

Document Number

Document Title

**RESTATED ARTICLES OF INCORPORATION
COOPERATIVE**

FOR

CONSUMERS COOPERATIVE OIL COMPANY

DOCUMENT #: **1287821**
Recorded: 03-30-2026 at 10:45 AM
BRENT BAILEY
SAUK COUNTY REGISTER OF DEEDS
REGISTRAR'S OFFICE
Sauk Co, WI
RECEIVED FOR RECORD
Fee Amount: \$30.00
: :

30-
(19)

Recording Area

Name and Return Address

Turke & Steil S.C.
1 E. Milwaukee St, Ste 200
Janesville, WI 53545

Parcel Identification Number (PIN)

DFI/CORP/30
DOCUMENT
8/22

United States of America
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS



Greetings:

I do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department



Kristie Pulvermacher

DATE: March 6, 2026

Kyle Annen

BY: Kyle Annen

KRISTIE PULVERMACHER, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

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**CERTIFICATION AS TO ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

We, the undersigned, Thomas Schwarz and Steven Kindschi, respectively the President and the Secretary/Treasurer of Consumers Cooperative Oil Company, a Wisconsin membership cooperative (the "Cooperative") incorporated under Chapter 185 of the Wisconsin statutes and having its principal place of business in Sauk City, Sauk County, Wisconsin, hereby certify:


1. That on February 27, 2024, the Cooperative held an annual meeting (the "2024 Annual Meeting") and members of the Cooperative voted to adopt and approve Amended and Restated Articles of Incorporation of the Cooperative (the "2024 Amended and Restated Articles of Incorporation");
2. That on June 14, 2024, Thomas Schwarz and Steven Kindschi, respectively the Chair and the Secretary/Treasurer of the Cooperative executed a Certification as to Adoption of the 2024 Amended and Restated Articles of Incorporation;
3. That on July 11, 2024, the Cooperative filed the 2024 Amended and Restated Articles of Incorporation with the State of Wisconsin Department of Financial Institutions, and on July 22, 2024, the Sauk County Register of Deeds recorded the 2024 Amended and Restated Articles of Incorporation as Document #1264784;
4. That subsequent to the certification, filing and recording of the 2024 Amended and Restated Articles of Incorporation, the Cooperative discovered an uncertainty as to whether a quorum was present at the 2024 Annual Meeting and consequently whether the 2024 Amended and Restated Articles of Incorporation were properly adopted and approved by the members of the Cooperative;
5. That given the uncertainty as to whether a quorum was present at the 2024 Annual Meeting and whether the 2024 Amended and Restated Articles of Incorporation were properly adopted and approved by the members of the Cooperative, the Board of Directors Cooperative determined the Cooperative must operate under the Amended and Restated Articles of Incorporation in effect prior to the adoption of the 2024 Amended and Restated Articles of Incorporation;
6. That the Amended and Restated Articles of Incorporation in effect prior to the adoption of the 2024 Amended and Restated Articles of Incorporation were adopted and approved at an annual meeting of the members duly called and held on November 11, 2019 (the "2019 Annual Meeting");
7. That the undersigned Chair and Secretary/Treasurer of the Cooperative certify that a quorum was present at the 2019 Annual Meeting and 100 percent (100%) of the 149 members voting at the 2019 Annual Meeting voted in favor of a resolution and 0 members voted against a resolution to adopt and approve the attached amended and restated articles of incorporation;



8. The attached amended and restated articles of incorporation shall supersede all existing articles of incorporation of the Cooperative and all amendments thereto, including, without limitation, the 2024 Amended and Restated Articles of Incorporation;
9. That as of the date of this Certification, there are 2,402 members of the Cooperative;
10. That there are no Class B stockholders, no preferred stockholders, and no stockholders of any other title; and
11. The Cooperative does not have a seal.

This Certification has been executed on Feb 6, 2026.

This Certification was drafted by Peter Turke of Turke & Steil s.c.



Thomas Schwarz, Chair (officer of the Cooperative with duties equivalent to the usual duties of a president of a cooperative)

ACKNOWLEDGMENT

STATE OF FLORIDA)

) ss.

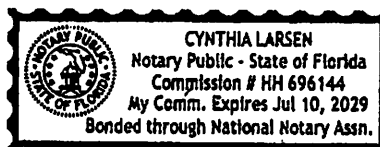
Lee COUNTY)

Personally came before me this 6 day of Feb, 2026, the above named Thomas Schwarz to me known to be the person(s) who executed the foregoing instrument and acknowledged the same.

Cynthia Larsen
* Cynthia Larsen

Notary Public State of Florida

My Commission (is permanent) (expires) JULY 10, 2029



Steven Kindschi
Steven Kindschi, Secretary/Treasurer

ACKNOWLEDGMENT

STATE OF WISCONSIN)
) ss.

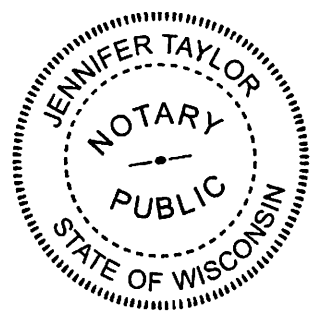
Sauk COUNTY)

Personally came before me this 10th day of February, 2026, the above
named Steven Kindschi to me known
to be the person(s) who executed the foregoing instrument and acknowledged the same.

Jennifer Taylor
* Jennifer Taylor

Notary Public State of Wisconsin

My Commission (is permanent) (expires) 05/31/2028



AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
CONSUMERS COOPERATIVE OIL COMPANY
SAUK CITY, WISCONSIN

ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1.1 Name. The name of this cooperative shall be Consumers Cooperative Oil Company.

Section 1.2 Place of Business. The location and principal place of transacting the business and post office address of this cooperative shall be 758 Phillips Blvd., P.O. Box 668, Sauk City, Wisconsin 53583, located in the Township of Prairie du Sac, Village of Sauk City, County of Sauk, State of Wisconsin.

ARTICLE II
PURPOSE

This cooperative may engage in any activity within the purposes for which cooperatives may be organized and all such activities shall be deemed within its purpose.

ARTICLE III
MEMBERSHIP

Section 3.1 Qualifications of Membership. This cooperative is organized without capital stock on a membership basis. Only members shall have the right to vote, and they may vote by mail as provided for in the Bylaws, but not by proxy. All patrons (individuals, firms, partnerships, corporations or cooperatives) who are eligible for membership shall, on the date of adoption of this Article, be automatically members of this cooperative. In every case following the adoption of this Article, any patron entering into a patronage relationship with this cooperative who is eligible for membership and not already a member, becomes a member (unless the patrons or this cooperative expressly states otherwise) immediately upon receiving from this cooperative written notification and a copy of the Bylaw (Consent Bylaw) providing for consent to take patronage distributions into income.

Section 3.2 Other Membership Criteria. The Board of Directors of this cooperative may establish a minimum amount of business (as a percentage of purchases, in dollar volume, or otherwise) that members and cooperative associations must transact with or through this cooperative to be eligible for membership in this cooperative, and also may adopt such additional conditions, qualifications, methods of acceptance, duties, rights and privileges of membership in this cooperative as it may from time to time deem advisable, including establishing membership criteria to include minimum business volumes that each member must transact with the association or business entities

through whom the Cooperative conducts its patronage businesses, and other criteria as the Board may establish from time to time in its discretion. Initially, each member must transact at least \$500 of business with the Cooperative annually. The Board of Directors of this cooperative may refuse membership or provide conditional membership to an applicant in its sole discretion. A membership in this cooperative is transferable only with the consent and approval of the Board of Directors.

Section 3.3 Automatic Termination of Membership. At any time if a member (a) has become ineligible for membership, or (b) has failed to patronize this cooperative for a period of one year or more, or (c) has moved from the territory served by this cooperative, or (d) dies, the membership shall be automatically terminated.

Section 3.4 Discretionary Termination of Membership. Whenever the Board of Directors, by resolution, finds that a member has (a) intentionally or repeatedly violated any Article or Bylaw of this cooperative, or (b) breached any contract with this cooperative, or (c) remained indebted to this cooperative for ninety (90) days after such indebtedness first became payable, or (d) willfully obstructed any lawful purpose or activity of this cooperative; then in any such event, the Board of Directors, in its sole discretion, may terminate the membership.

Section 3.5 Effect of Termination. Upon termination of membership, all voting rights and other rights of membership shall automatically cease. No action taken hereunder shall impair the obligations or liabilities of either party under any contract with the cooperative which may be terminated only as provided therein.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Size of Board of Directors. The business and affairs of this cooperative shall be governed by a Board of Directors of not less than five (5) persons, as set by the Bylaws, which directors shall be members or representative of members who are other than natural persons. Directors shall be elected by the members of the cooperative for such terms as the Bylaws may prescribe, at the annual meeting of members.

Section 2 Officers. The principal officers of the cooperative shall be Chair, Vice Chair, Secretary and Treasurer. The officers shall be elected by the Board of Directors and their duties shall be specified in the Bylaws. The duties of the Chair and Vice-Chair shall be equivalent to the usual duties of the president and vice-president. The board of directors shall have the power to appoint a president, chief executive officer, and the chief executive officer shall have the power to appoint one or more vice-presidents, which offices shall not be in opposition or a contradiction with the offices of Chair and Vice-Chair.

ARTICLE V PATRONAGE REFUNDS

All net savings of this cooperative in excess of additions to reserves shall be distributed to patrons annually or oftener on the basis of patronage as more particularly provided for in the Bylaws, and the records of the cooperative may show the interest of patrons and members in the reserves. Patronage refunds may be distributed in cash, equity credits, certificates of interest, revolving fund certificates, letters of advice or other property or combination thereof, as more particularly provided for in the Bylaws. Any such credits shall be redeemable only at the option of the Board of Directors having in mind the financial needs of the cooperative.

ARTICLE VI FIRST LIEN

This cooperative shall have a first lien on all equity credits and other interests standing on its books for all indebtedness of the respective holders in this 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 equity credits or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of credits or other interests any right to have such set off made.

ARTICLE VII PREFERRED EQUITIES

In addition to and not by way of limitation of the powers granted to the Board of Directors of this cooperative by the laws of the State of Wisconsin or elsewhere in these Articles or the Bylaws of this cooperative, the Board of Directors shall have the following authority and power, which may be exercised from time to time at its sole discretion. The Board of Directors by resolution may establish and issue to any person (whether member, nonmember patron, or other person) one or more than one class or series of debt and/or equity instruments, may set forth the designation of classes or series of such debt and/or equity instruments, and may fix the relative rights, preferences, privileges and limitations of each class or series of debt and/or equity instruments, including, without limitation, one or more than one class or series of Preferred Equity instruments. Noncumulative or cumulative dividends, as determined by the Board of Directors in its sole discretion, may be paid on the equity capital of this cooperative, which is evidenced by an equity instrument established pursuant to this Article VII; provided that dividends on such equity capital may not exceed the rate allowed by law. Debt or equity instruments established pursuant to this Article VII shall not entitle the holder to voting rights. Unless otherwise expressly authorized by the Board of Directors, debt or equity instruments established and issued pursuant to this Article VII may only be sold or transferred with the approval of the Board of Directors of this cooperative.

ARTICLE VIII LIQUIDATION

In the event of any liquidation, dissolution, or winding up of this cooperative, whether voluntary or involuntary, all debts and liabilities of this cooperative shall be paid first according to their respective priorities. All capital furnished through patronage shall then be distributed without priority on a pro rata basis to the patrons to whom allocated on the books of the cooperative. Any remaining assets of this cooperative shall be distributed among the patrons of this cooperative in the proportion which the aggregate patronage of each patron bears to the total patronage of all patrons as shown by the records of this cooperative.

ARTICLE IX AMENDMENTS AND MERGER OR CONSOLIDATION

At any regular members' meeting or at any special members' meeting called for the purpose with not less than seven nor more than thirty days' notice to members this cooperative may amend these Articles of Incorporation by the affirmative vote of two-thirds (2/3) of the members voting thereon. Any merger or consolidation of this cooperative shall proceed in accordance with Wisconsin Statutes, Chapter 185, and the plan of merger or consolidation shall be deemed approved upon receipt of the affirmative vote of a majority of member's votes cast thereon at a meeting duly called for that purpose at which a quorum is present.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

RESTATED ARTICLES OF INCORPORATION - COOPERATIVE - FORM 208 - Ch. 185

CONSUMERS COOPERATIVE OIL COMPANY

Received Date: 3/2/2026

FILED

Filing Fee: \$10.00

Entity ID#: C003175

Total Fee: \$10.00

Effective date 3/6/2026

Sauk County