

**PRECLEARED**

**JAN 10 2017**

**EA**

**Rchain Cooperative  
Articles of Incorporation**

**ARTICLE I  
Name**

The name of this Cooperative corporation shall be Rchain Cooperative. If by reason of applicable law that name is not available, the Board of Directors is empowered to adopt any cognate thereof containing the word "Rchain."

**ARTICLE II  
Duration**

The duration of this Cooperative shall be perpetual.

**ARTICLE III  
Purposes**

The purpose for which this Cooperative is organized is to carry on any lawful activity authorized by laws of the State of Washington, RCW Chapter 23.86.

**Article IV  
Memberships**

1. Membership in this Cooperative shall be of one class and shall be open to all interested persons who make written application and who pay a membership fee in an amount established from time to time by the Cooperative Bylaws. No other dues shall be required, except to the extent provided below, to maintain active membership. Application for membership shall be subject to approval by the Board of Directors.
2. Active members are those (a) who purchase at least \$10.00 worth of merchandise or services from the cooperative program of the Cooperative during the previous calendar year (which minimum amount may be changed from time to time by amendment of the Corporate Bylaws), or (b) who pay a mailing charge of \$10.00 during the previous calendar year (which charge may be changed from time to time by amendment of the Corporate Bylaws), or (c) who join during the present calendar year.

If a member becomes inactive and remains so for five years, his membership shall automatically terminate, without remuneration of any kind, and he shall have no further

right or interest in the Cooperative or its properties. Notice of termination of membership need not be given. An inactive or terminated member may (or may not) become a member again by becoming active again, or reapplying.

3. Membership shall not be transferable and shall not pass by any form of succession. Any member shall be permitted to withdraw voluntarily. In the case of withdrawal, he shall be entitled to no reimbursement of any kind and shall have no further right or interest in the Cooperative or its properties. A member shall not be subject to expulsion except for failure to maintain active status.
4. Only active members shall be entitled to vote. Unless otherwise required by statute, voting procedures shall be established by the Bylaws. To the extent allowable by statute a vote upon any issue, including election of Directors, may be taken by mail .
5. No member, including the Board of Directors and appointed officers, shall be liable for debts, obligations or liabilities of the Cooperative.
6. The Board of Directors may impose regulations and qualifications in respect to membership by Bylaws not inconsistent with these Articles of Incorporation.

#### **ARTICLE V**

##### **Non-Stock Cooperative**

This is not a stock corporation and no stock shall be issued to any member.

#### **ARTICLE VI**

##### **Distribution of Surplus**

The net distributable surplus from cooperative activities after establishing reserves shall be distributed to members in cash or in kind, or both, in ratio to such member's purchases during the period for which distribution is made. Distributions shall be made annually, unless otherwise provided by Corporate Bylaws, but in no event less frequently than every other year. The determination of what constitutes net distributable surplus, the determination of the time and manner of its distribution, the definition and establishment of reserves, the disposition of unclaimed distributions and all other matters relating to distribution of distributable surplus, not contrary to the Articles of Incorporation, shall be done by the Board of Directors pursuant to Bylaws which may be adopted and from time to time amended by the Board of Directors.

**ARTICLE VII**  
**Disposition of Assets on Termination**

On dissolution or final liquidation of the Cooperative, the net assets remaining after paying or providing for payment of corporate obligations shall be distributed to the members of the Cooperative on the date of dissolution as a final patronage dividend in the ratio of their purchases from the Cooperative's cooperative program since January 1, 2017.

**ARTICLE VIII**  
**Management and Bylaws**

The power to manage the Cooperative is vested in the Board of Directors and such officers and employees as it appoints. The Board of Directors of the Cooperative is empowered to adopt and amend Bylaws governing the Cooperative, and such Bylaws may make any provision in respect to the management or internal affairs of the Cooperative which is not contrary to law or these Articles of Incorporation.

**ARTICLE IX**  
**Registered Office and Agent**

The address of the initial registered office of the Cooperative is 12345 Lake City Way NE #2032, Seattle, WA 98125. The name of the initial registered agent of the Cooperative is Capitol Corporate Services, Inc., whose address is 1780 Barnes Blvd SW, Tumwater, WA 98512.

**ARTICLE X**  
**Initial Board of Directors**

The number of directors constituting the Board of Directors shall at all times be at least three (3). The number of directors constituting the Board of Directors of the Cooperative at the time of the adoption of these Articles of Incorporation is three (3) and the names and addresses of the said Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Lucius Gregory Meredith	9336 California Ave, Seattle WA 98136	November 2017
Edward M. Eykholt	17517 NE 142nd St, Redmond, WA 98052	November 2017
Evan Jensen	5916 E Mercer Way, Mercer Island, WA, 98040	November 2017

**ARTICLE XI**  
**Acceptance of Provisions of Statute**

This Cooperative is intended to be qualified and maintained under the provisions of Laws of the State of Washington, under the provisions of the Business Corporation Act, RCW Chapter 23.86. The Cooperative accepts the benefits and will be bound by the provisions of that statute.

**ARTICLE XII**  
**Amendment**

Pursuant to RCW 23.86.090, these articles of incorporation may be amended by a majority vote of the members voting thereon, at any regular meeting or at any special meeting called for that purpose, after notice of the proposed amendment has been given to all members entitled to vote thereon, in the manner provided by the bylaws: provided, That if the total vote upon the proposed amendment shall be less than twenty-five percent of the total membership of the association, the amendment shall not be approved. At the meeting, members may vote upon the proposed amendment in person, or by written proxy, or by mailed ballot. After the adoption of an amendment to its articles of incorporation, the association shall cause a copy of such amendment adopted to be recorded in the office of the secretary of state as provided in RCW 24.06.195.

**Signatures**

We, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association.

Signed, the 10th of January, 2017, by the undersigned incorporators.

  
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Evan Jensen

5916 East Mercer Way, Mercer Island, WA, 98040

CONSENT TO SERVE AS REGISTERED AGENT

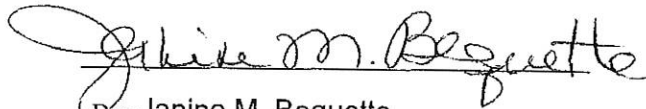
On behalf of Rchain Cooperative

I, Capitol Corporate Services, Inc. hereby consent to serve as registered agent, in the State of Washington, for the above-referenced company.

The undersigned understands that as agent for the company, it will be its responsibility to accept service of process in the name of the company, to forward all mail and license renewals to the company, and to immediately notify the Office of the Secretary of State of its resignation or of any changes in the address of the registered office of the company for which it is agent.

1/10/2017

Date



By: Janine M. Bequette

Its: Assistant Secretary

Capitol Corporate Services, Inc.  
1780 Barnes Blvd. SW  
Tumwater, WA 98512