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Summary for: KEWEENAW COOPERATIVE, INC.

The name of the DOMESTIC NONPROFIT CORPORATION: KEWEENAW COOPERATIVE, INC.

The name was changed from: KEWEENAW FOOD CO-OP, INC. on 04-05-2022

Merged with: [KEWEENAW COOPERATIVE, INC.](#) on 4/5/2022

Entity type: DOMESTIC NONPROFIT CORPORATION

Identification Number: 802824111

Date of Incorporation in Michigan: 03/14/2022

Purpose: Cooperative

Term: Perpetual

Most Recent Annual Report:

Most Recent Annual Report with Officers & Directors:

The name and address of the Resident Agent:

Resident Agent Name: CURTIS WEBB
Street Address: 1035 ETHEL AVENUE
Apt/Suite/Other:
City: HANCOCK State: MI Zip Code: 49930

Registered Office Mailing address:

P.O. Box or Street Address: 1035 ETHEL AVENUE
Apt/Suite/Other:
City: HANCOCK State: MI Zip Code: 49930

Act Formed Under: 162-1982 Nonprofit Corporation Act

Acts Subject To: 162-1982 Nonprofit Corporation Act

Total Authorized Shares: 0

Written Consent

View filings for this business entity:

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Form Revision Date 07/2016

ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

KEWEENAW FOOD CO-OP, INC.

ARTICLE II

The purpose or purposes for which the corporation is formed are:

- a. to associate its members, on a cooperative basis, for their mutual benefit;
- b. to associate consumers and commercial food businesses to provide them economic benefit through group purchasing and distribution of products, supplies, services and other inputs for consumption by its members and others;
- c. to conduct a commercial grocery business and to provide related services and supplies;
- d. to promote the use and consumption of natural, organic, sustainably produced, and locally grown food and products;
- e. to act as agent or representative of its members and other patrons in connection with any of the activities described in this Article;
- f. to support cooperatives and other community-based businesses whether affiliated with the Corporation or not; and
- g. to engage in any activity within the purposes for which corporations may be organized under the Michigan Consumer Cooperative Act, as amended, being MCL 450.3100 et. seq. (the "Consumer Cooperative Act"), except to the extent those activities are inconsistent with these express purposes.

The Corporation is organized and operates as a consumer cooperative in accordance with the Act. To the extent not otherwise provided in these Articles of Incorporation or the Bylaws, or inconsistent with the Consumer Cooperative Act, the affairs of the Corporation will be governed by the provisions of the Michigan Nonprofit Corporation Act, as amended, being MCL 450.2101 et. seq. (the "Nonprofit Act"). The Corporation has all powers and rights conferred on consumer cooperatives by the Michigan Nonprofit Corporation Act.

ARTICLE III

The Corporation is formed upon basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None.

The description and value of its personal property assets are (if none, insert "none"):

None.

The corporation is to be financed under the following general plan:

- a. The Corporation will be financed on a member capital basis, a member fee basis, or a combination of both as more particularly described in the Bylaws. The Corporation may receive contributions or income from other sources.
- b. Notwithstanding the generality of the foregoing, the Corporation's business will be conducted and financed on a cooperative basis as more particularly described in the Bylaws. Net savings of the Corporation in excess of dividends and additions to reserves, except as limited in these Articles of Incorporation or the Bylaws shall be allocated and distributed as more particularly described in the Bylaws.
- c. The Board of Directors shall have complete discretion over all matters related to allocating, paying, redeeming or revolving member

capital. Member capital shall be redeemable only at the option of the Board of Directors, except as required by law or as otherwise provided in the Bylaws.

d. Neither membership nor member capital may be transferred or assigned, except with the consent of the Board

e. The Corporation may issue and offer any form of nonvoting investment certificate or bond as more particularly described in the Bylaws.

The Corporation is formed on a basis.

ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: CURTIS WEBB
2. Street Address: 1035 ETHEL AVENUE
Apt/Suite/Other:
City: HANCOCK
State: MI Zip Code: 49930
3. Registered Office Mailing Address:
P.O. Box or Street Address: 1035 ETHEL AVENUE
Apt/Suite/Other:
City: HANCOCK
State: MI Zip Code: 49930

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
CATHY CAMPELL-OLSZEWSKI	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
JOAN SCHUMAKER CHADDE	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
ROGER WOODS	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
STEPHEN JUKURI	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
CYNTHIA HODGES	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
NATALIE NOLD	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
KIM GREEN	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
LISA REITZ	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
MATT PETERSEN	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA
CURTIS WEBB	1035 ETHEL AVENUE, HANCOCK, MI 49930 USA

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

ARTICLE VI - MEMBERSHIP ELIGIBILITY

THE REQUIREMENTS FOR MEMBERSHIP IN THE CORPORATION ARE SET FORTH IN THE BYLAWS.

ARTICLE VII - BOARD OF DIRECTORS

THE BUSINESS AND AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD OF DIRECTORS. THE NUMBER, TERM, AND QUALIFICATIONS OF THE DIRECTORS ARE SET FORTH IN THE BYLAWS. THE BOARD SHALL DIRECT THE AFFAIRS OF THE CORPORATION AND MAY DO ALL THOSE ACTS ON BEHALF OF THE CORPORATION NECESSARY FOR ITS ADMINISTRATION AND OPERATION, EXCEPT THOSE ACTS RESERVED IN THE BYLAWS OR BY LAW TO THE MEMBERS.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

8.1. DIRECTOR AND VOLUNTEER OFFICER LIABILITY.

A DIRECTOR AND A VOLUNTEER OFFICER SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONEY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR OR VOLUNTEER OFFICER, EXCEPT LIABILITY FOR:

- A. THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED.
- B. INTENTIONAL INFLICTION OF HARM ON THE CORPORATION OR ITS MEMBERS.
- C. A VIOLATION OF SECTION 551 OF THE NONPROFIT ACT.
- D. AN INTENTIONAL CRIMINAL ACT.
- E. A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE NONPROFIT ACT.

8.2. ASSUMPTION OF VOLUNTEER LIABILITY.

THE CORPORATION ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR, VOLUNTEER OFFICER, OR OTHER VOLUNTEER (A "VOLUNTEER") OCCURRING ON OR AFTER THE EFFECTIVE DATE OF THIS PROVISION, IF ALL OF THE FOLLOWING ARE MET: :

- A. THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED THAT HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY.
- B. THE VOLUNTEER WAS ACTING IN GOOD FAITH.
- C. THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT.
- D. THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT.
- E. THE VOLUNTEER'S CONDUCT WAS NOT A TORT ARISING OUT OF THE OWNERSHIP, MAINTENANCE OR USE OF A MOTOR VEHICLE FOR WHICH TORT LIABILITY MAY BE IMPOSED UNDER SECTION 3135 OF THE INSURANCE CODE OF 1956, ACT NO. 218 OF THE PUBLIC ACTS OF 1956, MCL 500.3135.

8.3. DEFINITIONS.

FOR PURPOSES OF THIS ARTICLE VIII:

- A. A "VOLUNTEER" MEANS AN INDIVIDUAL WHO PERFORMS SERVICES FOR A CORPORATION, OTHER THAN SERVICES AS A VOLUNTEER DIRECTOR, WHO DOES NOT RECEIVE COMPENSATION OR ANY OTHER TYPE OF CONSIDERATION FOR THE SERVICES OTHER THAN REIMBURSEMENT FOR EXPENSES ACTUALLY INCURRED; AND
- B. A "VOLUNTEER DIRECTOR" MEANS A DIRECTOR WHO DOES NOT RECEIVE ANYTHING OF MORE THAN NOMINAL VALUE FROM THE CORPORATION FOR SERVING AS A DIRECTOR OTHER THAN REASONABLE PER DIEM COMPENSATION AND REIMBURSEMENT FOR ACTUAL, REASONABLE, AND NECESSARY EXPENSES INCURRED BY A DIRECTOR IN HIS OR HER CAPACITY AS A DIRECTOR.

8.4. AMENDMENT OF LIABILITY LAW.

IN THE EVENT THE NONPROFIT ACT IS AMENDED AFTER THE FILING OF THIS ARTICLE WITH THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS, CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF VOLUNTEERS, THEN THE LIABILITY OF VOLUNTEERS OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE ACT, AS SO AMENDED, EXCEPT TO THE EXTENT SUCH LIMITATION OR ELIMINATION IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS A NONPROFIT CORPORATION.

ANY REPEAL, MODIFICATION OR ADOPTION OF ANY PROVISION IN THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A VOLUNTEER OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL, MODIFICATION OR ADOPTION.

ARTICLE IX - DISSOLUTION

UPON DISSOLUTION, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED IN THE MANNER PRESCRIBED IN SECTION 1183 OF THE CONSUMER COOPERATIVE ACT.

Signed this 14th Day of March, 2022 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Cathy Campbell-Olszewski	Incorporator	
Cynthia Hodges	Incorporator	

Joan Schumaker Chadde	Incorporator
Natalie Nold	Incorporator
Kim Green	Incorporator
Lisa Reitz	Incorporator
Matt Petersen	Incorporator
Roger Woods	Incorporator
Stephen Jukuri	Incorporator
Curtis Webb	Incorporator

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION

for

KEWEENAW FOOD CO-OP, INC.

ID Number: 802824111

received by electronic transmission on March 14, 2022 ***, is hereby endorsed.***

Filed on March 14, 2022 ***, by the Administrator.***

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of March, 2022.

Linda Clegg

Linda Clegg, Director

Corporations, Securities & Commercial Licensing Bureau

**ARTICLES OF INCORPORATION
OF
KEWEENAW FOOD CO-OP, INC.**

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Keweenaw Food Co-op, Inc.

ARTICLE II - PURPOSE

The purpose or purposes for which Keweenaw Food Co-op, Inc. (the “Corporation”) is organized are:

- a. to associate its members, on a cooperative basis, for their mutual benefit;
- b. to associate consumers and commercial food businesses to provide them economic benefit through group purchasing and distribution of products, supplies, services and other inputs for consumption by its members and others;
- c. to conduct a commercial grocery business and to provide related services and supplies;
- d. to promote the use and consumption of natural, organic, sustainably produced, and locally grown food and products;
- e. to act as agent or representative of its members and other patrons in connection with any of the activities described in this Article;
- f. to support cooperatives and other community-based businesses whether affiliated with the Corporation or not; and
- g. to engage in any activity within the purposes for which corporations may be organized under the Michigan Consumer Cooperative Act, as amended, being MCL 450.3100 et. seq. (the “Consumer Cooperative Act”), except to the extent those activities are inconsistent with these express purposes.

The Corporation is organized and operates as a consumer cooperative in accordance with the Act. To the extent not otherwise provided in these Articles of Incorporation or the Bylaws, or inconsistent with the Consumer Cooperative Act, the affairs of the Corporation will be governed by the provisions of the Michigan Nonprofit Corporation Act, as amended, being MCL

450.2101 et. seq. (the "Nonprofit Act"). The Corporation has all powers and rights conferred on consumer cooperatives by the Michigan Nonprofit Corporation Act.

ARTICLE III - ORGANIZATION STRUCTURE

The Corporation is organized on a **nonstock** basis.

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None.

The description and value of its personal property assets are (if none, insert "none"):

None.

The Corporation will be financed under the following general plan:

a. The Corporation will be financed on a member capital basis, a member fee basis, or a combination of both as more particularly described in the Bylaws. The Corporation may receive contributions or income from other sources.

b. Notwithstanding the generality of the foregoing, the Corporation's business will be conducted and financed on a cooperative basis as more particularly described in the Bylaws. Net savings of the Corporation in excess of dividends and additions to reserves, except as limited in these Articles of Incorporation or the Bylaws shall be allocated and distributed as more particularly described in the Bylaws.

c. The Board of Directors shall have complete discretion over all matters related to allocating, paying, redeeming or revolving member capital. Member capital shall be redeemable only at the option of the Board of Directors, except as required by law or as otherwise provided in the Bylaws.

d. Neither membership nor member capital may be transferred or assigned, except with the consent of the Board

e. The Corporation may issue and offer any form of nonvoting investment certificate or bond as more particularly described in the Bylaws.

ARTICLE IV - REGISTERED OFFICE AND RESIDENT AGENT

The name of the resident agent at the registered office is **Curtis Webb.**

The street address of the registered office is 1035 Ethel Avenue, Hancock, Michigan 49930.

The mailing address of the registered office is 1035 Ethel Avenue, Hancock, Michigan 49930.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Business Address
Cathy Campbell-Olszewski	1035 Ethel Avenue, Hancock, Michigan 49930
Cynthia Hodges	1035 Ethel Avenue, Hancock, Michigan 49930
Joan Schumaker Chadde	1035 Ethel Avenue, Hancock, Michigan 49930
Natalie Nold	1035 Ethel Avenue, Hancock, Michigan 49930
Kim Green	1035 Ethel Avenue, Hancock, Michigan 49930
Lisa Reitz	1035 Ethel Avenue, Hancock, Michigan 49930
Matt Petersen	1035 Ethel Avenue, Hancock, Michigan 49930
Roger Woods	1035 Ethel Avenue, Hancock, Michigan 49930
Stephen Jukuri	1035 Ethel Avenue, Hancock, Michigan 49930
Curtis Webb	1035 Ethel Avenue, Hancock, Michigan 49930

ARTICLE VI - MEMBERSHIP ELIGIBILITY

The requirements for membership in the Corporation are set forth in the Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The business and affairs of the Corporation will be managed by a Board of Directors. The number, term, and qualifications of the Directors are set forth in the Bylaws. The Board shall direct the affairs of the Corporation and may do all those acts on behalf of the Corporation necessary for its administration and operation, except those acts reserved in the Bylaws or by law to the Members.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

8.1. Director and Volunteer Officer Liability.

A director and a volunteer officer shall not be personally liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for:

- a. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- b. Intentional infliction of harm on the Corporation or its members.
- c. A violation of Section 551 of the Nonprofit Act.
- d. An intentional criminal act.
- e. A liability imposed under Section 497(a) of the Nonprofit Act.

8.2. Assumption of Volunteer Liability.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer (a “Volunteer”) occurring on or after the effective date of this provision, if all of the following are met::

- a. The Volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.
- b. The Volunteer was acting in good faith.
- c. The Volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct.
- d. The Volunteer’s conduct was not an intentional tort.
- e. The Volunteer’s conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, MCL 500.3135.

8.3. Definitions.

For purposes of this Article VIII:

- a. a “volunteer” means an individual who performs services for a corporation, other than services as a volunteer director, who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred; and

b. a “volunteer director” means a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director.

8.4. Amendment of Liability Law.

In the event the Nonprofit Act is amended after the filing of this Article with the Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

ARTICLE IX - DISSOLUTION

Upon dissolution, the assets of the Corporation shall be distributed in the manner prescribed in Section 1183 of the Consumer Cooperative Act.

We, the incorporators, sign our names on _____, 2022.