



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

The Office of Secretary of State hereby grants a

Certificate of Incorporation

to

DAILY GROCERIES CO-OP

a cooperative organized under 11 V.S.A. Chapter Seven.

January 27, 2000

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

Deborah L. Markowitz
Secretary of State



ARTICLES OF INCORPORATION

OF

DAILY GROCERIES CO-OP

The undersigned, a majority of whom are residents of the State of Vermont, for the purpose of organizing a consumers cooperative under the provisions of the Cooperative Marketing Act, V.S.A., Title 11, Chapter 7, Subchapter 2, hereby subscribe to the following Articles:

Article I. The name of the corporation shall be Daily Groceries Co-op (hereinafter "the Cooperative").

Article II. The period of duration of the Cooperative shall be perpetual.

Article III. The purpose for which the Cooperative is formed is to engage in any one or more lawful mode or modes of acquiring, producing, operating, furnishing, exchanging or distributing food products and other goods and services for the primary and mutual benefit of its patrons. The Cooperative is organized and shall be operated exclusively on a cooperative and not-for-profit basis.

Article IV. The principal place where the business of the Cooperative shall initially be located is 523 Prince Avenue, Athens, Georgia 30601.

Article V. The operating year of the Cooperative shall end in December of each year.

Article VI. Members or shareholders of the Cooperative shall have the right to vote in person or by alternate only (including, when authorized, by written ballot) but not by proxy or otherwise.

Article VII. The aggregate number of shares which the Cooperative shall have authority to issue or reissue is one hundred thousand (100,000) shares with a par value of twenty five dollars (\$25.00) per share.

Article VIII. The name and post office address of the resident agent of the Cooperative is Laddie Lushin, Esq., 4120 Braintree Hill Road, Braintree, Vermont 05060-8854.

VERMONT
SECRETARY OF STATE

2000 JAN 27 PM 1:00

Article IX. The names and post office addresses of the persons who are to serve as directors of the Cooperative until the election and qualification of their successors shall be:

- 1.) Alan Williams, 194 Northview Drive, Athens, GA 30605
- 2.) Mark Higgins, 210 Rogers Rd. Apt. Q-111, Athens, GA 30605
- 3.) Amity McManus, 131 Grady Ave. #2, Athens, GA 30601
- 4.) Amy Abrahamsen, 178 Old Rogers Mill Rd., Danielsville, GA 30633
- 5.) Patrick Fraser, 886 N. Chase St., Athens, GA 30601

Article X: The Cooperative shall not be required to indemnify a director or officer who was successful otherwise than on the merits in the defense of a proceeding to which the director was a party because he or she was a director of the Cooperative.

Article XI. Unless otherwise provided by law, the Cooperative shall, to the extent not inconsistent with the Cooperative Marketing Act, be governed in accordance with the provisions of the Vermont Nonprofit Corporation Act, V.S.A., Title 11B.

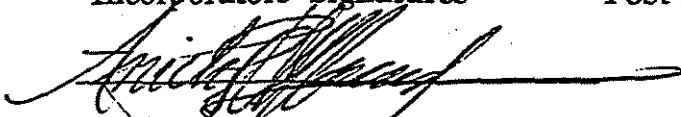
Article XII. On liquidation and dissolution of the Cooperative, its assets shall be distributed, after paying or making provision for payment of all liabilities and expenses of liquidation, by redeeming shares which, if they cannot be paid in full, shall be paid on a pro rata basis among all outstanding amounts, and then by distributing any remaining assets as set forth in the bylaws of the Cooperative or as determined by the Board of Directors of the Cooperative.

Dated at Randolph, Vermont, in the County of

Orange this 25th day of January, 2000
19

Incorporators Signatures

Post Office Addresses



Amity McManus

131 Grady Ave #2
Athens, GA 30601

VERMONT
SECRETARY OF STATE

2000 JAN 27 PM 1:04

Amy Abrahamsen 178 Old Rogers Mill Rd
Amy Abrahamsen Danielsville, GA 30633

Susan Rockwell 4120 Braintree Hill Rd.
Susan Rockwell Braintree, VT 05060

Robin Cavanaugh 29 1/2 S main St
Robin Cavanaugh Randolph VT 05060

Laddie Lushin 4120 Braintree Hill Road
Laddie Lushin Braintree, VT 05060-8854

[Names must be printed or typed under all signatures.]

STATE OF VERMONT)
) ss. COUNTY OF ORANGE)

At Randolph, Vermont, in said County, on this 25th day of January, ~~1999~~²⁰⁰⁰, personally appeared the said Laddie Lushin and made oath or affirmation to the truth of the foregoing Articles of Incorporation.

Before me

Paul S. Deegan
Notary Public

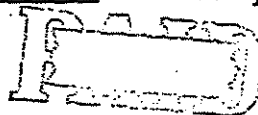
My commission expires: February 10, 2003

ARTICLES OF INCORPORATION
OFFICE OF SECRETARY OF STATE

FILED January 27, 2000

Debra M. [Signature]

filing fee of \$ _____ has been paid.



VERMONT
SECRETARY OF STATE

2000 JAN 27 PM 1:00

Laddie Lushin
Attorney at Law

B-9728

RD 1, Braintree Hill, Randolph, Vermont 05060

February 2, 2000

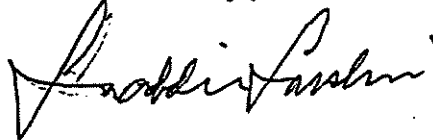
Department of Agriculture
116 State Street, Drawer 20
Montpelier, VT 05602

Dear Sir or Madam:

Re: Daily Groceries Co-op

In accordance with Vermont law, 11 V.S.A. sec. 995(11), I am herewith filing with your office a copy of the Certificate and Articles of Incorporation of the above-captioned cooperative corporation.

Sincerely,



COPY

1056

ARTICLES OF MERGER

OF

DAILY GROCERIES, INC.
(A GEORGIA CORPORATION)

NR

INTO

DAILY GROCERIES CO-OP
(A VERMONT CORPORATION)

N-10567

Pursuant to the provisions of Title 11B, Chapter 11, of the Vermont Statutes Annotated and Title 14, Chapter 2, Article 11, of the Code of Georgia, Daily Groceries, Inc., being a business corporation under the laws of the State of Georgia, and Daily Groceries Co-op, being a nonprofit cooperative corporation under the laws of the State of Vermont, for the purpose of effecting the merger of Daily Groceries, Inc. into Daily Groceries Co-op, do hereby submit the following Articles:

Article I: The Plan of Merger governing the transaction contemplated by these Articles is set forth as an attachment hereto.

Article II: Approval of shareholders and the board of directors of the Daily Groceries, Inc. being required under laws of the State of Georgia, such approvals of the Plan of Merger attached hereto have been obtained.

Article III: There being no members or shareholders of Daily Groceries Co-op and no approval being required of any person other than its board of directors, the Plan of Merger attached hereto was approved in accordance with the laws of the State of Vermont by a majority of the directors then in office of Daily Groceries Co-op.

The foregoing Articles shall have a delayed effective date of March 31, 2000 at 10:00 p.m.

Dated: 14 MARCH, 2000.

Daily Groceries Co-op
by *Alan B. Williams*
Printed name: Alan B. Williams
Title: President

Daily Groceries, Inc.
by *J. F. Schultz*
Printed name: JENNIFER SCHULTZ
Title: TREASURER

PLAN OF MERGER

Whereas, Daily Groceries, Inc. was acquired for the purpose of converting it into a consumer cooperative, and has since been operated in the manner of a cooperative; and

Whereas, the Georgia Business Corporations Act under which Daily Groceries, Inc. is incorporated is not designed to accommodate cooperative corporations, and there is no other incorporation statute in the State of Georgia suitable for the incorporation of a consumer cooperative; and

Whereas, the Vermont Cooperative Marketing Act is specifically designed to accommodate corporations operating on a cooperative basis and is favorable in regard to the proposed structure of the corporation;

Therefore, be it resolved by the Board of Directors of Daily Groceries, Inc. that it is advisable and in the best interests of the corporation that it be converted into a consumer cooperative corporation under Vermont law and that this be implemented by the following actions:

(a) That a new cooperative corporation be organized under Vermont law with the name Daily Groceries Co-op in accordance with proposed Articles of Incorporation.

(b) That Daily Groceries, Inc. be merged into Daily Groceries Co-op which shall be the surviving corporation. The merger shall be effected in accordance with applicable law of both Vermont and Georgia, and shall have the effects set forth in such laws. Accordingly, upon the effective date of the merger, Daily Groceries Co-op shall acquire all of the property and assets of Daily Groceries, Inc., and shall assume all of the liabilities and obligations of Daily Groceries, Inc. The separate corporate existence of Daily Groceries, Inc. shall cease upon the effective date of the merger.

(c) Members of Daily Groceries, Inc., except those who affirmatively decline, shall automatically become member/shareholders of Daily Groceries Co-op upon the effective date of the merger. The investments paid by each member of Daily Groceries, Inc. shall be converted into a common share of Daily Groceries Co-op or credit towards the purchase of a common share on a dollar-for-dollar basis.

(d) From and after the effective date of the merger, Daily Groceries Co-op shall conduct the operations formerly conducted by Daily Groceries, Inc. From and after the effective date of the merger, all of the current directors and officers of Daily Groceries, Inc. will serve in their

respective capacities as directors and officers of Daily Groceries Co-op for the terms for which they were elected, unless sooner removed and replaced by the member/-shareholders of Daily Groceries Co-op.

(e) From and after the effective date of the merger, all employees of Daily Groceries, Inc. shall become employees of Daily Groceries Co-op. No employees of Daily Groceries, Inc. shall, as a result of the merger, be terminated. This shall not, however, affect the rights of Daily Groceries Co-op subsequent to the merger to hire new employees or to terminate any existing employees or modify their job descriptions, as may appear to be in its best interests and consistent with prudent business practice.

(f) The merger shall require no amendments to the articles of incorporation of Daily Groceries Co-op, the surviving corporation.

(g) The foregoing merger shall be made effective on a date approximately thirty days after the date of mailing of Articles of Merger to the Secretaries of State of Georgia and of Vermont.

It is intended that the above-described merger shall qualify as a tax-free reorganization pursuant to section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

Secretary of State

Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000901597
CONTROL NUMBER: K114740
EFFECTIVE DATE: 03/31/2000
REFERENCE : 0045
PRINT DATE : 04/19/2000
FORM NUMBER : 411

DAILY GROCERIES CO-OP
3 PRINCE AVE.
DUNWOODY GA 30601

CERTIFICATE OF MERGER

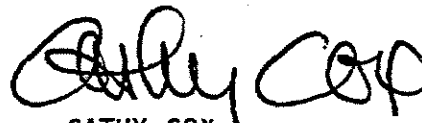
Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

DAILY GROCERIES CO-OP, A VERMONT NONPROFIT COOPERATIVE CORPORATION

Surviving Entity/Entities:

DAILY GROCERIES, INC., A GEORGIA CORPORATION



CATHY COX
SECRETARY OF STATE



Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0018025
EFFECTIVE DATE: 04/11/2000
JURISDICTION : VERMONT
REFERENCE : 0077
PRINT DATE : 04/19/2000
FORM NUMBER : 317

ALAN B. WILLIAMS
523 PRINCE AVE.
ATHENS, GA 30601

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**DAILY GROCERIES CO-OP (INC.)
A FOREIGN NONPROFIT CORPORATION**

has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application meeting the requirements of Georgia law to transact business as a foreign corporation in this state.

WHEREFORE, by the authority vested in me as Corporation Commissioner, the above named corporation is hereby granted, on the effective date stated above, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that

attached is a true copy of the

Articles of Amendment

for

DAILY GROCERIES CO-OP

(SEE ATTACHED)

As filed in this department effective September 25, 2014



September 25, 2014

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

James C. Condos

James C. Condos
Secretary of State



**VERMONT SECRETARY OF STATE
Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

BUSINESS AMENDMENT

****ELECTRONICALLY FILED****

FILING NUMBER: 0001992730
FILING DATE/TIME: 9/25/2014 11:59:00 AM
EFFECTIVE DATE: 9/25/2014

BUSINESS INFORMATION	
BUSINESS ID	0056520
BUSINESS NAME	DAILY GROCERIES CO-OP
BUSINESS TYPE	Domestic Non-profit Corporation
BUSINESS DESCRIPTION	Any Legal Purpose
BUSINESS EMAIL	manager@dailygroceries.org

The following Items were amended :

OFFICER/DIRECTOR INFORMATION	
OFFICER/DIRECTOR NAME	OFFICER/DIRECTOR ADDRESS
Alex Rilko	55 Beaver Trail,Athens,GA,30683,USA
Delene Porter	195 Three Oaks,Athens,GA,30607,USA
Meghan Manning	2535 Barnett Shoals Rd.,Athens,GA,30605,USA
Tom Reynolds	825 Hill Street,Athens,GA,30606,USA
Will Hodges	337 Greencrest Drive,Athens,GA,30605,USA
Willow Tracy	150 Mathews Ave.,Athens,GA,30606,USA

Amendment Text	
Amendment Text	Article VII. B) Preferred Stock. The aggregate number of preferred shares which the Cooperative shall have the authority to issue or reissue is Two Hundred Thousand (200,000) shares with a par value of Twenty-Five Dollars (\$25.00) per share. Preferred shares of the Cooperative may only be issued to Georgia resident, shall carry no voting rights, and may be transferred only to the Cooperative with the consent of the Board of Directors. Preferred shares may not be transferred in any other manner. The holders of preferred shares shall be entitled to receive dividends on such terms as are determined by the Board of Directors. Preferred shares may be redeemable in whole or in part at the option of the Cooperative by resolution of the Board. Preferred shares shall have preferences over common stock in the net earnings of the Cooperative and in its net assets upon liquidation. The Board of Directors may divide and issue such shares in series and determine their designation, preferences, limitations, and relative rights.