

**PROPOSED RESOLUTIONS OF THE
MEMBERS OF
VALLEY NATURAL FOODS**

The members (the “Members”) of Valley Community Food Co-op, Incorporated (d/b/a/ Valley Natural Foods), a Minnesota cooperative (the “**Cooperative**”) do hereby adopt the following resolutions at a meeting held on _____:

Ratification of Prior Issuances of Stock

WHEREAS, the Cooperative has inadvertently issued shares of its Class B stock in excess of the number of shares authorized pursuant to the Cooperative’s Fully Restated Articles of Incorporation (the “Prior Issuances”);

WHEREAS, at the member meeting considering these resolutions, the members of the Cooperative have adopted amendments to the Fully Restated Articles of Incorporation increasing the authorized number of shares of the Cooperative’s capital stock, including the Class B stock;

WHEREAS, the members of the Cooperative desire to ratify the Prior Issuances and to authorize the Class B stock issued in such Prior Issuances;

NOW, THEREFORE, BE IT:

RESOLVED, that the Prior Issuances of Class B Stock are hereby ratified, approved and confirmed as the authorized and binding action of the Cooperative;

BE IT FURTHER RESOLVED, that upon filing with the Minnesota Secretary of State of the amendments to the Cooperative’s Fully Restated Articles of Incorporation increasing the authorized number of shares, the shares of Class B Stock issued in the Prior Issuances shall be authorized shares of the Cooperative’s capital stock, with all the rights and duties associated with and arising from such shares under applicable law and the Cooperative’s governing documents.

General Authorization

RESOLVED, that each of the officers of the Cooperative is authorized, in the name and on behalf of the Cooperative, to execute and deliver any and all such further agreements, certificates, and any other documents that the officer deems reasonably necessary, proper or appropriate to carry out the purposes of the foregoing resolutions, execution by an officer to be conclusive evidence of ratification, approval and adoption by the Cooperative.

RESOLVED, that any and all acts that any person above named or any person who is or was an officer or director of the Cooperative has done in any way relating to or arising from the aforesaid documents or any and all acts authorized pursuant to these resolutions and performed prior to the passage of these resolutions are hereby ratified and approved.