

**Patrick J. Deluhery III**  
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March 5, 2004

Connecticut Secretary of State  
Corporation Division  
30 Trinity Street  
PO Box 150470  
Hartford, CT 06115-0470

RE: Enclosed Certificate of Incorporation  
Connecticut Stock Corporation

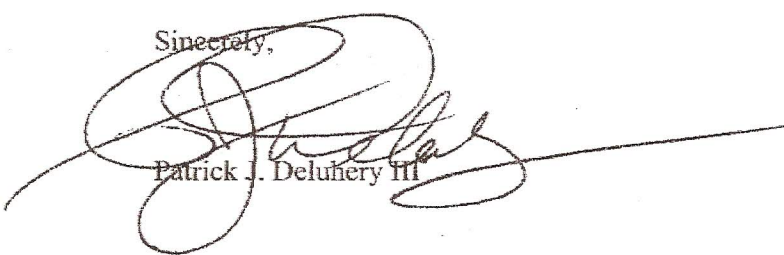
Dear Sir or Madam:

Enclosed please find an original certificate of organization for a new cooperative entity, *Fiddleheads Natural Foods Cooperative, Inc.* Also enclosed is a check for the filing fee of \$200.00.

Please return the acknowledged copy to me at the above address. Also, please contact me at the above address if you have any questions about the filing.

Thank you in advance for your cooperation.

Sincerely,



Patrick J. Deluhery III

# CERTIFICATE OF INCORPORATION STOCK CORPORATION

Office of the Secretary of the State  
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 03/13/2002

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Filing Fee: See cover letter

## 1. NAME OF CORPORATION:

*Fiddleheads Natural Foods Cooperative, Inc*2. TOTAL NUMBER OF AUTHORIZED SHARES: *20,000*

If the corporation has more than one class of shares, it must designate each class and the number of shares authorized within each class below

Class	Number of shares per class
<i>CLASS A Member Voting</i>	<i>5,000</i>
<i>CLASS B Non-Voting Preferred</i>	<i>15,000</i>

## 3. TERMS, LIMITATIONS, RELATIVE RIGHTS AND PREFERENCES OF EACH CLASS OF SHARES AND SERIES THEREOF PURSUANT TO CONN. GEN. STAT. SECTION 33-665:

*See Attachment*

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## 4. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)

Print or type name of agent:

A. Individual's Name:

Colleen Brower

Business address: (P.O. Box is unacceptable)

None

Residence address: (P.O. Box is unacceptable)

63 William Street  
Pawcatuck, CT 06379

B. Business Entity:

Address: (P.O. Box is unacceptable)

Acceptance of appointment

Colleen Brower

Signature of agent

## 5. OTHER PROVISIONS:

See Attachment

## 6. EXECUTION:

Dated this 6 day of March, 20 04.

Certificate must be signed by each incorporator.

See Attachment

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Colleen Brower	Colleen Brower	63 William St. Pawcatuck, CT 06379
Ann Marie Chapman	Ann Marie Chapman	9 McGrath Court Stonington, CT 06378
Elizabeth H. Archer	Elizabeth H. Archer	368 Mistucket Ave Stonington, CT 06378
Stafford McLean	Stafford McLean	368 Mistucket Ave Stonington, CT 06378

Additional Signatures on  
Attachment



**Addendum to Certificate of Incorporation  
Stock Corporation**

1. **Name:** *Fiddleheads Natural Foods Cooperative, Inc.*

2. **Total Number of Authorized Shares:** 20,000

Class	Number of Shares per Class
Class A Member Voting Stock	5,000
Class B Non-voting Preferred Stock	15,000

3. **Terms, Limitations Relative Rights and Preferences of Each Class of Shares and Series Thereof Pursuant to Conn. Gen. Stat. Section 33-665.**

- **Class A Member Voting Stock.** Members who meet Membership requirements shall purchase one (1) share of Class A Member Voting Stock, having a par value of twenty-five dollars (\$25). The Board of Directors shall establish the number of Class A shares authorized to be outstanding at any one time. The record owner of Class A Voting Stock shall be as it appears on the books and records of the Cooperative, and such record owner shall be entitled to one vote on any matter before shareholders for a vote. Ownership of Class A Voting Stock is restricted to Members of the Cooperative, and such shares may not be assigned, sold or otherwise transferred by the record owner, whether voluntarily or involuntarily or by operation of law or otherwise, except by action of the Cooperative, which shall act as the transfer agent for all transfers of shares. Upon the termination or withdrawal from Membership of the record owner, his/her Class A Voting Stock shall be retired immediately at par value by the Cooperative's Board of Directors. No dividends shall be paid on shares of Class A Voting Stock. All Class A Voting Shares shall be valued equally and shall have equal benefits and rights. Only Members who have fully paid for their stock shall be issued stock and shall have voting rights. All Class A shares will be offered for sale and sold in accord with applicable laws.
- **Class B Non-voting Preferred Stock.** The Cooperative may issue Class B Non-voting Preferred Investment stock, under a plan to be adopted by the Board of Directors, which plan shall include; (a) determining a suitable book value and share price prior to issuance, and (b) compliance with applicable laws in the method of offering and selling such shares. Class B Non-voting stock may be owned by any Member or non-Member wishing to provide capital to the Cooperative. The Board of Directors shall establish the number of shares of Class B stock authorized to be outstanding at any one time. The record owner of Class B Non-voting Stock shall be as it appears on the books and records of the Cooperative, and such record owner shall not be entitled to vote on any matter before Members for a vote. Ownership of Class B Non-voting Stock is restricted to the record owner as it appears on the books and records of the Cooperative, and such shares may not be assigned, sold or otherwise transferred by the record owner, whether voluntarily or involuntarily or by operation of law or

otherwise, except by action of the Cooperative, which shall act as the transfer agent for all transfers of shares. Class B Non-voting Stock may be retired upon request of the record holder at the discretion of Cooperative's Board of Directors, provided that the Board determines that such retirement shall not have a material adverse financial affect on the fiscal soundness of the Cooperative. Dividends paid on shares of Class B Non-voting Stock shall be non-cumulative, and may be declared solely at the discretion of the Board. Dividends shall be paid in accordance with the terms by which the shares were issued, and the amount of such dividends shall not exceed eight percent (8%) per year based on the book value of the shares. All Class B shares will be offered for sale and sold in accord with applicable laws.

- The amount of all capital stock issued by this Cooperative shall not exceed five million dollars, and no shares may be issued at less than their par value. No share shall be issued until the full price thereof has been paid in cash. No shareholder shall receive less than the par value of any share when disposing of the same to the Cooperative. No person shall become a shareholder of the Cooperative except by consent of the Board of Directors.
- In the event of the liquidation, dissolution or winding up of the affairs of the Cooperative, whether voluntary or involuntary, after paying or providing for the payment of all debts as provided by law and the retirement of all Class B Non-voting Preferred Sock, the holders of written notices of allocation will be entitled to receive an amount in cash equal to the stated amount of such written notices of allocation. The holders of written notices of allocation shall not be entitled to receive any further distributions with respect to such interests.

Thereafter, each Member will be entitled to receive an amount in cash equal to each of the following in this order: a) the payment of any unpaid sums in their capital account; b) the return of their Membership Fee and any other capital contributions actually made; and c) the return of the amount paid for their Class A Member Voting Stock, not to include any annual membership dues or other fees. All of the remaining balance of the assets of the Cooperative will be distributed among Members on an equitable basis based on the value of business done with the Cooperative during the ten fiscal years immediately preceding dissolution, as shown by the books and records of the Cooperative, or by such other equitable method as the Board may determine at that time.

#### 4. Appointment of Registered Agent

A. Individual's Name	Residence address:
Colleen Brower	63 William Street Pawcatuck, CT 06379



## Acceptance of Appointment

Colleen Brower  
Signature of agent

## 5. Other Provisions



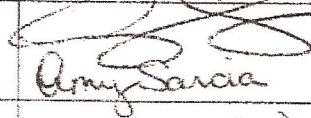

1. The Corporation shall have perpetual existence.
2. The Members may make, amend or repeal the bylaws of the Cooperative, as limited by law, under procedures established in the bylaws.
3. The bylaws shall provide:
  - That each member shall be entitled to one vote on any subject that requires voting by members.
  - Requirements for the distribution and apportionment of net earnings and losses, the payment of patronage to members, and the establishment of an internal capital account for each member.
  - That no distribution of net earnings to members shall be declared or paid until a sum equal to ten percent of the net profits is appropriated for a contingent or sinking fund and until there has been thereby accumulated a sum equal to twenty percent of the capital stock.
  - A limit on the payment of dividends on capital stock.
  - Requirements for the indemnification of directors and officers of the Cooperative.
4. The Cooperative may be a partner in any business enterprise that the Cooperative would have the power to conduct by itself.

209.

## 6. Execution

Dated this 6<sup>th</sup> day of March, 2004

Typed Name of Incorporator	Signatures(s)	Complete Address(es)
Colleen Brower	<u>Colleen Brower</u>	63 William Street Pawcatuck, CT 06379
Anne-Marie Chapman	<u>Anne Marie Chapman</u>	9 McGrath Court Stonington, CT 06378
Elizabeth McLean H. ARCHER	<u>Elizabeth McLean H. Archer</u>	368 Mistuxet Avenue Stonington, CT 06378

Stafford McLean		368 Mistuxet Avenue Stonington, CT 06378
Michael Rosenkrantz		154 Broad Street New London, CT 06320
Amy Sarcia		68 River Road Pawcatuck, CT 06379
Susan Weiss		13 Center Street Noank, CT 06340

**FIDDLEHEADS NATURAL FOODS COOPERATIVE, INC.****FIRST MEETING OF INCORPORATORS**

The undersigned, intending to act as incorporators and to form a cooperative corporation under the laws of the state of Connecticut, at their First Meeting of Incorporators, held on November 8, 2004 do hereby take the following actions:

VOTED: To ratify the Certificate of Incorporation, attached hereto as Exhibit 1, as the Certificate of Incorporation of the Fiddleheads Natural Foods Cooperative, Inc. and to authorize the filing of such Certificate with the proper state authorities and payment of filing fees in connection therewith. The Certificate is to be filed with the permanent corporate records of the Corporation.

VOTED: To adopt the bylaws, attached hereto as Exhibit 2, as the bylaws of the Fiddleheads Natural Foods Cooperative, Inc. The bylaws are to be filed with the permanent corporate records of the Corporation

VOTED: That the initial principal office of Fiddleheads Natural Foods Cooperative, Inc. shall be located at 68 River Road, Pawcatuck, CT 06379 until changed in accord with the bylaws.

VOTED: That the following individuals are hereby elected to serve as officers and directors of Fiddleheads Natural Foods Cooperative, Inc, as indicated below, each to hold office in accord with the bylaws of the Corporation.

Colleen Brower, President and Director for a 3 year term  
David Lewis and Anne-Marie Chapman, Vice President and Director for a 2 year term  
Michael Rosenkrantz, Treasurer and Director for a 3 year term  
Amy Sarcia, Secretary and Director for a 2 year term

The following individuals are hereby elected to serve as directors for the terms specified:

Sara Kimball, 3 year term  
Theresa Bessette, 3 year term  
Sally McGee, 2 year term  
Stafford McLean, 1 year term  
Cynthia Lichtenstein, 1 year term

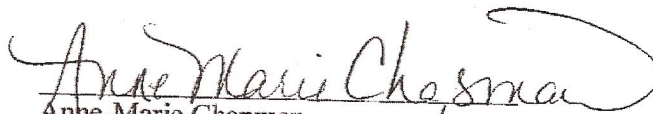
IN WITNESS WHEREOF, this Meeting Minute of the First Meeting of Incorporators has been executed and shall be filed with the permanent records of the Corporation.,

Dated: As of November 8, 2004


(signatures appear on the next page)



  
Colleen Brower

  
Anne-Marie Chapman

  
Suzanne

  
Stafford McLean

  
Michael Rosenkrantz

  
Amy Sarcia

  
Sara Ann Kimball