the adoption. Adoption requires an affirmative vote of two-thirds of the votes cast, unless the articles require a greater vote or stockholders are entitled by sec. 185.52 to vote.
- E. Enter the date the document was signed. The document is to be signed by the cooperative's President (or Vice-President) and Secretary (or Assistant Secretary), and the corporate seal affixed. If the cooperative does not have a seal, enter the remark "No Seal." Original signatures are required.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter "not executed in Wisconsin."



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

ARTICLES OF AMENDMENT - Ch. 185

WHITEWATER GROCERY COOPERATIVE

Received Date: 9/18/2018

Filed Date: 9/24/2018

Filing Fee: \$103.75

Entity ID#: W068100

Total Fee: \$103.75

INCREASING AUTH SH TO 1,000 @ \$1.50 PAR VALUE

I hereby certify that the enclosed copy has been compared with the document on file in the Corporation Office of the Division of Corporate & Consumer Services of this department, and that the same is a true and correct copy of the original document, and that this certification is in due form.



Deputy Assistant Secretary
Department of Financial Institutions

DO NOT REMOVE THIS DOCUMENT FROM THE OFFICE OF THE DEPARTMENT OF FINANCIAL INSTITUTIONS. IF YOU ARE A MEMBER OF THE PUBLIC, YOU MAY REQUEST A COPY OF THIS DOCUMENT BY CONTACTING THE DEPARTMENT OF FINANCIAL INSTITUTIONS AT (608) 261-3000.