

PROPOSED CHANGES TO ARTICLE VI CAPITAL STOCK:

Additions in blue, deletions in red

A. Authorized Capital Stock; **Classes of Stock**. The Cooperative is organized with capital stock. **The classes of members and the authorized capital stock of the Cooperative are designated by the following classes** **consists of two classes of stock:** (1) 50,000 shares of ownership common stock, ("Ownership Stock"), with a stated value of \$150.00 per share, provided that, Ownership Stock shall be the Cooperative's membership stock; **and** (2) 3,500 shares of Class C preferred stock, ("Class C Stock"), with a par value of \$100.00 per share.; **and (3) 10,000 shares of Class D preferred stock ("Class D Stock") with a par value of \$500.00 per share.**

D. **Class D Stock**. **Class D Stock is preferred stock without voting rights, except as provided in Wisconsin Statute Sections 185.52, 185.61, and 185.63. The rate of dividend upon said class of stock shall not exceed 3% of its par value for any year. Dividends of this class shall be noncumulative. At the discretion of the Board of Directors, all dividends or distributions of**

The Cooperative or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

The Board of Directors may issue multiple series of Class D stock. The Board shall establish the numbers of shares offered, rate of dividend, redemption terms, and any such additional terms and conditions as the Board deems appropriate at the time of issuance for each series of Class D stock. The dividends on all future series of Class D Stock shall be noncumulative. The Cooperative reserves the prior right to acquire any Class D stock offered for sale by any shareholder or the right to recall the Class D stock of any shareholder. The consideration paid for any Class D stock shall be its par value plus accrued unpaid dividends, provided that if the book value of such stock is less than par value, the consideration shall be such book value.

Class D stock shall only be traded on the books of the Cooperative. The Cooperative shall have a lien on all of its issued Class D preferred stock for all indebtedness of the holders thereof the cooperative. Upon dissolution, the holders of Class D preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon before any distribution is made. Class D Stockholders may request the Cooperative's Board of Directors to redeem their stock at any time, subject to the terms and conditions of each series of stock. Any redemption based upon a redemption request requires approval of the cooperative's Board of Directors.

Upon dissolution, the holders of Class D preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon before any payment is made to holders of Ownership Stock, provided, however, that the holders of Class C preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon before any payment is made to holders of Ownership Stock or Class D preferred stock as set forth above.

JLF's Articles of Incorporation are available on our website <http://justlocalfood.coop/the-co-op/board-of-directors/>