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Articles of Incorporation for a Cooperative
 filed pursuant to § 7-56-201 and of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the cooperative is

Industrial Hemp Collective Club

(The name of a cooperative association may, but need not, contain the term or abbreviation "cooperative", "association", "incorporated", "company", "limited", "coop", "ass'n", "assn", "assoc.", "inc.", "co." or "ltd.")

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the cooperative's principal office is

Street address

316 STONE CREEK DR Box 2091

(Street number and name)

BOX 2091

FAIRPLAY

(City)

CO

(State)

80440

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

3. The registered agent name and registered agent address of the cooperative's initial registered agent are

Name

(if an individual)

(Last)

(First)

(Middle)

(Suffix)

or

(if an entity)

Registered Agents Inc.

(Caution: Do not provide both an individual and an entity name.)

Street address

1942 Broadway Street

(Street number and name)

STE 314C

Boulder

(City)

CO

(State)

80302

(ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) OLIVER NELSON
(Last) (First) (Middle) (Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

316 STONE CREEK DR Box 2091
(Street number and name or Post Office Box information)
BOX 2091
FAIRPLAY CO 80440
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The cooperative has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The cooperative is formed

(Mark the applicable box.)

with stock. The classes of shares and the number of shares of each class the cooperative is authorized to issue are stated in an attachment. If the stock is divided into preferred and common stock, voting and nonvoting stock, or into any other class of stock, the attachment states the number of shares of stock in each class and the nature and extent of the preferences, limitations, relative rights, and privileges granted to each.

or

without common voting stock. The attachment to this document states whether the property rights and interests of each member are equal or unequal and, if unequal, the general rule or rules applicable to all members by which the property rights and interests of each member are determined and fixed; provisions for the admission of new members who are entitled to share in the property of the cooperative with the old members in accordance with such general rules; and whether the cooperative is authorized to issue one or more classes of preferred stock or other equity interests and, if so authorized, a statement as to the number of shares of stock of each class or other equity interests and the nature and extent of the preferences, limitations, relative rights, and privileges granted to each.

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

OLIVER	NELSON		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
316 STONE CREEK DR Box 2091			
<small>(Street number and name or Post Office Box information)</small>			
BOX 2091			
FAIRPLAY	CO	80440	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Articles of Incorporation
Of
INDUSTRIAL HEMP COLLECTIVE CLUB

ARTICLE I – Name

The name of the Cooperative is INDUSTRIAL HEMP COLLECTIVE CLUB.

ARTICLE II – Purposes

The Cooperative is organized for the general purposes of engaging in any lawful business or activity on a cooperative basis, not for pecuniary profit, for which cooperative corporations may be organized under the Colorado Cooperative Act (Section 7-56-101, et. seq. C.R.S.).

The Cooperative is organized for the specific purposes of providing a forum for the discussion, development and exchange of information, processing methods and products associated with industrial hemp and its derivations.

ARTICLE III – Registered Office and Registered Agent

The initial registered office of the Cooperative is 1942 Broadway Street, STE 314C Boulder, CO 80302.

The initial registered agent is Registered Agents Inc.

ARTICLE IV – Stock

The Cooperative shall have authority to issue the following shares of stock:

- (i) 5,000 shares of Class N nonvoting stock;
- (ii) 10,000 shares of Class P nonvoting preferred stock.

The nonvoting shares shall carry no right to vote for the election of directors of the Cooperative, and no right to vote on any matter presented to the shareholders for their vote or approval, except as the laws of Colorado require that voting rights be granted to such non-voting shares. Class P stock shall pay cumulative or noncumulative dividends as determined by the Board, and shall have such preferences on termination as may be determined by the Board. Class N and Class P stock shall be issued only in a manner that will preserve the status of the Cooperative as a cooperative corporation with respect to the U.S. Internal Revenue Code.

ARTICLE V – Initial Office

The mailing address of the initial principal office of the Cooperative is 316 Stone Creek Drive Box 2091, Fairplay, Colorado 80440.

ARTICLE VI – Board of Directors

The number, term, and qualification of Board of the Cooperative shall be as prescribed by the Bylaws.

The names and addresses of the initial Board are as follows:

NELSON OLIVER	316 STONE CREEK DR BOX 2091, FAIRPLAY, CO 80440
CHRISTOPHER SARTAIN	275 BACA GRANT WAY, CRESTONE, CO 80440
KYLE DONDERO	316 STONE CREEK DR BOX 2091, FAIRPLAY, CO 80440

ARTICLE VII – Membership

Memberships shall be issued only to such cooperatives, corporations, municipal corporations, firms, partnerships, or other legal entities and individuals that agree to become Patrons of the Cooperative by accepting such uniform conditions as may be prescribed by the Bylaws, and uniform rules and regulations established by the Board of Directors.

The Cooperative is organized as a member cooperative with nonvoting stock. Each member shall have one and only one vote in the affairs of the Cooperative. The property rights and interest of each member shall be determined by the allocation of funds deemed to be surplus ("Surplus Funds") to each member, based on the quantity or value of business ("Patronage") done by the Cooperative with or for the member (the "Patron") and as determined by the Board in accordance with the Bylaws. As such, the property rights and interest of a member from time to time shall not be equal unless their Patronage has been equal. New members shall share in the property of the Cooperative only to the extent of the new member's allocation of Surplus Funds as provided in the Bylaws.

ARTICLE VIII – Dissolution Provisions

The payment of Patronage dividends and, should the Cooperative dissolve, the distribution of the net proceeds of the Cooperative, after payment of (a) all debts of the Cooperative, (b) all amounts due and owing on Class P stock, and (c) the return of all capital accounts to members, shall be paid to Patrons on the basis of the quantity or value of business done by the Cooperative with or for each Patron, considering the total patronage of each member compared to the total patronage of all members over the lifetime of the cooperative, and subject to conditions prescribed by the Bylaws.

ARTICLE IX – Contracts

No contract or transaction between the Cooperative and one or more of its directors, or between the Cooperative and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

- (i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, the committee and the Board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the members; or
- (iii) The contract or transaction is fair as to the Cooperative.

ARTICLE X – Indemnification

To the maximum extent permitted under applicable law, the officers and directors shall not be personally liable to the Cooperative or its shareholders for monetary damages for breach of duty of care, fiduciary duty or other duty as a director; provided, however, that the directors shall be personally liable for any one of the following:

- (i) For any acts or omissions in bad faith or that involve intentional misconduct or a knowing violation of law,

(ii) For any transaction from which the director derived an improper personal benefit,

(iii) For any unlawful liquidating distributions of assets to members, unlawful loans to directors, or unlawful guarantees of loans to directors; any unlawful dividends; unlawful stock or other equity repurchases; or any other unlawful distribution that was voted for or assented to if the director did not act in conformance with the standard of care set forth in Section 7-108-401 of the Colorado Revised Statutes.

ARTICLE XI – Authority

The Cooperative shall have all powers and authorities granted by law and shall, in addition, have all powers and authorities reasonably necessary to carry out the purposes of the Cooperative's intentions and business goals.

ARTICLE XII – Execution

The Cooperative shall have perpetual existence.

IN WITNESS WHEREOF, under Article 55 of Title 7 of the Colorado Revised Statutes, as amended, the undersigned executes these Articles of Incorporation.

NELSON OLIVER

Dated this 25 of December 2012.