

**RESTATEMENT OF ARTICLES
OF INCORPORATION WITH AMENDMENTS
OF
BOISE CONSUMER COOPERATIVE, INC.**

Pursuant to Sections 30-3-91 and 30-3-93 of the Idaho Nonprofit Corporation Act, the undersigned nonprofit cooperative corporation hereby amends and restates its articles of incorporation to read as follows:

Article I: The name of the corporation shall be Boise Consumer Cooperative, Inc.

Article II: The purposes for which the corporation is organized are: (a) to acquire and distribute food and related consumer goods and services for the primary and mutual benefit of its members as ultimate consumers; (b) to assist low-income persons to obtain the benefits of membership in the corporation by subsidizing their membership in whole or in part; and (c) to engage in other lawful activities. The corporation shall be operated exclusively on a cooperative and nonprofit basis and in accordance with the cooperative principles adopted by the 1995 General Assembly of the International Co-operative Alliance including: (i) voluntary and open membership; (ii) democratic member control; (iii) member economic participation; (iv) autonomy and independence of the Co-op; (v) providing education, training and information; (vi) cooperation with other cooperatives; and (vii) concern for community.

Article III: The street address of the registered office is 888 West Fort Street, Boise, Idaho 83702 or such other location in the City of Boise as may later be listed in the bylaws of this corporation, and the registered agent at such address is the General Manager.

Article IV: The corporation shall have members.

Article V: Pursuant to section 30-3-17(5), Idaho Code, the aggregate number of shares which the corporation shall have authority to issue or reissue is five hundred thousand (500,000) shares of common stock with no par value. Shares shall be issued only to persons eligible for and admitted to membership under provisions set forth in the bylaws of the corporation. The voting rights of such shares shall consist only of the participation rights accorded members on a one-member-one-vote basis under the bylaws of the corporation. Shares shall be entitled to no dividends or other monetary return on contributed capital, shall be nontransferable except to the corporation, and may not be pledged or hypothecated. Shares shall be subject to assessment for the reasonable capital needs of the corporation under provisions set forth in the bylaws of the corporation. Shares and related assessments shall be subject to a first lien for amounts otherwise due and payable to the corporation from the holder. The corporation may, at any time after such amounts remain due and payable for thirty days, offset such amounts against the carrying value of shares.

Article VI: Pursuant to section 6-1605, Idaho Code, directors, officers, and volunteers of the corporation shall be personally immune from civil liability to the maximum extent provided in such section or the corresponding provisions of any subsequently enacted law.

Article VII: The realized net earnings of the corporation for each fiscal year, to the extent attributable to the patronage of members, shall, in accordance with its bylaws, be apportioned among members on the basis of their patronage and distributed at such a time and such a manner as to constitute patronage dividends within the meaning of federal income tax law.

Article VIII: Upon dissolution of the corporation, its assets shall be distributed in the following manner and order: (i) by paying or making provision for payment of all liabilities and expenses of liquidation; (ii) by redeeming any deferred patronage dividends which, if they cannot be paid in full, shall be paid in the order of the oldest outstanding amounts; (iii) by redeeming common shares which, if they cannot be paid in full, shall be paid on a pro rata basis among all outstanding amounts; and (iv) by distributing any remaining assets among current and former members in proportion to their patronage during the five years immediately preceding the date of dissolution or as otherwise determined by members.

The foregoing restatement of articles of incorporation, which includes amendments requiring the approval of members but not of any other person, was approved by the corporation's single class of members on _____, 20__.

The number of memberships outstanding was _____. The number of members that voted for such amendments was _____, and the number of members that voted against such amendments was _____, such votes being sufficient for approval.

Dated this ____ day of _____, 20__

BOISE CONSUMER COOPERATIVE, INC.

By _____
Typed name: _____
As its _____