

ARTICLES OF INCORPORATION

We the undersigned five natural persons do hereby voluntarily associate ourselves together and form a non-profit corporation under the Act of Congress (the District of Columbia Cooperative Association Act) and to that end duly adopt and acknowledge the following articles of incorporation.

ARTICLE I

The purposes of this association are to come together in the spirit of cooperation:

To promote and further the social and material well-being of its members and the general public;

To promote, research, and monitor the use of bio-ecological agricultural techniques in the production of nutritionally sound foods;

To engage in a marketing, commission, warehousing, manufacturing, processing and mercantile business, and to supply and furnish to its members such supplies, commodities and property as they may require;

To buy, sell, market, store, warehouse, acquire, transport, distribute, process produce and otherwise deal in and procure for its members at the lowest net cost to them without any profit or financial gain to the association, food, clothing, fuel, hardware, household and garden supplies, machinery, equipment appliances and goods, wares, merchandise, and services of all kinds, and to engage in any activity connected with or related to any such purposes;

To promote other cooperative ventures, such as health care, credit unions, and the like;

And to inform and educate its members and the general public about cooperatives.

ARTICLE II

The name of the association shall be: Hendersonville Food Cooperative.

ARTICLE III

The term of the existence of the association shall be perpetual.

ARTICLE IV

The location and address of the first office of the association shall be at: c/o J.L. Bowen, 912 S. Whitted Street, Hendersonville, NC 28739.

ARTICLE V

The name and address of each of the incorporators of the association is:
J.L. Bowen, 912 S. Whitted Street, Hendersonville, NC 28739
Belinda Blackwell, 120 Loop Road, Hendersonville, NC 28739
Steven E. Childs, P.O. Box 2191, Hendersonville, NC 28793
Janet Koerber, Rte. 1, Box 475, Arden, NC 28704
Nancy Schoonmaker, Rte. 4, Box 141, Arden, NC 28704

ARTICLE VI

The names and addresses of the directors for the first year, unless sooner changed by members, shall be:

Allen Wentworth, 413 Beverley Ave., Hendersonville, NC 28739
Nancy Koerber, Rte. 6, Box 216F, Hendersonville, NC 28739
Sharon Garner 133 Fox Run Drive, Hendersonville, NC 28739
Steven E. Childs, P.O. Box 2191, Hendersonville, NC 28793
Belinda Blackwell, 120 Loop Road, Hendersonville, NC 28739
Irene Hicks, PO Box 152, Balfour, NC 28706
J.L. Bowel, 912 S. Whitted Street, Hendersonville, NC 28739
Betty Toms, 1859 Country Club Road, Hendersonville, NC 28739
David Bird, 137 Long John Drive, Hendersonville, NC 28739
Yanna Fishman, P.O. Box 656, Flat Rock, NC 28731
Janet Koerber, Rte. 1, Box 475, Arden, NC 28704
Nancy Schoonmaker, Rte. 4, Box 141, Arden, NC 28704

ARTICLE VII

This association shall be organized as a membership organization without shares. There are presently one hundred and four memberships subscribed for. This association is limited to one thousand memberships.

ARTICLE VIII

The property right of the members shall be determined according to the proportionate value of the capital which the member has invested in the association.

ARTICLE IX

In the event of dissolution, the assets of the association shall be distributed as follows in this order:

- a. By paying its debts and expenses;
- b. By returning to the members the proportionate value of their investment up to the amount they have invested;

- c. By distributing as a donation any surplus to the Appalantic Federation of Cooperatives for education and technical assistance, to one or more cooperative associations of similar nature within the area served by this association, or other non-profit association of similar purposes.

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

HENDRSONVILLE FOOD COOPERATIVE

Hendersonville Food Cooperative, being a cooperative association pursuant to Chapter 11 of Title 29 of the District of Columbia Code Ann., hereby adopts the following amendments to its Articles of Incorporation:

To delete ARTICLE VII and to substitute therefore the following:

ARTICLE VII

The association shall be organized with shares. The amount of authorized capital of the association shall be one million (1,000,000) shares of common stock with a par value of twelve dollars (\$12) per share.

Shares shall be issued only to persons eligible for, and admitted to, ownership in the association (the terms "owner" and "ownership" corresponding to the statutory designations "member" and "membership" respectively). Common shares shall be entitled to no dividends or other monetary return on investment. The minimum number of common shares which must be purchased or subscribed for to qualify for ownership shall be one. No owner shall purchase more than one share each year. No shares are currently subscribed for.

The foregoing Articles of Amendment to Articles of Incorporation were duly proposed by two-thirds or greater vote of the board of directors of the association at a meeting held on August 15, 1996 and were duly adopted by two-thirds or greater vote of the members of the association at a meeting held on October 16, 1996.

IN WITNESS WHEREOF, the undersigned officers of the association have hereunto set their hands this 29th day of October, 1996.

President

Secretary

STATE OF NORTH CAROLINA)

) ss.

COUNTY OF HENDERSON)

On this 1 day of Nov, 1996, personally appeared the said Gerald E. Bowers and made oath or affirmation to the truth of the foregoing Articles of Amendment to the Articles of Incorporation.

Before me Ron Price,
Notary Public
My commission expires: