

## EXHIBIT “A”

### ATTACHMENT TO ARTICLES OF INCORPORATION OF WOOSTER LOCAL FOODS COOPERATIVE, INC.

#### Article 1

##### *Name*

The name of the Association is Wooster Local Foods Cooperative, Inc.

#### Article 2

##### *Principal Place of Business*

The principal place of business of the Association is in Wooster, Wayne County, Ohio.

#### Article 3

##### *Purpose, Powers*

3.1 Purpose. The primary purpose of the Association is to provide economic benefit through joint action by Members and other producers in marketing and selling their products, as provided in the Association’s Articles of Incorporation, Bylaws, Member resolution, and Board of Director (the “Board”) policies.

3.2 Powers. The Association is a corporation organized as a cooperative association under Chapter 1729 of the Ohio Revised Code (“Ohio Cooperative Law”). It has all powers and rights conferred on cooperative associations by the Ohio Cooperative Law. These powers include, without limitation, the power to form, acquire or hold an interest in any corporation or other entity; the power to enter into partnerships, joint ventures and other business relationships; and the power to act as statutory agent for any corporation, association, or limited liability company.

#### Article 4

##### *Capital*

4.1 Non-stock. The Association is a cooperative association without capital stock.

4.2 Capital Credits.

(a) Authorization. The Association may issue Capital Credits that represent ownership of a stated portion (“Stated Value”) of the Association’s capital.

(b) Issue by Class. Capital credits may be issued in any capital pool or classification established by the Board of Directors.

(c) No Preference. Capital Credits of one pool or classification have no preference over Capital Credits of other pools or classifications.

(d) Consideration. The Board shall not issue Capital Credits for less consideration than their Stated Value. Capital Credits may be issued as evidence of Patronage Refunds or Per Unit Retains as defined and provided for in the Bylaws, or any other purpose for which an equity interest in the Association may be issued.

(e) Limit on Issue. The Board shall not issue Capital Credits when, in the aggregate, the Stated Value of Capital Credits then issued and outstanding equals or exceeds the Association's net worth. Capital Credits may be subject to charges for net losses of the Association as provided in the Bylaws.

(f) Transfer. Capital Credits may be transferred to any person only with the written consent of the Board.

(g) Redemption. All Capital Credits may be redeemed at the time, in the manner, and in the order determined by the Board. When redeemed, Capital Credits are redeemed at Stated Value or book value, whichever is less, except as otherwise provided in Article 4.3 of these Articles when the Association asserts a right of lien and offset with respect to Capital Credits.

(h) No Dividends. No dividends and no interest are paid on Capital Credits.

4.3 Lien and Right of Offset. The Association has a first lien and security interest in all Patronage Refunds, Capital Credits, and any other patrons' equity, for all debts or other obligations of the respective member or owner to the Association. At the option of the Board, the Association may offset the present value (based on the Association's history of equity redemption) of Patronage Refunds and Capital Credits against the debt or obligation. Nothing in these Articles gives the member or owner any right to require an offset.

4.4 Patronage Refunds. The Net Margins (savings) of the Association in excess of "Association Net Margins" (as the term is described in the Bylaws) must be distributed annually to the Association's Patrons as Patronage Refunds on the basis of Patronage Transactions. The calculation, allocation, and distribution of Net Margins must be defined and provided for in the Bylaws.

4.5 Condition of Forfeiture. The Association may cause forfeiture to the Association of all Patronage Refunds, Capital Credits, and any other patrons' equity allocated or issued by the Association to a person whose current address and status cannot be confirmed by the Association, as provided in the Ohio Cooperative Law.

## **Article 5** *Membership*

5.1 Member Eligibility. The Association may admit as members only eligible persons as determined in the Bylaws.

5.2 Voting. The voting Members exercise all of the voting control of the Association. Each member is entitled to one vote in any matter submitted to a vote of the Members. Members act by the affirmative vote of a majority of the Members present and voting at a duly held meeting, unless the Ohio Cooperative Law requires a greater affirmative vote. Membership or ownership of equity interests in the Association does not otherwise confer upon the holder any voting rights in the Association. Affected stockholders, if any, are entitled to notice and participation in matters to be decided by the Members only as provided in the Ohio Cooperative Law. Absentee Votes may be cast as provided in the Bylaws. Cumulative voting and voting by proxy are prohibited.

## **Article 6**

### *Board of Directors*

Government of the Association and the management of its affairs are vested in a Board of Directors. The Bylaws will prescribe the number, qualifications, terms and manner of selection of Directors.

## **Article 7**

### *Dissolution*

If the Association dissolves, liquidates or winds up its affairs, whether voluntarily or involuntarily, any property remaining after all creditors have been paid will belong to and be distributed to the Members, equity holders, and patrons as follows:

(a) First: to the holders of Capital Credits, in equal preference, the par value or Stated Value, as the case maybe, of their holdings;

(b) Then: any property remaining to the Members as Patrons on the basis of their respective aggregate Patronage Transactions over the previous 10 years as shown by the records of the Association.

## **Article 8**

### *Amendment of Articles of Incorporation*

These Articles of Incorporation may be amended by an affirmative vote of 60% of those Voting Members who vote on the amendment, as provided in the Ohio Cooperative Law. Notice of any proposal to amend these Articles must include the text of the proposed amendment.