

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF INCORPORATION

of

INDIANA UNIVERSITY STUDENTS IN COOPERATION INC.

I, Todd Rokita, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented confirms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, November 07, 2007.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 07, 2007



A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

RECEIVED 11/07/2007 03:08 PM

APPROVED AND FILED
TODD ROKITA
INDIANA SECRETARY OF STATE
11/7/2007 3:09 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I – NAME AND PRINCIPAL OFFICE

INDIANA UNIVERSITY STUDENTS IN COOPERATION INC.
517 South Swain Avenue, Bloomington, IN 47401

ARTICLE II – REGISTERED OFFICE AND AGENT

Emily Cheney
517 South Swain Avenue, Bloomington, IN 47401

ARTICLE III – INCORPORATORS

Emily Cheney
517 South Swain Avenue, Bloomington, IN 47401
Signature: Emily M L Cheney

ARTICLE IV – GENERAL INFORMATION

Effective Date: 11/7/2007

Type of Corporation: Mutual Benefit Corporation (all others)

Does the corporation have members?: Yes

The purposes/nature of business

As more fully stated in its Articles of Incorporation, the purposes of Indiana Students In Cooperation, Inc. are: maintenance of an environment conducive to formal and informal education, where self-discovery and exposure to various value systems, academic learning, and experience with community management and operations provide opportunity for personal and educational growth; the promotion of cooperation of its members with Indiana University, the city of Bloomington, and civic organizations in activities of mutual interest and benefit; the promotion and practice of environmentally sustainable consumption and waste management; operating by the cooperative method of organization - by applying democratic principles to economic activity and reaping the benefits of shared cost, self-control, and respect for the rights of others. A further mission of the Co-operative is to foster a healthy and sustainable future through the development of community based cooperative businesses. The Co-operative shall at all times be operated on a cooperative basis for the mutual benefit of its members.

Distribution of assets on dissolution or final liquidation

Upon dissolution, no part of the assets of this corporation shall accrue to, or be distributed to, or among, its members.

The remaining assets of the Co-operative shall be divided and distributed exclusively to an organization which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as it now exists or as it hereafter may be amended, and which in the judgment of a court of competent jurisdiction will best accomplish the purposes for which this Co-operative was organized.

ARTICLE V

ARTICLES OF INCORPORATION OF

INDIANA UNIVERSITY STUDENTS IN COOPERATION, INC.

City of Bloomington, Monroe County, State of Indiana

The undersigned being one or more natural persons, all of whom are at least (18) years of age and at least a majority of whom are citizens of the State of Indiana, having been designated as incorporators by the subscribers to the capital stock of the proposed corporation hereafter named do hereby associate to form a non-stock, non-profit corporation and to adopt the following Articles of Incorporation:

ARTICLE I.

NAME, LOCATION, AND PURPOSE

Section 1. Name of Corporation

The name of the corporation is "Indiana University Students In Cooperation, Incorporated," hereinafter referred to as the "Co-operative."

Section 2. Principal Office.

The post office address of the first principal office of the Co-operative is 517 South Swain Avenue, Bloomington, Indiana 47401.

Section 3. Purpose.

The purposes for which this corporation is formed are:

- A. Operating by the cooperative method of organization; applying democratic principles to economic activity and reaping the benefits of shared cost, self-control, and respect for the rights of others.
- B. Maintenance an environment conducive to formal and informal education, where self-discovery and exposure to various value systems, academics learning, and experience with property management and food operations provide opportunity for personal and educational growth.
- C. Promotion of conduct and attitudes consistent with and conducive to good morals and constructive citizenship.
- D. Promotion of cooperation of members with Indiana University, the city of Bloomington, and civic organizations

in activities of mutual interest and benefit.

E. Promotion and practice of environmentally sustainable consumption and waste management.

F. Maintenance of physical and financial structures to sustain the Co-operative's operation.

G. Acquisition, utilization, application, and the disposing of property, both real and personal, exclusively for establishing, maintaining, improving, and extending the benefits and usefulness of the Co-operative in the attainment of its said purposes, and also by such other methods or means as shall not be inconsistent with the aforesaid objectives of the Co-operative.

Section 4. Period of Existence.

The period during which the Co-operative shall continue is perpetual.

Section 5. Effective Date of Incorporation.

The effective date of these Articles of Incorporation shall be on/before November 7th, 2007.

ARTICLE II.

MEMBERSHIP

Section 1. Composition.

The Co-operative shall have two classes of membership: Class A and Class B.

Section 2. Eligibility.

Any student, faculty, or staff member of Indiana University, who applies and is accepted by the Membership Committee, shall be eligible for membership, provided he or she executes a Membership Agreement with the Co-operative. This Co-operative does not discriminate on the grounds of race, color, religious preference or lack thereof, national origin, familial status, or sexual preference or orientation. This Co-operative complies with all civil rights laws, ordinances, or customs or usages under color of law to which it is bound. Nothing in this provision shall deny or impair the right of this Co-operative or any subdivision thereof to engage in a bona fide program of affirmative action.

Section 3. Class A.

Class A will include resident and associate members of property occupied, owned, or managed by the Co-operative. Hereinafter called "Member" or "Membership," they will have full voting power.

Section 4. Class B.

Class B will be comprised of education, social, and honorary members, defined by the Board of Directors, as well as members no longer resident and associate. Class B members are members of the Co-operative only, and shall have rights specified by the Board of Directors, subject to rules and limitations adopted by the General Membership.

Section 5. Application for Membership.

Application for Class A membership shall be presented on a form prescribed by

the Board of Directors, and all such Class A applications shall be acted upon promptly by the Membership Committee.

ARTICLE III

MEETINGS AND VOTING

GENERAL MEMBERSHIP MEETINGS

Section 1. Location of Meetings.

Meetings of the membership shall be held at a facility within Bloomington city limits suitable and convenient to the membership as determined and designated by the Board of Directors.

Section 2. Time of Meetings.

Meetings of the membership shall meet at a time suitable and convenient to the membership as determined and designated by the Board of Directors. Days open to consideration by the Board of Directors must be days when classes on the Bloomington campus of Indiana University are in session.

Section 3. Notice and Conduct.

Written announcement shall be emailed to each member at least seven days prior to the time specified for the meeting. The Chair of the Board of Directors shall entertain nominations at each meeting for a presiding officer, which will then be chosen by majority vote. These provisions apply to all General Membership Meetings.

Section 4. Method of Voting,

Each Class A member present shall have one vote. The method of voting may be by show of hands of voice, unless there is a request that the voting be by written ballot.

Section 5. Power of Review.

Any policy of decision made by the Board of Directors may be overturned by a majority vote of those present and voting at a General Membership Meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualification.

The affairs of the Co-operative will be governed by a Board of Directors; hereinafter called the "Board." The Board will be an elected group of eight Members.

Section 2. Method of Voting.

The presence of more than half of the voting Board members shall constitute a quorum. The vote of a majority of the

Board members shall be an act of the Board.

Section 3. Functions.

- A. Carry out general purposes of the Co-operative as expressed in its Articles of Incorporation and Bylaws.
- B. Make policy for the Co-operative and exercise managerial control over the Co-operative's programs, property, and funds.
- C. Delegate authority to and reviews performance of corporate subdivisions.

Section 4. Election and Term of Office.

Elections shall be conducted according to procedures established by its Members.

Section 5. Liability.

Members of the Board are not personally liable for the debts, liabilities, or other obligations of the corporation.

Section 6. Time and Location of Meetings.

Board members will be notified of the meeting time and location seven days prior to the time of the meeting. Meetings of the Board shall occur at a time and in a place suitable and convenient to the Board as determined and designated by the Board. Days open to consideration by the Board must be days when classes on the Bloomington campus of Indiana University are in session. Places open to consideration by the Board must be within Bloomington city limits.

Section 7. Minutes and Records.

All minutes and records of meetings must be kept on file at the principal office.

ARTICLE V

CAPITAL

Section 1. Initial Capital.

The amount of capital with which the Co-operative will begin business is \$0.

Section 2. Authorized Shares.

The total number of shares the Co-operative is to have the authority to issue is unlimited.

Section 3. Terms of Shares.

The authorized shares shall have a par value of \$0.

ARTICLE VI

INCORPORATORS

The names and post office

addresses of the incorporators are as follows:

Emily Cheney : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Brian Stoller : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Alexis Kargl : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Joe McGibbon : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Sarah Combellick-Bidney : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Greg Norfleet : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Alex Fulton : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Vanessa Caruso : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]

ARTICLE VII

DIRECTORS

Section 1. Number of Directors.

The number of Directors of the Co-operative shall not be less than three nor greater than twenty. The exact number may be established in the bylaws.

Section 2. Name of Directors.

The names and post office addresses of each member of the Board of Directors are as follows:

Emily Cheney : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Brian Stoller : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Alexis Kargl : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Joe McGibbon : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Sarah Combellick-Bidney : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Greg Norfleet : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Alex Fulton : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]
Vanessa Caruso : 517 S. Swain Avenue, Bloomington, IN 47401 [Principal Office]

ARTICLE VIII

DISSOLUTION

Section 1. Dissolution.

Upon dissolution, no part of the assets of this corporation shall accrue to, or be distributed to, or among, its members.

Section 2. Potential Asset Dispersal.

The remaining assets of the Co-operative shall be divided and distributed exclusively to an organization which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as it now exists or as it hereafter may be amended, and which in the judgment of a court of competent jurisdiction will best accomplish the purposes for which this Co-operative was organized.

ARTICLE IX

PROVISION FOR REGULATION

OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

Any other provisions for the regulation of the Co-operative and conduct of its affairs shall be consistent with the laws of Indiana.

The undersigned incorporators represent to the Indiana Department of Financial Institutions and the Indiana Secretary of State that prior to the execution of these articles the subscribers of this Co-operative fully complied with the accompanying requisites contained in Indiana Code.