

RESOLUTION PROPOSING
Amendments to the
Articles of Incorporation and Bylaws of
Whole Earth Cooperative of River Falls, Wisconsin

The Membership of Whole Earth Cooperative of River Falls, Wisconsin hereby resolves and decides to approve the following:

1. The attached Amendments to the Articles of Incorporation of the Cooperative shall hereby be adopted and then filed with the State Department of Financial Institutions.
2. Following the adoption of these amendments, all holders of a share of Capital Stock, shall have their share of Capital Stock converted into a Certificate of Membership in the Cooperative, in the following manner. Those members shall not have to pay any membership fee, other than surrendering, without any compensation, their share of stock. A letter to all holders of such shares of stock shall be mailed to their last known address on file with the Cooperative, informing them of this planned conversion, and giving them an option, by a date stated in the letter, which shall be no less than 30 days from the date of the mailing of the letter, to ask the Coop to redeem their share of stock instead of converting it into a Membership Certificate. If they make that request, by that date, they will have the value of their share redeemed, and will not receive a Membership Certificate, and will thereupon no longer be a member of the Cooperative. The letter shall inform the holder of the stock that if they fail to request a redemption, by the stated deadline, then their stock shall be converted, and they shall soon thereafter be sent a Certificate of Membership and shall retain their membership in the Cooperative.
3. The attached Amendments to the Bylaws of the Cooperative shall hereby be adopted.