

C&amp;S 911 (Rev. 8/98)

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

JUN 29 1998

(FOR BUREAU USE ONLY)

JUL 20 1998

**FILED**

JUL 31 1998

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name Barry L Levine		
Address PO Box 935		
City Traverse City	State MI	Zip Code 49685

☞ Document will be returned to the name and address you enter above ☛

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Nonprofit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles: as amended by Act 209, Public Acts of 1984*

1. The present name of the corporation is:	<u>Oryana Food Cooperative, Inc.</u>
2. The identification number assigned by the Bureau is:	<u>742-060</u>
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	<u>June 18, 1973</u>

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:*

**ARTICLE I**

The name of the corporation is:

Oryana Food Cooperative, Inc.**ARTICLE II**

The purpose or purposes for which the corporation is organized are:

to provide high quality food and other goods produced in ecologically sound ways at fair value to members/owners and to the community and to provide education about the relationship of food to health. Oryana members and staff are committed to enhancing their community through the practice of cooperative economics and education and the provision of services consistent with those principles. (Continued on Attachment)

**ARTICLE III**

1. The corporation is organized on a nonstock basis.  
(stock or nonstock)

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is \_\_\_\_\_ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

Land, buildings, furniture, fixtures & equipment, less accumulated depreciation: \$860,233

and the description and value of its personal property assets are: (if none, insert "none")

Checking & savings accounts, cash on hand, accounts receivable, inventory, prepaid expenses, equity in other cooperatives: \$138,952

(The valuation of the above assets was as of 12/31, 1997 )

The corporation is to be financed under the following general plan:

Through a combination of a member capital basis and a membership fee basis (the latter either an initial, one-time fee or an annual one), assessments and/or privilege fees, to be assessed according to the Bylaws. Also from the sale or exchange of goods to consumers or consumer cooperatives, donations or non-voting investments from members or community persons.

The corporation is organized on a nonstock membership basis.  
(membership or directorship)

**ARTICLE IV**

1. The address of the current registered office is:

260 E Tenth Traverse City, Michigan 49684  
(Street Address) (City) (ZIP Code)

2. The mailing address of the current registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the current resident agent is: Robin Nance

**Oryana Food Cooperative, Inc**  
**Restated Articles of Incorporation**  
**Attachment**

**ARTICLE II**

...Further, these goods and services are to be offered to the general public and the Cooperative may also serve as a buying agent for food organizations doing business in the State of Michigan and do all other things consistent with these purposes and the laws of the State of Michigan including, but not limited to, receiving and maintaining and providing funds, property and services, making and performing contracts of every kind and nature, raising money by solicitation, sale or exchange of goods and services.

**ARTICLE V**  
**(Additional Provisions)**

- A. A volunteer director is not personally liable to the Cooperative, its shareholders, or its members for monetary damages for a breach of the director's fiduciary duty. This provision shall not eliminate or limit the liability of a director for any of the conditions cited under MCL 450.2209(c), (i) through (vi).
- B. Pursuant to MCL 450.2209(e), a non-director volunteer is not personally liable and the Cooperative assumes the liability for all acts or omissions occurring on or after the effective date of June 25, 1998 if all of the provisions of MCL 450.2209(e) are met.
- C. Pursuant to MCL 450.2561 through 450.2565, this Cooperative reserves its power to indemnify a director, officer, partner, trustee, employee, non-director volunteer, or agent in connection with action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Cooperative. An indemnification under section 561 or 562, unless ordered by a court, shall be made by the Cooperative only as authorized in the specific case, proper in the circumstances and because the person has met the applicable standard of conduct set forth in sections 561 and 562. The determination shall be made in any of the ways listed under MCL 450.2563(2)(a) through (d).
- D. When a compromise or arrangement or a plan of reorganization of this Cooperative is proposed between this Cooperative and its creditors, or any class of them, or between this Cooperative and its members, or any class of them, a court of equity jurisdiction within the

Oryana Food Cooperative  
Restated Articles of Incorporation  
Attachment  
Page 2

state, on application of this Cooperative or of a creditor or member of the Cooperative, or any application of a receiver appointed for the Cooperative, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement and reorganization to be summoned in such a manner as the court directs. If a majority in number representing  $3/4$  in value of the creditors or class of creditors, or of the members or class of members to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this Cooperative as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which application has been made, shall be binding on all the creditors or class of creditors, or on all the members or class of members and also on this Cooperative.

- E. Amendments to the Articles of Incorporation, Amendments to the Bylaws, which alter voting rights or member capital, merger, consolidation, disposition of all or substantially all of the assets of the Cooperative, or dissolution, shall be adopted by an affirmative vote of two-thirds ( $2/3$ ) of the votes cast by members eligible to vote thereon at a meeting duly called in compliance with the notice provisions of Section 404 of the Michigan Non-Profit Corporation Act, MCL 450.2404. A quorum shall be ten percent (10%) of the membership or fifty (50) members, whichever is less.
- F. The term of corporate existence is perpetual.

**ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)**

See attachment

**5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).**

a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

b.  These Restated Articles of Incorporation were duly adopted on the 25th day of April, 19 98 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and: (check one of the following)

- were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
- were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
- were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
- were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

**BEFORE SIGNING, READ INSTRUCTION #6**

Signed this 24<sup>th</sup> day of June, 19 98

A) By Robin S Nance  
(Signature of Authorized Officer or Agent)

Robin S. NANCE Sec.  
(Type or Print Name) (Type or Print Title)

B) By Arlin S Wasserman  
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Arlin S. Wasserman President  
(Type or Print Name) (Type or Print Title)

C&S 511

Name of person or organization  
remitting fees:

Preparer's name and business  
telephone number:

Barry L Levine

(616) 947.5297

### INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the articles of incorporation of a domestic nonprofit corporation. Restated articles of incorporation are an integration into a single instrument of the current provisions of the corporation's articles of incorporation, along with any desired amendments to those articles.
4. Restated articles of incorporation which do not amend the articles of incorporation may be adopted by the board of directors without a vote of the shareholders. Restated articles of incorporation which amend the articles of incorporation require adoption by the shareholders, by the members, or by the board of directors if organized on a nonstock directorship basis. A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
5. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
7. If the restated articles merely restate and integrate the articles, but do not amend them, this document must be signed in ink by an authorized officer or agent of the corporation. If the restated articles amend the articles of incorporation, this document must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. .... \$10.00

9. Mail form and fee to:

The office is located at:

Michigan Department of Consumer and Industry Services  
Corporation, Securities and Land Development Bureau  
Corporation Division  
P.O. Box 30054  
Lansing, MI 48909-7554

6546 Mercantile Way  
Lansing, MI 48910  
(517) 334-6302