

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WHOLE FOODS COMMUNITY CO-OP, INC.
Duluth, Minnesota**

ARTICLE I – NAME

The name of this cooperative shall be WHOLE FOODS COMMUNITY CO-OP, INC. (the “cooperative”).

ARTICLE II – PURPOSES

The cooperative structure offers a humane approach to creating positive change for the benefit of the individual and the common good. Under the guidance of the Cooperative Principles, this cooperative shall engage in a mercantile and marketing business to supply and furnish to its Members and patrons such goods and services as the Members may require or in any lawful business as the Members shall authorize.

For these purposes it shall have power to:

a) Borrow money from its Members and others upon adequate security; to issue bonds, debentures, notes and other obligations and to secure the same by pledge, mortgage, or trust deed on any property of the cooperative; draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, warehouse receipts, certificates and other obligations and negotiable or transferable instruments for any purpose deemed necessary to further the objects for which the cooperative is formed.

b) Acquire, purchase, hold, lease, encumber, sell, exchange and convey such real estate, buildings and personal property as the business of the cooperative may require.

c) Purchase, sell, transfer and own capital stock, bonds, and obligations of other corporations.

d) Join with other cooperatives to form district, state, national or international purchasing, marketing and service organizations; and to purchase, acquire, and hold capital stock, notes, bonds, and other obligations of such organizations.

e) Do and perform every act and thing necessary and proper to the conduct of its business for the accomplishment of the purposes set forth herein or permitted by the laws of Minnesota applicable to the cooperative, and to have and exercise all of the powers conferred upon the cooperative by the laws of Minnesota under which it was organized and acts amendatory thereof and supplemental thereto.

ARTICLE III - PLACE OF BUSINESS

The principal place of business of said cooperative shall be 610 East Fourth Street in the City of Duluth, County of St. Louis, State of Minnesota. Branch offices or places of business may be located elsewhere.

ARTICLE IV - DURATION

The period of the continuance of this cooperative shall be perpetual.

ARTICLE V – CAPITAL

Section 1. The amount of authorized capital stock of the cooperative shall be eight million five hundred thousand dollars (\$8,500,000) and shall be divided into three classes of stock:

Class A stock shall consist of one hundred forty thousand (140,000) shares of voting stock with a par value of five dollars (\$5.00) per share = \$700,000.

Class B stock shall consist of five hundred sixty thousand (560,000) shares of non-voting stock with a par value of five dollars (\$5.00) per share = \$2,800,000.

Class C stock shall consist of ten thousand (10,000) shares of non-voting stock with a par value of five hundred dollars (\$500.00) per share = \$5,000,000.

Section 2. Class A stock may be issued for cash to any person to qualify him or her as a Member if he or she is eligible therefor. No dividends shall be paid on Class A stock.

Section 3. Class B stock may be issued for cash, in payment of patronage refunds or in exchange for outstanding Class A stock to any person, firm, cooperative, non-profit corporation or corporation. Class B stock shall have no voting power and no dividends shall be paid thereon.

Section 4. Class C stock may be issued to holders of Class A stock. Class C stock shall have no voting power. The Board of Directors of the cooperative may establish and authorize the issuance of one or more series of Class C stock upon such terms and conditions as the Board shall determine. Dividends may be paid on Class C stock at the discretion of the Board of Directors, not to exceed eight percent (8%) per annum. Dividends, if declared, shall not be cumulative.

Section 5. No share or stock shall be issued for less than its par value, nor until the same has been paid for in cash or its equivalent, and each share of stock shall be paid for at such time and in such manner as the Board of Directors of the cooperative shall require. Members shall be required to purchase one share of Class A stock and an amount of Class B stock as determined by the Board of Directors from time to time. The cooperative shall have a prior lien on the outstanding stock for any indebtedness due it. Stock shall not be sold or transferred except back to the cooperative with the consent and approval of the Board of Directors. Capital stock shall be subject to redemption as provided by law and by the Bylaws of this cooperative. The capital stock of this cooperative shall be non-assessable.

Section 6. When the Board of Directors determines that the cooperative has sufficient working capital, Class B and Class C stock may be called for payment at par. Stock shall be called for payment as provided in the Bylaws. Any redemption of stock is subject to the requirement that at the time of redemption the total amount of stock remaining outstanding after deduction of the amount of stock redeemed, plus the permanent reserve of the cooperative, shall at least equal the total liabilities of the cooperative.

Section 7. In case of dissolution or liquidation of the cooperative, there shall be given a preference to holders of Class C, then Class B, and finally Class A stock.

ARTICLE VI - ALLOCATIONS TO MEMBERS

Section 1. All or any part of the patronage refund declared by the cooperative at any time may be paid in Class B stock, by allocated equity reserve or by the issuance of capital interest certificates, or by any other media determined by the Board of Directors.

Section 2. All of the annual net savings from patronage with Members available for distribution as determined by the Bylaws shall belong to the Members of the cooperative and shall be allocated to them on the basis of patronage as defined in the Bylaws.

Section 3. Upon dissolution or liquidation of the cooperative, the debts and liabilities of the cooperative shall first be paid according to their respective priorities. Stockholders or other holders of equity or capital reserve credits or other media issued by the Board of Directors shall then be paid the par value of their shares or credits with payments made in the order of preference stated in the Articles of Incorporation (see Article V, Section 7). Any additional property remaining after stockholders and other equity holders have been paid shall be distributed to another cooperative doing business on a cooperative basis or a non-profit organization exempt from taxes under Section 501(c) of the Internal Revenue Code, as shall be determined by the Board of Directors or Trustees.

ARTICLE VII - DIRECTORS, ANNUAL MEETINGS

Section 1. The governance of the cooperative and oversight of management shall be vested in a Board of Directors, who shall be elected by ballot by the Members from their own number. The size of the Board of Directors and the terms of the directors shall be prescribed by the Bylaws.

Section 2. The annual meeting of the Members shall be held in the territory served by this cooperative within four (4) months after the date of the close of the fiscal year, on such date and time as the Board of Directors shall select in each year.

Section 3. Vacancies in the Board of Directors, except in case of removal by the Members, may be filled by the remaining directors of the Board. The person or persons so appointed shall hold office until the next annual meeting of the Members or until successors have been elected and qualified.

Section 4. A director is not personally liable to the cooperative or its Members for monetary damages for breach of fiduciary duty except in the following circumstances:

- a) For a breach of the director's duty of loyalty to the cooperative or its Members;
- b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) For a transaction from which the director derived an improper personal benefit; or
- d) For an act or omission occurring prior to the date this provision became effective.

Section 5. The current members of the Board of Directors, their addresses and terms of office are as follows:

Name and Address	Term Expires
Jennifer Cummings, [REDACTED]	2015
Chris Edwardson, [REDACTED]	2015
David Helf, [REDACTED]	2014
Heather Murphy, [REDACTED]	2014
Mickey Pearson, [REDACTED]	2015
Jean Sramek, [REDACTED]	2015
John Westlund, [REDACTED]	2014

ARTICLE VIII – OFFICERS

The officers of this cooperative shall be a president, one or more vice presidents, a secretary and a treasurer, who shall be elected annually by and from the directors. The offices of secretary and treasurer may be combined, and when so combined, the person filling such office shall be termed "secretary-treasurer."

ARTICLE IX - DISSOLUTION, AMENDMENTS, SEVERABILITY

Section 1. This cooperative may be dissolved in the manner provided by law.

Section 2. These Articles of Incorporation may be amended as provided by law.

Section 3. The proper officers and employees of the cooperative are hereby authorized to take whatever action may be necessary and proper to make said amendments to the Articles of Incorporation effective.

Section 4. In the event that any provision of these Articles of Incorporation is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these Articles.