

**ARTICLES OF INCORPORATION
OF
ARIZONA OSR LAND COOPERATIVE**

Pursuant to the Articles of Incorporation of Arizona OSR Land Cooperative, are as follows:

ARTICLE I.
NAME

The name of this Cooperative is Arizona OSR Land Cooperative.

ARTICLE II.
DURATION

The duration of this Cooperative is perpetual.

ARTICLE III.
PURPOSES AND POWERS

Section 3.1 Purposes. The purposes of this Cooperative shall be to:

- (a) assist and support its members in their development and maintaining of a self-reliant, agriculturally-productive homestead in accordance with the Membership Agreement by providing land, roads, community buildings and education;
- (b) to assist in the marketing and purchasing of agriculture products, equipment and supplies;
- (c) to perform related services for its members and other patrons.

This Cooperative shall be operated on a cooperative basis for the mutual benefit of its members and patrons.

Section 3.2 Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative corporations by the laws of the State of Arizona, including without limitation all powers necessary or convenient to effect any or all of the purposes for which this Cooperative is organized.

Section 3.3 Limitations. This Cooperative shall not market the products of nonmembers in an amount the value of which exceeds the value of the products marketed for members. This Cooperative shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of supplies and equipment purchased for members. This Cooperative shall not provide services for nonmembers in an amount the value of which exceeds the value of the services provided for members.

ARTICLE IV.
CAPITAL STOCK

Section 4.1 Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

- (a) Two hundred fifty (250) shares of Common Voting Stock
- (b) Two hundred thousand (200,000) shares of Patron Preferred Stock having no par value.

Section 4.2 Common Stock. This Cooperative is organized with Common stock. The Common Stock of this Cooperative shall be the only class of voting stock. Common Stock shall only be issued to and held by:

- (a) members of this Cooperative as approved by its Board of Directors, and
- (b) members that have fulfilled their membership requirements which classifies them as a shareholder as defined in the Bylaws.

In the event an entity that holds a share of Common Stock is no longer an agricultural producer as defined herein such entity shall automatically without further action be expelled as a member and the Common Stock forfeited. Holders of Common Stock shall be entitled to one (1) vote and one (1) vote only in the affairs of this Cooperative in accordance with the Bylaws. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

Section 4.3 Rights of Patron Preferred Stock.

- (a) No Rights to Dividends. The holders of Patron Preferred Stock shall not be entitled to receive any dividends.
- (b) Equity Interests. The holders of Patron Preferred Stock shall be entitled and obligated to participate in production, marketing or other functions approved by the Cooperative and hold equity in such functions in accordance with the rules and regulations governing such functions as exists from time to time.

ARTICLE V.
PATRONAGE REFUNDS

All net income (savings) of this Cooperative in addition to reserves except as limited in these Articles of Incorporation shall be distributed to members and patrons on the basis of patronage, as more particularly provided for in the Bylaws.

Patronage refunds may be distributed in cash, or in patronage credits or equities, as more particularly provided for in the Bylaws. Any such patronage credits or equities shall be redeemable only at the option of the Board of Directors.

ARTICLE VI.
FIRST LIEN

This Cooperative shall have a first lien on all Common Stock, Patronage Preferred Stock, and patronage credits or equities, for all indebtedness of the respective holders to the Cooperative. This Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of capital stock, patronage credits or equities, or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of capital stock, patronage credits or equities, or other interests any right to have such a set off made.

ARTICLE VII.
DISSOLUTION

In the event of any dissolution or liquidation of this Cooperative, whether voluntary or involuntary, and after all debts and liabilities of this Cooperative have first been paid according to their respective priorities, the remaining assets will be distributed in the following manner and order of preference:

- (a) Holders of all Common Stock shall receive the market value of their shares on a pro rata basis;
- (b) All capital, other than capital stock, furnished through patronage shall be redeemed without priority on a pro rata basis from the members and patrons to whom it is allocated on the books of this Cooperative; and
- (c) Any remaining assets of this Cooperative shall be distributed on a prorata basis to the holders of Patron Preferred Stock.

ARTICLE VIII.
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the principal office and the registered office of this Cooperative is 11840 N Riverbottom Rd #85, Nephi, UT. 84648 and the registered agent is OSR Green, LLC.

ARTICLE IX.
INCORPORATORS

The following are the names and addresses of the incorporators of this Cooperative:

Philip J. Gleason
11840 N Riverbottom Rd #85
Nephi, UT. 84648

Jesse Fisher
11840 N Riverbottom Rd
Nephi, UT. 84648

Larry Jones
11840 N Riverbottom Rd #211
Nephi, UT. 84648

ARTICLE X.
BOARD OF DIRECTORS

The business and affairs of this Cooperative shall be managed by a Board of Directors consisting of the following directors who shall serve for the first fiscal year and until their successors are elected and qualified:

Philip J. Gleason
Larry D. Jones
Jesse Fisher

ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Arizona law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of the ____ day of _____, 2025 in the good faith intention of such incorporators to commence and carry on the business specified in these articles and each is at least 18 years of age.

Philip J. Gleason

State of _____
County of _____

On the _____ day of _____, 2025, before me, the undersigned notary public, personally appeared **Philip J. Gleason**, personally known to me (or proven to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities.

Witness my hand and official seal.

Notary Public

My Commission Expires: _____

ARTICLE XII.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Arizona law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of the ____ day of _____, 2025 in the good faith intention of such incorporators to commence and carry on the business specified in these articles and each is at least 18 years of age.

Larry D. Jones

State of _____
County of _____

On the _____ day of _____, 2025, before me, the undersigned notary public, personally appeared **Larry D. Jones**, personally known to me (or proven to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities.

Witness my hand and official seal.

Notary Public

My Commission Expires: _____

ARTICLE XIII.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Arizona law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of the ____ day of _____, 2025 in the good faith intention of such incorporators to commence and carry on the business specified in these articles and each is at least 18 years of age.

Jesse Fisher

State of _____
County of _____

On the _____ day of _____, 2025, before me, the undersigned notary public, personally appeared **Jesse Fisher**, personally known to me (or proven to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities.

Witness my hand and official seal.

Notary Public

My Commission Expires: _____

The undersigned hereby accepts the appointment as Registered Agent in the State of Arizona for Arizona ORS Land Cooperative, at the address set forth in Article VIII above as of the _____ day of _____, 2025.

OSR GREEN, LLC

By: _____
It's Manager
Registered Agent