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THE IDCO CO-OP, INC.

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**ARTICLES OF RESTATEMENT
OF
THE IDCO CO-OP, INC.**

The IDCO Co-op, Inc., being a Florida not for profit under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, for the purpose of amending and restating its Articles of Incorporation pursuant to F.S. 617.1007 and 617.10002 so as to qualify as a cooperative association under the Minnesota cooperative law, Chapter 308A of the Minnesota Statutes, hereby submits the following Articles of Restatement by its undersigned officer:

**ARTICLE I.
NAME**

The name of the cooperative is The IDCO Co-Op, Inc. (the "Cooperative").

**ARTICLE II.
PURPOSES AND POWERS**

Section 2.1. Purposes. The purposes for which the Cooperative is organized are: (1) to provide negotiated returns for Members from Endorsed Suppliers; (2) to provide education and resources for its Members; (3) to provide networking and other services for its Members; and (4) to engage in any other activity for which a cooperative association may be organized under the Minnesota Cooperative Associations Act, Minnesota Statutes Chapter 308A. To this end, the business and activities of the Cooperative shall be conducted on a cooperative basis, as more particularly provided in these Articles of Restatement (the "Articles") and the Bylaws (the "Bylaws") of the Cooperative.

Section 2.2. Powers. In addition to other powers, the Cooperative may perform every act and thing necessary, proper, incidental or convenient to the conduct of its business or the accomplishment of its purposes. The Cooperative shall have all powers, privileges and rights conferred upon it by applicable law. Without limiting the foregoing, the Cooperative shall have the power:

- (a) to acquire, purchase, hold, lease, encumber, sell, exchange, and convey such real estate, buildings, and personal property as the business of the Cooperative may require;
- (b) to purchase, acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, equity or debt securities created by any other corporation or other legal entity wherever;

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(c) to borrow money, to incur obligations and to assume obligations of any other person, individual, corporation or other legal entity, in any amount; and to make contracts for hire;

(d) to issue equity and debt securities, whether certificated or uncertificated, as further provided in the Articles and in the Bylaws;

(e) to join with other cooperatives, limited liability companies, corporations, partnerships, associations or other entities to form district, state, or national marketing, manufacturing, purchasing and service organizations, and other organizations engaged in the general purposes for which this cooperative is formed, and to purchase, acquire, and hold the capital stock or other equity interests and the notes, bonds and other obligations of such organizations;

(f) to have one or more offices, and to conduct any or all of its operations and business, and promote its purposes without restriction as to places or amounts; and

(g) to carry on any other business in connection with the foregoing and to engage in any of said activities on its own account or as agent for others, or alone or in association with others; and to employ agents, consultants and nominees to perform any or all of the powers described or referred to herein.

The powers, privileges and rights specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other provision of these Articles. The enumeration of powers, privileges and rights herein shall not be held to limit or restrict in any manner the general powers, privileges and rights conferred upon this Cooperative under applicable law.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the Cooperative is: 190 Lime Quarry Road, Suite 104, Madison, AL 35756

ARTICLE IV. DURATION

The period of duration for the Cooperative shall be perpetual.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The registered office address of the Cooperative is 1200 South Pine Island Road Plantation, FL 33324 and the name of the registered agent at that office is CT Corporation System, Inc.

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ARTICLE VI.
MEMBERSHIP AND AUTHORIZED CAPITAL INSTRUMENTS

Section 6.1. No Capital Stock. This Cooperative is organized without capital stock on a membership basis.

Section 6.2. Membership.

(a) Membership in the Cooperative is limited to independent distributors serving the industrial community with hose, fitting, gaskets, rubber materials and related products and other persons or entities as specified from time to time in the Bylaws of the Cooperative, and in a membership policy adopted by the Board of Directors from time in accordance with the Bylaws.

(b) Membership is non-transferable and cannot be pledged or assigned or otherwise transferred except as provide in the Bylaws.

(c) The Board of Directors shall have the authority to establish such additional terms and conditions, qualifications, methods of acceptance, duties, rights and privileges of membership in the Cooperative as it may from time to time deem advisable. The Board of Directors may refuse Membership or provide conditional membership to an applicant in its sole discretion.

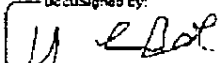
Section 6.3. Authorized Capital Instruments. Except as may be limited by applicable law, these Articles or the Bylaws, the Board of Directors of the Cooperative shall have the authority and power to establish and issue one or more than one classes or series of equity instruments within a class, including preferred equities, and to set forth the designation of series of such equity instruments, to fix the relative rights, preferences, privileges and limitations of each series of such equity instruments; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits and preferred equities as further provided in the Bylaws.

Section 6.4. Ineligibility of a Member. As may be more particularly provided for in the Bylaws, in the event the Board of Directors shall find that any Membership of this Cooperative has come into the hands of any person who is not eligible for Membership in this Cooperative, the Board of Directors of this Cooperative shall have the right, at its option, (1) to redeem the Membership interests at an amount equal to the value of the consideration for which the Membership interests was issued; or (2) to convert the Membership into a nonvoting certificate of interests or other capital instrument.

There being members entitled to vote on the foregoing Articles of Restatement, a resolution to amend and restate the articles of incorporation upon such terms was adopted at a meeting of the members held on October 2, 2020 by having received votes cast for such resolution sufficient for its approval.

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I, the undersigned officer of the corporation, certify that I am authorized to execute these Articles, and that I understand that by signing these Articles I am subject to the penalties of perjury as if I had signed these Articles under oath.

DocuSigned by:

Name: John O. Donnell
Title: President

Dated: December 23, 2020

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System, By: Stephanie Hencz, Assistant Secretary
12/23/2020

