



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROANOKE COOPERATIVE ASSOCIATION, LTD.**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, sets forth the following:

FIRST: The name of the corporation shall be:

ROANOKE COOPERATIVE ASSOCIATION, LTD.

SECOND: The purposes for which the Corporation is organized are to establish a cooperative association for conducting a merchandising business, including the operation of a retail grocery business for the primary and mutual benefit of the holders of its shares of common stock as patrons of its goods and services, and to transact any or all lawful business for which corporations may be incorporated under the Virginia Stock Corporation Act, as amended from time to time.

THIRD: The Corporation shall have two classes of common stock, Class A (voting) and Class B (non-voting). The aggregate number of shares which the Corporation shall have the authority to issue shall be fifty thousand (50,000), authorized as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common Stock (Class A)	6,250	\$10.00
Common Stock (Class B)	43,750	\$10.00

Any outstanding shares of Common Stock as of the date set forth herein shall be split into two shares of Common Stock, one (1) Class A (voting) and one (1) Class B (non-voting) Common Stock, with no effect on the rights of the shareholders holding such stock.

Stock may not be transferred, assigned, encumbered, or alienated in any way, voluntarily or involuntarily, in whole or in part, except with the majority written consent of the Board of Directors. Shares of stock are non-transferable unless and until they have been proffered for redemption by the Corporation at cost.

FOURTH: The registered office of the said Corporation in the County of Floyd, State of Virginia is located at 602 E. Main Street, Floyd, Virginia 24091. The registered agent for this Corporation is Jonathan Rogers, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the address of the initial registered office.

FIFTH: The number of directors constituting the Board of Directors shall be designated in the Corporation's Bylaws.

SIXTH: The period of existence of the Corporation shall be perpetual.

SEVENTH: Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice if the action is taken by the written consent of the shareholders having not less than the minimum votes necessary to effect the action at a meeting of the shareholders, at which all shareholders entitled to vote thereon were present and voted, and such consent is delivered to the secretary of the Corporation for inclusion in the corporate records. All shareholders entitled to vote shall receive written notice of the proposed action not less than five (5) days before it is taken.

EIGHTH: A quorum for the transaction of business of all meetings of the shareholders will consist of shareholders holding at least one-third of the outstanding shares of common stock entitled to vote, present in person or represented by proxy.

NINTH: The Cooperative shall indemnify and reimburse each former, current and future Board member and officer for any claim, liability, or expense (including reasonable attorney fees) to which such person may become subject by reason of being a Board member or officer, or by reason of his or her acts or omissions as a Board member or officer. Such indemnification shall be made only if it is determined by the Board, or by special legal counsel selected by the Board, that the Board member or officer acted in good faith and, in the case of conduct in his or her official capacity, in the reasonable belief that his or her action was in the best interests of the Cooperative; and, in all other cases, in the reasonable belief that his or her conduct was at least not opposed to the best interest of the Cooperative; and, in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The indemnification provided in this section shall not be exclusive of any other rights to which Board members or officers may be entitled.

Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

Dated: June 24, 2007

By: _____
Robert N. Capper, Jr., President