

ARTICLES OF ASSOCIATION

Louisville Community Grocery, L.C.A.

Article 1. Name

The name of this Cooperative is Louisville Community Grocery, L.C.A.

Article 2. Purpose

This Cooperative is a cooperative association organized under the provisions of Kentucky revised Statute Chapter 272A. The purpose of this Cooperative is to engage in any lawful act or activity for which an association may be organized under such law. More specifically, the purposes for which this association is formed may be stated as follows:

- 1) Combat food insecurity;
- 2) Operate a multi-stakeholder, cooperative grocery store;
- 3) Engage in the business of selling fresh, high quality food and other products in a cooperative manner that is responsive to community needs and supports the regional food economy;
- 4) Develop an attractive and successful business model for worker and community ownership in food retailing and local economic development;
- 5) Create jobs that are secure and educational and support the dignity of all workers of the Cooperative; and
- 6) Engage in education and outreach in the community to encourage healthy eating and supporting a local economy.

Article 3. Powers

This Cooperative shall have the following powers:

- a. To engage in those activities outlined in Article 2
- b. To borrow money without limitation as to amount of indebtedness, and to make advances to members and others.
- c. To buy, lease, hold and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the association, or incidental to it.

Article 4. Principal Place of Business and Agent

The Cooperative's initial mailing address is PO Box 1501, Louisville, KY 40201.

The name and address in the state of Kentucky of this Cooperative's initial agent is: Amanda Fuller, PO Box 1501, Louisville, KY 40201.

Article 5. Term

This Cooperative shall begin its associational existence upon receipt of its charter from the Secretary of State, and its existence shall be perpetual from that time.

Article 6. Voting

The voting rights of each member of the Cooperative are equal, and each member is entitled to one vote. The proprietary interests of each member of the Cooperative are unequal and the rules by which the proprietary interests are determined shall be prescribed by the bylaws of the Cooperative.

Article 7. Organizers

Name	Address
Cassia Herron	PO Box 1501 Louisville, KY 40201
Amanda Fuller	PO Box 1501 Louisville, KY 40201

Article 8. Membership

This Cooperative shall have no authority to issue capital stock, but shall admit applicants to membership upon such conditions as may be prescribed in its bylaws. This Cooperative shall issue membership certificates.

Article 9. Membership Meetings

Matters addressed at membership meetings are restricted to those of which notice has been provided.

Article 10. Amendments

These Articles of Association may be amended at any regular meeting or any special meeting of the members called for that purpose. An amendment must first be approved by two-thirds of the directors and then adopted by a vote representing two-thirds of all the members of this Cooperative. Procedures for filing and recording shall be the same as for these original Articles of Association as required by law.

Article 11. Supermajority Required

The following actions by this Cooperative may only be made through an election with approval of at least two-thirds of all voting members entitled to vote:

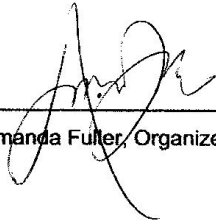
- (i) To merge this Cooperative with another Cooperative of business organization
- (ii) to sell this Cooperative or substantially all of its assets; or
- (iii) to amend the Articles of Association.

Article 12. Dissolution

Upon dissolution and winding up the affairs of this Cooperative, the net assets remaining after payment of all debts, both secured and unsecured, shall be distributed as follows: first, member account balances; second, to a charity or cause as determined by the membership.



Cassia Herron, Organizer



Amanda Fuller, Organizer