

B1 (Official Form 1)(1/08)

United States Bankruptcy Court District of New Hampshire	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): 14 Carrots Natural Food Cooperative	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 01-0771152	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 277 Newport Road, #10 New London, NH <div style="text-align: right; font-size: small;">ZIP Code 03257</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Merrimack	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PO Box 1548 New London, NH <div style="text-align: right; font-size: small;">ZIP Code 03257</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

Location of Principal Assets of Business Debtor (if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input checked="" type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <p>Cooperative</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Check one box: Chapter 11 Debtors</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): 14 Carrots Natural Food Cooperative</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
14 Carrots Natural Food Cooperative

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ William S. Gannon
Signature of Attorney for Debtor(s)

William S. Gannon 01222
Printed Name of Attorney for Debtor(s)

William S. Gannon PLLC
Firm Name
889 Elm Street, 4th Floor
Manchester, NH 03101

Address

Email: mjoyce@gannonlawfirm.com
(603) 621-0833 Fax: (603) 621-0830

Telephone Number

July 1, 2008
Date

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Sage Scott
Signature of Authorized Individual

Sage Scott
Printed Name of Authorized Individual

President of the Board of Directors
Title of Authorized Individual

July 1, 2008
Date

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of New Hampshire

In re 14 Carrots Natural Food Cooperative

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Carol Stedman 90 Clay Hill Road Hartland, VT 05048	Carol Stedman 90 Clay Hill Road Hartland, VT 05048	loan		145,050.00
United Natural Foods PO Box 706 Keene, NH 03431	United Natural Foods PO Box 706 Keene, NH 03431	Supplies		25,000.00
KIMCO New London Realty Corp., Inc. c/o Kimco Realty Corp. PO Box 5020 New Hyde Park, NY 11042- 5020	KIMCO New London Realty Corp., Inc. c/o Kimco Realty Corp. New Hyde Park, NY 11042-5020	Rent		24,393.20
New Chapter PO Box 6055 Brattleboro, VT 05302	New Chapter PO Box 6055 Brattleboro, VT 05302	Supplies		13,125.00
Internal Revenue Service Cincinnati, OH 45999-0149	Internal Revenue Service Cincinnati, OH 45999-0149	Taxes		7,500.00
Associated Buyers 3 Commerce Way Box 399 Barrington, NH 03825	Associated Buyers 3 Commerce Way Box 399 Barrington, NH 03825	Supplies		5,400.00
Bill & Betsy Peabody 27 Burke Haven Lane Sunapee, NH 03782	Bill & Betsy Peabody 27 Burke Haven Lane Sunapee, NH 03782	loan		5,000.00
Deidre Sheere 1452 Little Sunapee Road New London, NH 03257	Deidre Sheere 1452 Little Sunapee Road New London, NH 03257	loan		4,990.86
Cooperative Fund of NE 5533 Pedien Point Road Wilmington, NC 28409	Cooperative Fund of NE 5533 Pedien Point Road Wilmington, NC 28409	loan		4,723.62
Westwood Renovation 344 Brookside Drive New London, NH 03257	Westwood Renovation 344 Brookside Drive New London, NH 03257	Services		4,500.00
Borlind of Germany PO Box 130 New London, NH 03257	Borlind of Germany PO Box 130 New London, NH 03257	Supplies		4,298.67

B4 (Official Form 4) (12/07) - Cont.

In re 14 Carrots Natural Food Cooperative

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Sydney Badminton 80 Little Sunapee Road New London, NH 03257	Sydney Badminton 80 Little Sunapee Road New London, NH 03257	loan		4,000.00
Aurora Loan Services 10350 Park Meadows Dr. Littleton, CO 80124	Aurora Loan Services 10350 Park Meadows Dr. Littleton, CO 80124	loan to Carol Stedman		3,400.00
Alberts Organics NE Box 624 Bridgeport, NJ 08014-0624	Alberts Organics NE Box 624 Bridgeport, NJ 08014-0624	Supplies		3,370.76
ERC Associates 75 Newport Road New London, NH 03257	ERC Associates 75 Newport Road New London, NH 03257	Taxes		2,580.00
Ledyard National Bank PO Box 799 Hanover, NH 03755	Ledyard National Bank PO Box 799 Hanover, NH 03755	Credit card purchases		2,500.00
Dead River 30 Pleasant St. Bristol, NH 03222	Dead River 30 Pleasant St. Bristol, NH 03222	Propane		2,485.44
Natural Organics 548 Broadhollow Road Melville, NY 11747	Natural Organics 548 Broadhollow Road Melville, NY 11747	Supplies		2,362.62
Reliance Vitamin 500 Memorial Drive Somerset, NJ 08873-9998	Reliance Vitamin 500 Memorial Drive Somerset, NJ 08873-9998	Supplies		2,122.23
Merchants Insurance Group McCrillis & Eldredge 9 Newport Road New London, NH 03257	Merchants Insurance Group McCrillis & Eldredge 9 Newport Road New London, NH 03257	Insurance		2,000.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the Board of Directors of the Cooperative named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date July 1, 2008Signature /s/ Sage Scott

Sage Scott

President of the Board of Directors

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of New Hampshire**

In re 14 Carrots Natural Food Cooperative

Debtor(s)

Case No. _____

Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President of the Board of Directors of the Cooperative named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: July 1, 2008

/s/ Sage Scott

Sage Scott/President of the Board of Directors

Signer/Title


**CERTIFICATE OF COOPERATIVE RESOLUTIONS AND AUTHORITY
OF
14 CARROTS NATURAL FOOD COOPERATIVE**

I, Sage Scott, President the Board of Directors of 14 Carrots Natural Food Cooperative, a New Hampshire voluntary association or cooperative formed under RSA 301-A (the "Cooperative"), hereby certify that:

1. The resolutions set forth in the attached Schedule of Resolutions were duly and lawfully adopted by the Board of Directors of the Cooperative (the "Board") by unanimous consent pursuant to RSA 301-A (the "Resolutions" and became effective as of June 30, 2008 at 10:00 a.m. ("Effective Date and Time").
2. Each of the Resolutions is in full force and effect.
3. There is no provision in the Bylaws or other incorporation papers of the Cooperative which limits the power of the Board to adopt the Resolutions.

IN WITNESS WHEREOF I have executed this Certificate of Cooperative Resolutions and Authority hereunto on this date.

Dated: June 30, 2008


 Sage Scott
 Its duly Authorized
 President

A
SCHEDULE OF RESOLUTIONS

This schedule is annexed to, forms and integral part of and is incorporated into the Certificate of Cooperative Resolutions as fully as if completely set forth in it.

RESOLVED:

That in the judgment of the Board, it is desirable and in the best interests of the Cooperative, its creditors, stockholders and other interested parties, that a petition is to be filed by the Cooperative seeking relief under the provision of Chapter 11, Title 11, United States Code.

RESOLVED:

That the President of the Cooperative is, acting singly, authorized and directed, on behalf of and in the name of the Cooperative, to execute and verify a petition substantially in the form set out in the Official Forms of Bankruptcy and to cause the same to be filed with the United States Bankruptcy Court for the District of New Hampshire as soon as practicable.

RESOLVED:

That the President of this Cooperative is hereby authorized to execute and file all petitions, schedules, lists and other papers as soon as practicable and to take any and all action which they deem necessary or proper in connection with the Chapter 11 case.

RESOLVED:

That the President is hereby authorized and empowered to retain the law firm of William S. Gannon PLLC to assist with the preparation and filing of a petition under Chapter 11 of the Bankruptcy Code and to represent this Cooperative in all matters during such Chapter 11 proceedings.

(d)

14 CARROTS NATURAL FOODS COOPERATIVE

ORGANIZATION CERTIFICATE
FOR
CONSUMERS' COOPERATIVE ASSOCIATION
UNDER RSA 301-A

This Certificate is filed pursuant to RSA 301-A:5.

- I. PURPOSE. This association shall operate on a cooperative, not-for-profit basis, as described in RSA 301-A, and shall be empowered to operate for any and all lawful purposes and activities for which corporations may be organized under RSA 301-A, and to transact any and all such business incidental thereto, primarily for the benefit of its members, who are ultimate consumers. In addition to and without limiting this general purpose, the association shall provide products and information to promote healthy living, including acquiring, producing, manufacturing, furnishing, exchanging, distributing, marketing and providing natural foods and related goods and services for purchase by both members and non-members, and shall make available the use of the association's facilities for planning and holding events consistent with its purposes.
- II. NAME. The name of this association shall be: *14 Carrots Natural Foods Cooperative*
- III. TERM OF EXISTENCE. The term of existence of this association shall be perpetual.
- IV. PRINCIPAL OFFICE. The principal office of the association shall be located at the New London Shopping Center, Newport Road, New London, County of Merrimack, New Hampshire. The principal office mailing address is: P O Box 1548, New London, NH 03257. The association may have such other offices, either within or without of the state of New Hampshire, as the board of directors may designate from time to time.
- V. INCORPORATORS. The names and addresses of the Incorporators are:

Susan Cowan	159 Main Street P O Box 571 New London, NH 03257
Linda Howes	P O Box 185 W. Springfield, NH 03284
Howard F. Libbey, Jr.	289 Salisbury Highway

(d)₂

Andover, NH 03216

Matt Moran

P O Box 241
Goshen, NH 03752

Debra Reis

31 Atwood Road
Wilmot, NH 03287

Suzanne Smith

50 Wellington Village Drive, #2
Bristol, NH 03222

Sage Scott

183 Young Hill Road
Sunapee, NH 03782

Carol Stedman

P O Box 243
Elkins, NH 03223

John Wiltshire

74 Bunker Road
P O Box 129
New London, NH 03257

VI. INITIAL DIRECTORS. The names and addresses of the Directors who shall manage the affairs of the association for the first year, unless sooner changed by the members, are:

Janet Booker

257 Messer Hill Road
New London, NH 03257

Susan Cowan

159 Main Street
P O Box 571
New London, NH 03257

Linda Howes

P O Box 185
W. Springfield, NH 03284

Howard F. Libbey, Jr.

289 Salisbury Highway
Andover, NH 03216

Matt Moran

P O Box 241
Goshen, NH 03752

Debra Reis

31 Atwood Road
Wilmot, NH 03287

Suzanne Smith

50 Wellington Village Drive, #2

(d)
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Bristol, NH 03222

Sage Scott 183 Young Hill Road
Sunapee, NH 03782

Carol Stedman P O Box 243
Elkins, NH 03223

Marcy Vierzen P O Box 1201
New London, NH 03257

John Wiltshire 74 Bunker Road
P O Box 129
New London, NH 03257

VII. SHARES. This association is organized with two classes of stock: Class A and Class B. Class A Voting Stock shall be membership shares and may be owned only by members. Each Member shall purchase one share of Class A stock upon becoming a Member. Class B stock shall be non-voting investment stock, and may be owned by any member or non-member wishing to provide capital to the association. The rights and restrictions on both classes of stock are contained in the association bylaws. At the time of filing this Certificate, there are no members of the association.

VIII. AUTHORIZED CAPITAL, NUMBER AND TYPE OF SHARES. This association is authorized to have up to two thousand (2000) Class A Voting Stock shares, with a par value of one cent, to be issued to members who meet membership requirements; and up to five thousand (5000) Class B Non-voting Stock shares, with a value to be determined by the board of directors. Class B Non-voting Stock shall be issued under a plan to be adopted by the board of directors, which plan shall include determining a suitable book value per share prior to issuance. The board of directors shall establish the number of shares for each class authorized to be outstanding at any one time. The rights, preferences and restrictions applicable to each class of stock are contained in the bylaws. All Class A and Class B shares will be offered for sale and sold in accord with RSA 421-B (Uniform Securities Act).

The Cooperative may accumulate only such capital, reserves and other financial assets as are determined by the Board to be necessary and prudent to the ongoing operation of the Cooperative's business, as is further described in the bylaws. Capital and earnings in excess of that needed to prudently conduct the business shall be returned to members in accord with the applicable provisions of the bylaws.

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- IX. MEMBERSHIP SHARES. Each Member of the association shall, upon meeting the membership qualifications described in the bylaws and paying any required membership fee and other fee(s), purchase one share of Class A Voting Stock in the association. Each Membership is considered a household membership, and shall consist of one to four adults sharing the same household. Additional provisions relating to the holders of Class A Voting Stock, including voting rights, the distribution of net earnings, rights upon dissolution and other rights, are contained in the bylaws of the association.

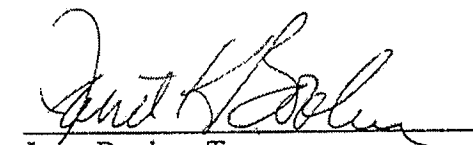
- X. MAXIMUM AMOUNT OR PERCENTAGE CONTROLLED BY ANY ONE MEMBER. Each Member shall hold only one (1) share of Class A voting stock, and shall be entitled to one (1) vote on any issue before the membership. Any Member or non-member may hold Class B stock in such amount as the board of directors may approve from time to time. Each Member may hold such amount in his/her Member Capital Account with the association as may be deposited or allocated to such account by the association from time to time.

- XI. DISTRIBUTION OF SURPLUS UPON DISSOLUTION. In the event of the liquidation, dissolution or winding up of the affairs of the Cooperative, whether voluntary or involuntary, after paying or providing for the payment of all debts as provided by law, the holders of written notices of allocation will be entitled to receive an amount in cash equal to the stated amount of such written notices of allocation. The holders of written notices of allocation shall not be entitled to receive any further distributions with respect to such interests. Thereafter, each Member will be entitled to receive an amount in cash equal to each of the following in this order: a) the payment of any unpaid sums in their capital account; b) the return of the amount paid for their Membership Fee, not to include any annual membership dues or other fees; and c) the return of any capital contributions actually made. All of the remaining balance of the assets of the Cooperative will be distributed among Members on an equitable basis based on the value of business done with the Cooperative during the ten fiscal years immediately preceding dissolution, as shown by the books and records of the Cooperative, or by such other equitable method as the Board may determine at that time.

- XII. OTHER PROVISIONS. None.

Dated: July 23, 2002


Carol Stedman, President


Janet Booker, Treasurer

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Howard F. Libbey Jr.
Howard Libbey Jr., Director

Linda Hayes
Linda Hayes, Director

Debra Reis
Debra Reis, Director

Sue Scott
Sue Scott, Director

John Wiltshire
JOHN WILTSHIRE, Director

Matt Moran
matt Moran, ~~Director~~ Vice President

Susan K. Cowan
Susan K. Cowan, Director

, Director

, Director

, Director