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**RESTATED
ARTICLES OF INCORPORATION
OF WHOLE EARTH COOPERATIVE
OF RIVER FALLS, WISCONSIN**

We, the undersigned, being natural persons of full age and citizens of the United States and of the State of Wisconsin, do hereby certify as follows:

OCT 22 12:00PM

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ARTICLE I:

The name of the Cooperative is Whole Earth Cooperative of River Falls, Wisconsin.

ARTICLE II:

The Cooperative may engage in any activity within the purposes for which cooperatives may be organized.

ARTICLE III:

The Cooperative shall have perpetual existence.

ARTICLE IV:

The location of the principal office of the Cooperative is 126 South Main Street, River Falls, Pierce County, Wisconsin 54022.

ARTICLE V:

Section 1: The Cooperative is formed not for profit and shall have two types of stock, capital stock and non-voting preferred stock. The authorized capital stock of the Cooperative is \$5,000.00, to consist of 500 shares with a par value of \$10.00 for each share. The authorized non-voting preferred stock of the Cooperative is \$50,000.00, to consist of 2,000 shares with a par value of \$25.00 for each share.

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SECRETARY OF STATE
STATE OF WISCONSIN

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Section 2: Any person, family, firm, or corporation may become a member of the Cooperative by: (a) acquiring a membership interest in the Cooperative, as shall be specified in the ByLaws of the Cooperative; and (b) agreeing to comply with and be bound by the terms and conditions relating to membership contained in these Articles of Incorporation and the ByLaws of the Cooperative and any amendments thereto. No person, firm, or corporation shall own more than one (1) membership interest in the Cooperative.

Section 3: Each member in good standing shall be entitled to purchase, for the par value of \$10.00, one and only one share of capital stock, which gives the holder the privilege and responsibility of having a vote at the annual meeting and all special meetings of the members of the Cooperative and becoming a working member, thus entitling the member to additional discount benefits. Each member holding capital stock shall be entitled to one (1) vote and no more upon any single subject. This vote shall be cast in person and not by proxy.

Section 4: Any person or organization may purchase shares of non-voting preferred stock for the par value of \$25.00. Said purchase is viewed as an investment in and financial support of the Cooperative. Said stock may be called for payment in chronological order when the Board of Directors of the Cooperative determines it has sufficient assets.

Section 5: The Bylaws of the Cooperative may define and fix the duties and responsibilities of the members and prescribe such other terms and conditions upon which members shall be admitted to

and retain membership in the Cooperative, not inconsistent with these Articles of Incorporation or Chapter 185 of the Wisconsin Statutes.

Section 6: Capital stock is not transferable. The Cooperative will redeem any capital stock upon written request within a specific time period prescribed by the Board of Directors.

ARTICLE VI

Section 1: The Board of Directors shall have the discretion to decide whether dividends shall be paid to the members of the Cooperative.

Section 2: No member shall be liable for any debts or obligations of the Cooperative; nor shall any member be liable for any assessment.

ARTICLE VII

Section 1: The Directors of the Cooperative shall be elected by and from the members of the Cooperative. The number of directors shall be fixed from time to time by the Bylaws of the Cooperative.

Section 2: The members of the Cooperative shall have the power to make, amend, or repeal the Bylaws of the Cooperative.

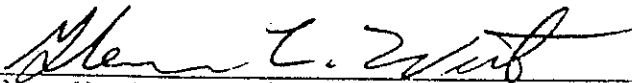
ARTICLE VIII

Section 1: In the event of a liquidation or dissolution of this Cooperative, such liquidation/dissolution shall be carried out pursuant to Chapter 185 of the Wisconsin Statutes. All assets of the Cooperative shall be liquidated and the net proceeds of such liquidation shall be made available for distribution to all persons

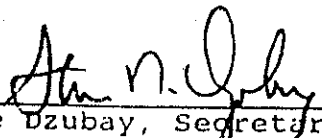
entitled to same by law or these Articles. All remaining proceeds not subject to any valid claims shall be distributed to one or more organizations that are either: Wisconsin cooperatives with articles containing limitations on distribution of assets or payment of proceeds of liquidation equivalent to the limitations set forth herein; or, organizations exempt from federal income taxation under 26 U.S.C. 501(c)(3).

IN WITNESS WHEREOF, we have executed this document this 13th day of October, 1992.

WHOLE EARTH COOPERATIVE OF RIVER FALLS, WISCONSIN

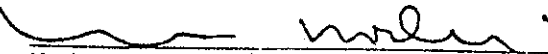


Glen West, President



Steve Dzubay, Secretary

Subscribed and sworn to before me
this 13th-day of October, 1992.



Notary Public, State of Wisconsin.
My Commission is permanent.

This document drafted by:
Keith Rodli
RODLI, BESKAR & BOLES, S.C.
219 North Main Street
River Falls, WI 54022

Resolved, That

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 185 of the Wisconsin Statutes supersede and take the place of the existing articles of incorporation and amendments thereto:

The undersigned
officers of Whole Earth Cooperative of River Falls, Wisconsin a Wisconsin cooperative with principal office in Pierce County, Wisconsin, CERTIFY:

1. The foregoing amendment of the articles of association of said cooperative was adopted on the 30th day of January, 1992, by the following vote:

Classes of Members	Number of Members having voting rights	Number Voting	
		For	Against
<u>Common Stock Owners</u>	<u>95</u>	<u>78</u>	<u>0</u>
<u>Non-voting Common Stock Owners</u>	<u>-0-</u>	<u>-</u>	<u>-</u>

Executed in duplicate, dated and seal (if any) affixed this 13th day of October, 1992

NO SEAL

~~(Reference to this form is made in the instructions on the back of this form.)~~

[Signature]
President

[Signature]
Secretary

This document was drafted by Keith Rodli, River Falls, WI (See instruction 6 on back of form.)
(please print or type name)

-47-

United States of America

STATE OF WISCONSIN

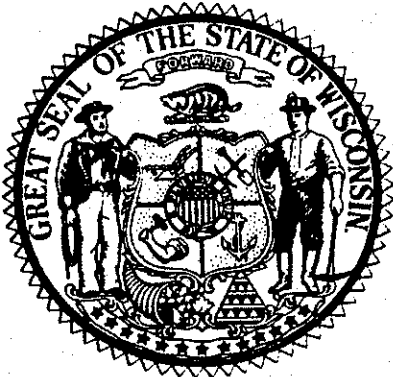
OFFICE OF THE
SECRETARY OF STATE

SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



Douglas La Follette
DOUGLAS La FOLLETTE
Secretary of State

BY: *Barbara J. Steele*

DATE: **SEP 29 1995**

Corporation Division
FORM 38

Restated Articles (Coop)

State Printer #12

Principal Office Address

per authorized shares from: 300 Sts. Common @ \$50.00 P.V.
7,000 Sts. N.V. Common @ \$5.00 P.V.

to be: 500 Sts. Capital Stock @ \$10.00 P.V.
7,000 Sts. Non-Voting Preferred @ \$25.00 P.V.

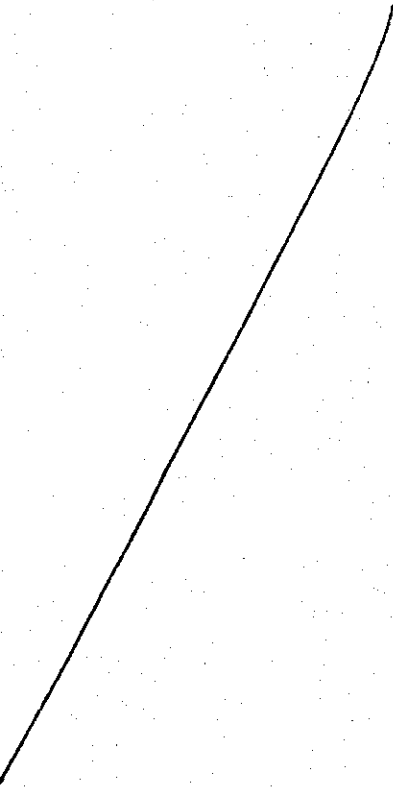
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STATE OF WISCONSIN
FILED

OCT 29 1992

#47.50

DOUGLAS LA FOLLETTE
SECRETARY OF STATE



ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

The corporate name be changed to:
Whole Earth Grocery of River Falls
dba Whole Earth Grocery

▲ Your return address and phone number during the day: (715) 426 - 5297

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.
- D. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

Sec. 181.1005
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

ARTICLES OF AMENDMENT - NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Whole Earth Cooperative of River Falls

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

the corporate name be changed to:
Whole Earth Grocery of River Falls
dba Whole Earth Grocery

B. Amendment(s) adopted on January 27, 2000

(Indicate the method of adoption by checking (X) the appropriate choice below.)

() In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

(X) In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

() In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

() Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 11.26.2000
(Date)

Rosalie G. Walker
(Signature)

Title: () President () Secretary
or other officer title Treasurer

Rosalie G. Walker
(Printed name)

This document was drafted by Rosalie G. Walker
(Name the individual who drafted the document)

FILING FEE - \$25.00 SEE instructions, suggestions and procedures on following page