

**SUBSCRIPTION AGREEMENT FOR STOCK OF  
OPPORTUNITY DEVELOPMENT COOPERATIVE OF PETROLEUM COUNTY**

The Opportunity Development Cooperative of Petroleum County (the "Cooperative") is being formed as a cooperative association under Title 35, Chapter 15 of the Montana Code Annotated, and has delivered a Statement of Intent to Incorporate a Cooperative Association to the office of the Montana Secretary of State. The Secretary of State has licensed the original incorporators as commissioners to offer at par 11,200 shares of capital stock, which are designated as follows:

- (1) 1,000 shares of Class 1 common stock with a par value of \$150 per share
- (2) 200 shares of Class A founders' preferred stock with a par value of \$250 per share
- (3) 10,000 shares of Class B preferred stock with a par value of \$250 per share

The preferences, limitations, and relative rights of the capital stock will be as follows:

- (a) A shareholder may own no more or less than one share of common stock.
- (b) The Cooperative may authorize variations in the rights of the classes of stock.
- (c) Each holder of common stock is entitled to one vote for the election of directors and such other matters as may be or are required by law or the Cooperative's bylaws to be presented to the shareholders for vote or approval.
- (d) The holders of founders' preferred stock and preferred stock shall have no right to vote for the election of directors or on any matter presented to the shareholders for their vote or approval, except as may otherwise be required by Montana law.
- (e) The holders of founders' preferred stock are entitled to receive from the Cooperative such cumulative or non-cumulative dividends up to 8%, as may be determined by the directors and subject to the limitations thereon under Montana law.
- (f) The holders of preferred stock are entitled to receive from the Cooperative such cumulative or non-cumulative dividends up to 7% as may be determined by the directors and subject to the limitations thereon under Montana law.
- (g) Upon dissolution of the Cooperative and distribution of its assets, the holders of preferred stock shall be paid in full, at par, before the Cooperative pays any amount on account of common stock.

The undersigned does hereby irrevocably subscribe to purchase one share of common stock of the Cooperative for the amount set forth:

Share Class	# of Shares	Common Stock Description	Share Cost	Total Cost
1		One (1) share of common stock for the purchase price of \$150.00 per share	\$150	

The undersigned does hereby irrevocably subscribe to purchase the following number of shares of non-voting preferred stock of the Cooperative for the amount set forth:

Share Class	# of Shares	Description of share type	Share Cost	Total Cost
A		Share(s) of Class A founders' preferred stock for the purchase price of \$250.00 per share.	\$250	
B		Share(s) of Class B preferred stock for the purchase price of \$250.00 per share.	\$250	

**Total price for stock to be purchased under this subscription:** \$ \_\_\_\_\_

The undersigned agrees to pay the total amount within thirty (30) days of written notification of the Cooperative's acceptance of this subscription and the issuance by the Secretary of State of a Certificate of Completed Organization of the Cooperative.

No certificate for share(s) shall be issued until the entire subscription price has been paid in full.

The Cooperative reserves the right to reject, reduce, or allot all subscriptions received.

The undersigned agrees that this subscription is irrevocable by the undersigned and that specific performance may be required by the Cooperative or the undersigned. In the event of default hereunder, the injured party shall be entitled to receive a reasonable attorney's fee, as well as other costs and expenses, including court costs and expenses incurred by reason of such default.

Shareholder Name: \_\_\_\_\_  
(Full name to appear on stock certificate)

Custodian/Representative Name: \_\_\_\_\_  
(If shareholder is under 18 years old or is not a natural person)

Legal Signature: \_\_\_\_\_ Date: \_\_\_\_\_

### SHAREHOLDER DETAILS

Shareholder Name \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Physical Address (if different) \_\_\_\_\_

Phone Number: \_\_\_\_\_ Cell Phone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Email authorized for official Cooperative notices.  Yes  No

Do you prefer to remain anonymous for marketing purposes?  Yes  No

#### OFFICE USE ONLY

\_\_\_\_\_  
Commissioner/Board Member/Officer Name Date: \_\_\_\_\_

Payment Collected: Yes No

Date payment collected: \_\_\_\_\_  
Payment Method: \_\_\_\_\_ Check number: \_\_\_\_\_