

Amendments to the
Articles of Incorporation of
Whole Earth Cooperative of River Falls, Wisconsin

The following Amendments have been adopted by the Cooperatives' Membership at a meeting upon proper notice and with the required quorum:

1. Article V § 1: the first two sentences are removed and replace with the following:
The Cooperative is formed not for profit and shall have one type of stock, non-voting preferred stock.

2. Article V § 3: shall be replaced in its entirety by the following:
Each member shall be required to purchase one Certificate of Membership, for a purchase price which shall be set by the Board of Directors, and may be adjusted from time to time. Each member, following the purchase of a Certificate of Membership, shall be entitled to one vote on all issues before the Membership at the annual or at any special meetings of the Members. Any such vote shall be cast in person, or by absentee ballot pursuant to § 185.12(5) WI Statutes - there shall be no proxy voting. Such membership shall entitle the member to such other benefits as determined by the Members or by the Board of Directors, from time to time.

3. Article V § 4: the first sentence of this section is removed and replaced with the following:
Any person who is a resident of Wisconsin or organization that has its principal address and operations in Wisconsin may purchase shares of non-voting preferred stock for a par value of \$25.00.

4. Article VI § 1: Shall be removed and replaced with the following:
The Board of Directors shall have the discretion, once per year, to decide whether dividends shall be paid to the holders of preferred shares. The Board of Directors shall also have the discretion, once per year, to decide whether to distribute any of the net proceeds to members as Coop rebates, or whether to retain all or some of the net proceeds as income to the Cooperative. Should the Board decide to distribute any or all of the net proceeds, the Board shall also be entitled to decide what percentage, but never less than 20%, of that sum shall be paid directly to the members, based upon their patronage over the prior year, and what percent shall be held in an equity account in the name of each member, all in compliance with § 185.45 WI Stats.

