

The Pedal Cooperative
4707 Chester Ave
Apt 1
Philadelphia, PA 19143

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

The Pedal Cooperative

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ENTITY NUMBER: 3817675

The Pedal Cooperative
4707 Chester Ave, Apt 1
Philadelphia, PA 19143

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-Nonprofit
(15 Pa.C.S.)

- Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

Name The Pedal Cooperative		
Address 4707 Chester Ave. Apt. 1		
City Philadelphia	State PA	Zip Code 19143

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT 10 Page(s)



T0817060087

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:
The Pedal Cooperative

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
4707 Chester Ave. Apt. 1	Philadelphia	PA	19143	Philadelphia

(b) Name of Commercial Registered Office Provider _____ County _____
c/o: _____

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

Please see attached sheet.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

PA DEPT. OF STATE

JUN 18 2008

5. Check one of the following:

- The corporation is organized on a non-stock basis.
- Option for Nonprofit Cooperative Corporation Only:* The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): The corporation shall have no members.

(Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to incorporate: _____ by _____ the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Cooperative Corporation Only:

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: otherwise.

8. The name(s) and address(es) of each incorporator(s) is (are) *(all incorporators must sign below):*

Name(s)	Address(es)
John MacDuffie Woodburn	4707 Apt 1 Chester Ave, Philadelphia, PA, 19143
Dunstan Horng	1013 S. 47th St, Philadelphia, PA, 19143
Michael Yanchuk	2201 Coral St. 2E Philadelphia, PA, 19125
Ilan Isakov	910 S. 48th St. Philadelphia, PA, 19143

9. The specified effective date, if any, is:

May 1 2008
 month day year hour, if any

10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

27 day of April

2008

John MacDuffie Woodburn

Signature

Michael R. Yanchuk

Signature

Ilan Isakov

Signature

Dunstan Horng

DUNSTAN HORNG

ARTICLE III. PURPOSES

The association is formed for the following purposes: To coordinate the efforts of its members to provide bicycle services; to purchase for its members equipment and supplies; to maintain the finances of the association; and to exercise all such powers in any capacity and on any cooperative basis that may be agreed upon.

ARTICLE VII. BOARD OF DIRECTORS

The following provisions are inserted for the regulation of the affairs of the corporation.

- (a) The corporation may in its by-laws authorize one or more classes of members, which shall have such powers and rights and shall be admitted and retain their memberships in accordance with and subject to the conditions of membership provided therein.
- (b) The by-laws of the corporation shall be adopted by the first directors; thereafter the authority to make, alter, amend and repeal the by-laws shall be expressly vested in the board of directors, subject to the power of the members to change such action.
- (c) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by a majority of the whole board of directors or by the members, at any annual or special meeting as shall be provided in the by-laws; any such additional directors elected by the board of directors shall hold office until the next annual meeting of the members or until their successors shall have been elected in their stead.
- (d) The board of directors may appoint from time to time such committee or committees as, in its discretion, shall be desirable for the furtherance of the objects and purposes of the corporation, and may delegate to such committee or committees such powers as, in the discretion of the board of directors, are necessary and desirable.
- (e) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the Nonprofit Corporation Law, these Restated Articles of the corporation, and to any by-laws from time to time made by the members.

ARTICLE X. POWERS

This association shall have the following powers:

- (a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefore in any manner permitted by law; and to make advance payments and advances to members and other producers.
- (b) To act as the agent or representative of any member or members in any of the activities mentioned in Article III hereof.
- (c) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the association, or incidental thereto.
- (d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this association is formed, and to give a lien on any of its property as security therefor.
- (e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with, or incidental to, the business of the association.
- (f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and to become a member or stockholder of such agencies as now are or hereinafter may be in existence.
- (g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of Pennsylvania and all powers and right incidental or conducive to carrying out the purpose for which this association is formed, except such as are inconsistent with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this association, all of which are hereby expressly claimed.

ARTICLE XI. PERIOD OF DURATION

This association shall have perpetual existence.

ARTICLE XII. CAPITAL STOCK (stock cooperative)

Section 1. Classes and Authorized Amounts. The capital stock of the association shall consist of shares of common stock with a par value of \$20 per share, and shares of preferred stock with a par value of \$20 per share.

Section 2. Common Stock. The common stock of this association may be purchased, owned, or held only by producers who (1) patronize the association in accordance with uniform terms and conditions prescribed by it, and (2) have been approved by the board of directors.

'Producer' shall mean and include persons (natural or corporate) engaged in the production of _____ (product), or other agricultural products, including tenants of land used for the production of any such product, and lessors of such land who receive as rent therefore part of any such product of such land, and cooperative associations (corporate or otherwise) of such producers.

Each member shall hold only one share of common stock and each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders upon each matter submitted to vote at a meeting of the stockholders.

In the event the board of directors of the association shall find, following a hearing, that any of the common stock of this association has come into the hands of any person who is not eligible for membership, or that the holder thereof has ceased to be an eligible member, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the association other than the right to participate in accordance with law in case of dissolution, the association shall repurchase such stock for par value. If such holder fails to deliver any certificate evidencing the stock, the association may cancel such certificate on its books and records, and the certificate is thereby null and void.

The common stock of this association may be transferred only with the consent of the board of directors of the association and on the books of the association, and then only to persons eligible to hold it. No purported assignment or transfer of common stock shall pass to any person not eligible to hold it, nor the rights or privileges on account of such stock, nor a vote or voice in the management of the affairs of the association.


This association shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the association.


No dividends shall be paid on the common stock.

ARTICLE XIII. AMENDMENT

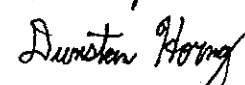
These articles may be amended upon the affirmative vote of two-thirds of the members actually voting on the proposed amendments.

Signed 27th day of April, 2008, by the undersigned incorporators

 John McDuffie Woodburn

 Ilan Isakov

 Michael R. Yanchuk

 DUNSTAN HORNG

BY-LAWS

ARTICLE I: MEMBERSHIP

Section 101: DESCRIPTION. The Pedal Cooperative. is a membership organization.

Section 102: DUTIES OF MEMBERS. Membership is available to any person who:

102.1. Attends a general membership meeting and completes a survey that provides their contact information and desired Pedal cooperative duties.

102.2. Signs a general liability waiver.

102.3. Signs a membership agreement, approved by the membership meeting, which covers work obligations to the corporation and explains the cooperative method which is central to all activities. MEMBERSHIP INDICATES COMMITMENT TO WORK COOPERATIVELY IN TASKS AND IN DECISION-MAKING. IT INDICATES A COMMITMENT TO STRIVE FOR CONSENSUS IN DECISIONS (see Section 40 BY LISTENING TO ALL POINTS OF VIEW, ATTEMPTING TO REACH COMPROMISE, SUPPORTING THIRD-PARTY INTERVENTION IN A CONFLICT, LEARNING FROM THE STATEMENTS OF OTHER PARTIES TO A DISPUTE, AND AGREEING TO WAIT FOR PARTICIPANT TO DEVELOP AND CLARIFY THEIR OWN OPINIONS.

102.4. Pays a \$20.00 membership deposit, to be refunded in the case of voluntary departure from The Pedal Cooperative.

102.5. Complies with any additional terms set by the membership meeting.

Section 103: RIGHTS OF MEMBERS. Members have the right to:

103.1. Participate in all activities of the corporation. Every member has equal voice and vote in a membership meeting. The membership reviews administrative and financial policy, evaluates the effectiveness of programs and activities, takes responsibility for long-range planning for The Pedal Cooperative., and acts as final determiners of the membership status of any individual.

103.2. Receive information about the status of the corporation and its activities, semi-annual financial reports and, at regular intervals, a corporate newsletter.

103.4. Enjoy any other rights or limitations or obligations which are approved by the membership meeting.

SECTION 104: COMPENSATION. Unless the membership meeting determines otherwise, no member will be entitled to any compensation for services as a member. Any member who serves The Pedal Cooperative in another capacity may be entitled to compensation as determined by the membership meeting.

SECTION 105: TERMINATION OF MEMBERSHIP.

105.1. If any member fails to meet work obligations or consistently behaves in ways incompatible with the cooperative principles of the organization, the membership meeting may expel the member.

ARTICLE II: OFFICERS

SECTION 201: DESCRIPTION. The officers of The Pedal Cooperative shall execute the decisions of the membership meeting and represent The Pedal Cooperative in its dealings with other organizations.

SECTION 202: SELECTION OF OFFICERS. The membership meeting will choose three persons whose membership is in good standing as officers. Criteria and method of selection will be decided by the membership meeting. Officers serve until replaced.

SECTION 203: REMOVAL OF OFFICERS. Officers may be removed for cause at a called membership meeting at any time.

SECTION 204: DUTIES OF OFFICERS.

204.1. The secretary will see to the recording, maintaining and publicizing of all records of the decisions of The Pedal Cooperative in accordance with the pertinent sections of these by-laws.

204.2. The treasurer will be responsible for relations with agencies and organizations to which The Pedal Cooperative incurs financial liabilities and from which The Pedal Cooperative receives income. The treasurer develops and oversees an annual budget for The Pedal Cooperative and will report the financial status of the Corporation as required. The treasurer keeps custody of the bank accounts of the Corporation, maintains regular books of account, and has authority to write checks.

204.3. The convener will call regularly scheduled meetings of the membership and will facilitate at those meetings (or designate a representative to do so).

ARTICLE III: DECISION MAKING

SECTION 401: USE OF CONSENSUS

401.1. Any decision made in a membership meeting should be made by consensus (unanimous approval) if at all possible. As a first step, consensus always should be sought.

401.2. If no consensus is achieved within a reasonable time on crucial matters, then, with the unanimous consent of all members present, the meeting shall call for a vote, with a two-thirds majority of the members- present, as well as a two-thirds majority of the officers, to decide the issue.

SECTION 402: QUORUM.

402.1. No business may be transacted at a regular meeting unless a quorum is present.

402.2. A quorum will consist of 5% of all eligible members.

ARTICLE IV: ACCOUNTING & BUDGET

SECTION 501: FISCAL YEAR.

The fiscal year of The Pedal Cooperative will begin on January 1 of a year and will end on December 31 of the same year.

SECTION 502: ANNUAL BUDGET.

A proposed budget for an upcoming year should be developed and presented to the members for comment and ratification by the December meeting of the previous year.

SECTION 503: SPECIAL PROJECTS.

Special projects apart from the ordinary business of The Pedal Cooperative must be decided by the membership meeting.

ARTICLE V: MEETINGS

SECTION 601: MEMBERSHIP MEETINGS.

Regular membership meetings will be held at least monthly.

SECTION 602: SPECIAL MEETINGS.

Any member may ask the convener to call a special meeting. The convener must call such a meeting within thirty days of the request. If the meeting has not been called within this time, the member is empowered to call the special meeting.

SECTION 603: NOTICE.

At least seven days email notice of a meeting - which includes place and time - must be given to members.

ARTICLE VI: AMENDMENT

SECTION 701: PROCESS.

Members may amend or repeal these by-laws at a membership meeting. At least fourteen days notice must be given to all members, and the proposed change(s) must be given in email to all members. A two-thirds majority of all eligible members present, as well as a two-thirds majority of the committee, is necessary to change a by-law if consensus cannot be reached.

SECTION 702: RECORDING OF AMENDMENTS.

The text of all amendments must be attached to the by-laws. Each amendment must be dated (according to date of passage) and must be accompanied by a notation which indicates that, indeed, this amendment was adopted by the membership meeting in accordance with the stipulations in the preceding section.