

Community Mercantile, Inc.
Special Meeting of Shareholder

November 10, 1991

7:00 pm

Liberty Hall

640 Massachusetts Street

Lawrence, KS 66044

- Amendment of Article II
 - Principal Office
 - The location of its principal office in Kansas is 700 Maine Street, Lawrence, in Douglas County, 66044. The name of the registered agent at the registered offices is Amy Fields.
- Amendment of Article III
 - Purpose
 - The purpose for which the Corporation is organized is to buy, store, distribute, sell or handle, process, and produce for its Members or for its Members and other patrons, ecologically and environmentally sound foodstuffs, clothing, merchandise of all kinds, energy products, building materials, and any and all other commodities which the Corporation may see fit to handle; to perform such other other services as the Members may desire; to acquire, either by purchase or lease, real estate and other properties or facilities necessary or desirable in the conduct of its business; to mortgage, sell and convey such properties; to purchase, hold, sell, assign, or transfer an Ownership interest in any corporation, partnership or other business entity; or to engage in any lawful act or activity for which corporations may be organized under the Kansas general corporation code. It shall also enjoy all other rights and privileges consistent with its certificate of incorporation and the laws of teh State of Kansas.
- Amendment of Article IV
 - 4.1 Number
 - The total authorized stock is 10,000 shares of common, without nominal or par value.
 - 4.2 Membership
 - A member is a shareholder who has met all the requirements for Membership set forth in the bylaws. The terms “Member” and “shareholder” are synonymous for purposes of the Corporate charter.
 - 4.3 Voting
 - Each member shall be entitled to one (1) vote, regardless of the number of shares owned.
 - 4.4 Limitations on Sale or Transfer of Stock

- No Member of the Corporation shall transfer, assign, sell or hypothecate any of the stock of the Corporation held by him or her, nor shall any member of the Corporation suffer, permit, cause or allow any stock of the Corporation held by him or her to be levied upon under execution or a receiver to be appointed therefor, or assign said stock for the benefit of creditors, or permit the transfer or assignment of stock to any trustee or receiver in voluntary or involuntary insolvency proceedings, except in accordance with provision of these Articles.
- 4.5 Death, Insolvency or Other Event: Mandatory Redemption of Shares
 - In the event of the death of any Member or in the event of a levy under execution against the share(s) belonging to any Member of the Corporation, or in the event of the appointment of a receiver of the share(s) belonging to any Member of the Corporation, or in the event of voluntary or involuntary insolvency proceedings on the part of or against any Member of the Corporation, or in the event of an assignment for the benefit of creditors, notice shall be given by the Member involved, his or her administrator, executor, successor or other representative to the registered agent of the occurrence of such event. Such notice shall be in writing and be delivered to the registered agent at the principal office of the Corporation.
 - After receipt of such notice, the Corporation shall be required to redeem the entire interest of such Member in the Corporation and the Member, his or her administrator, executor, successor or other representative shall be required to sell such interest to the Corporation for the initial purchase price for the share(s) minus any sum which might be withheld to offset any debt owed by the Member to the Corporation in accordance with the Mechanics of Share Redemption herein.
- 4.6 Voluntary Redemption of Shares
 - The Corporation shall redeem the share(s) of any Member who makes a request for redemption in writing delivered to the registered agent at the principal office. The Corporation shall follow the Mechanics of Share Redemption herein.
- 4.7 Mechanics of Share Redemption
 - Within sixty (60) days following receipt by the registered agent of the Corporation at its principal office of a written notice or request for share redemption from the Member or his or her representative, the Corporation shall become obligated to make a determination of the redemption value of the share(s) to be redeemed. In making a determination of the redemption value of the share(s), the Corporation may subtract any sum which might be withheld to offset any debt owed by the Member to the Corporation.
 - The Corporation shall complete the share redemption, if at all practicable, within ninety (90) days following the date on which the Corporation makes

a determination of the redemption value of the stock of the selling Member.

- Addition of Article VIII
 - Powers of the Corporation
 - As needed to pursue the Corporate purposes, the following powers are hereby granted to the Board of Directors:
 - (a) To sue, complain and defend in the corporate name.
 - (b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - (c) To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property or any interest therein, wherever situated.
 - (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets, including stock of the Corporation and to place such restrictions on the disposition, disposal or divestment of the Corporate property and assets, including stock of the Corporation and to place such restrictions on the disposition, disposal or divestment of the Corporate property and assets as part of the disposal as it sees fit for the good of the Corporation;
 - (e) To lend money and use its credit to assist employees and Members.
 - (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
 - (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.
 - (h) To lend or borrow money for any corporate purpose, invest and reinvest its funds, and take and hold their payments of funds so loaned or invested.
 - (i) To conduct its business, carry on its operations and have offices and exercise the power granted herein, within or without the state.

- (j) To make donations for the public welfare or for charitable, scientific or educational purposes.
 - (k) To transact any lawful business which the Board of Directors shall find will be aid of governmental policy.
 - (l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock options plans and other incentive plans for any or all of its Directors, Officers and employees.
 - (m) To provide insurance for its benefit on the life of any of its Directors, Officers and employees, or on the life of any Member for the purpose of acquiring, at his death, shares of its stock owned by such Member.
- Addition of Article VIII
 - Consent Meetings
 - Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having a least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of such action shall be given to the non-consenting Members by (among other methods) mailing said notice to said Members by first class mail, postage prepaid, to the address of record.
- Addition of Article IX
 - Quorum
 - 9 Number of Shares
 - (a) The number of shares present, in person or by proxy, following proper notice as defined in the bylaws of statute, shall constitute a quorum, except that in no event shall a quorum consist of less than $\frac{1}{3}$ of all the shares entitled to vote.
 - (b) The Member who has not paid full consideration for his or her first share shall be given such benefits of Membership as shall be determined by the Board of Directors; however such Member shall not be entitled to vote until full consideration has been paid for the share. Such share shall not be considered for purposes of establish a quorum.
- Addition of Article X
 - Bylaws
 - The power to alter, amend or repeal bylaws or adopt new bylaws, is conferred upon the Board of Directors. The fact that such power has been conferred upon the Board of Directors. The fact that such power has been conferred upon the Board of Directors shall not divest the Members of the power, not limit their power to adopt, amend or repeal

bylaws. The bylaws may contain any provision not inconsistent with law or Articles of Incorporation.

- Addition of Article XI
 - Patronage Rebates
 - The Board of Directors of the Corporation may, from time to time, declare and the Corporation may pay patronage rebates in cash, property, or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation involvement.
- Addition of Article XII
 - Election of the Board of Directors
 - The Board of Directors shall be elected by a vote of the Members polled through oral or written ballot as provided in the bylaws.
- Addition of Article XIII
 - Conflicts in Interest
 - No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest of because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his/her or their votes are counted for such purpose if:
 - (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies such contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
 - (b) the fact of such relationship or interest is disclosed or known to the members entitled to voted and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
 - (c) the contract or transaction is fair and reasonable to the Corporation.
 - Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transactions.
- Addition of Article XiV
 - Committees
 - 14.1 Board Authority to Appoint
 - Pursuant to K.S.A. 17-6301(c) the Board of Directors may designate, by resolution passed by a majority of the whole BOard, one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of a

committee, who may replace an absent or disqualified member at a meeting of the committee. The bylaws may provide that in the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting, and each member thereof, shall serve at the pleasure of the Board. A committee designated pursuant to this paragraph, to the extent provided in the resolution of the Board or in the bylaws may exercise all powers and authority of the Board in Management of the business and affairs of the Corporation not prohibited by the Articles of Incorporation or the Kansas Corporation Code.

■ 14.2 Denial of Authority

- Provided that no such committee shall have the authority to
 - (a) declare dividends or distributions,
 - (b) approve or recommend to Members actions or proposals to be approved by Members,
 - (c) fill vacancies on the Board of Directors,
 - (d) amend the bylaws,
 - (e) approve a plan or merger not requiring Member approval, or
 - (f) reduce earned or capital surplus

■ 14.3 Meetings

- Regular or special meetings of the committee may be held either within or without this state.
- Regular meetings of the committee thereby may be held with or without notice as prescribed by the bylaws. Special meetings of the committee designated thereby shall be held upon such notices as is prescribed in the bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the committee need be specified in the notice or waiver of notice of such meeting unless required by the bylaws.
- Excepts as may be otherwise restricted by the bylaws, members of the Board may participate in a meeting of such committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.
- Unless otherwise provided by the bylaws any action to be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members of the committee. Such consent shall have the same effect as a unanimous vote.

- Addition of Article XV
 - Indemnification of Directors, Officers, Employees and Agents
 - 15.1 Indemnification
 - Any person (or any heirs, executors and administrators of such person) made or threatened to made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liabilities and the reasonable expenses, including attorneys' fees and disbursements, incurred by her or him (or by her or his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding or in connection with any appearance therein, except in relation to matters to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights of which such director or officer (or such heirs, executors, or administrators) may be entitled to part from this article.
 - 15.2 Insurance and Other Indemnification
 - The Board of Directors shall have the power to
 - (a) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and
 - (b) give other indemnification to the extent permitted by law.
- Addition of Article XVI
 - Dissolution
 - 16.1 Board Action
 - If it should be deemed advisable in the judgement of the board of directors that the Corporation should be dissolved, the Board, after the adoption of a resolution to that effect by a majority of the whole board at any meeting called for that purpose, shall cause notice to be mailed to each Member entitled to vote thereon of the adoption of the resolution and of a meeting of Members to take action upon the resolution.
 - 16.2 Member Action
 - (a) At a meeting a vote shall be taken for and against the proposed dissolution. If a majority of the outstanding stock of the corporation entitled to vote thereon shall vote for the proposed dissolution, a certificate stating that the dissolution has been

authorized shall be executed in accordance with the provisions of K.S.A. 17-6804.

- (b) Whenever all the stockholders entitled to vote on a dissolution shall consent in writing to a dissolution, either in person or by duly authorized attorney, no meeting of directors or stockholders shall be necessary, provided a certificate is filed with the office of the secretary of state in compliance with the provisions of K.S.A. 17-6804.