

**STATE OF MICHIGAN
IN THE 9TH CIRCUIT COURT FOR THE COUNTY OF KALAMAZOO**

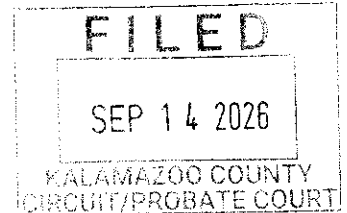
BENJAMIN BROWN, an individual,
et al.

Plaintiffs,
v.

Case No. 2026 - 0305 - CK
Judge Gary C. Giguere, Jr.

THE PEOPLES FOOD CO-OPERATIVE
OF KALAMAZOO, a Michigan nonprofit corporation,
et al.

Defendants.



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ORDER REGARDING CORPORATE GOVERNANCE AND CONTROL

At a session of the 9TH Circuit Court, held in the City of Kalamazoo,
County of Kalamazoo, State of Michigan,
on September 14, 2026, at 9:00 AM.

PRESENT: HON. GARY GIGUERE

This Court, having reviewed the briefing submitted regarding which individuals exercise corporate control over The Peoples Food Co-Operative of Kalamazoo (the “Co-Op”), and having heard argument of counsel, notes the maxim of Michigan law that courts must be reluctant to interfere in the internal affairs of a corporation absent a clear showing of impending wrong or actual wrong. *Franks v Franks*, 330 Mich App 69, 100 (2019). No such showing has been made here. The Members of the Co-Op substantially complied with Michigan statute and with the Bylaws of the Co-Op in conducting the recall election of the then-sitting Board of Directors and the subsequent election of new Directors. To the extent there were technical defects in either election, those defects are de minimis and did not affect the outcome.

IT IS ORDERED:

1. The recall election concluded on August 25, 2026, by which the Membership of the Co-Op voted to recall the then-sitting Board of Directors, was valid.
2. Pursuant to that recall election, Defendants Ellis Martin, Noe Giorgio, Olukolade Adelabi, Kim Gregory, and Lalonie Willhite are no longer Officers or Directors of the Co-Op as of September 14, 2026, having operated as Board members between September 4, 2026, and September 14, 2026, under the 9th Circuit Court of Michigan’s Preliminary Injunction.
3. The election of Directors concluded on August 25, 2026, replacing the recalled Board, substantially complied with the Co-Op’s Bylaws and Michigan statute and is therefore valid.

4. Pursuant to the new Board of Directors' August 28, 2026 vote to terminate Defendant James Bridgforth a/k/a James Andre, he is not the Interim General Manager of the Co-Op nor is he employed by the Co-Op.

5. The individual Defendants have no standing to act on behalf of the Co-Op, to file or maintain any motion or claim on behalf of the Co-Op in this case, or to direct counsel on behalf of the Co-Op. Any motion filed on behalf of the Co-Op by the prior Board and presently pending before this Court is denied.

6. As of September 14, 2026, the prior Board has no authority related to the operations of the Co-Op.

7. The recalled Board of Directors shall turn over all records and other property of the Co-Op to the new Board of Directors within seven (7) days of the date of this Order.

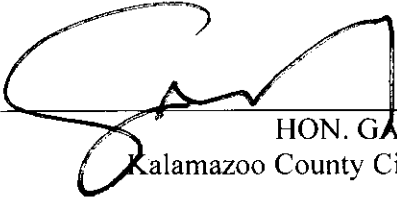
8. Within sixty (60) days of the date of this Order, the new Board of Directors shall conduct an election of the Board of Directors that complies in full with Michigan statute and with the Co-Op's Bylaws.

9. Nothing in this Order limits the authority of the new Board of Directors to operate as such prior to the conclusion of the sixty (60) day period set forth above.

10. Nothing in this Order limits the right of any individual Defendant to defend against claims asserted against him or her individually in this case.

11. Nothing in this Order adjudicates, denies, limits, or prejudices Plaintiffs' pending Motion to Compel Board Action on Member Petitions and for Relief Under MCL 450.2489, or the claims and relief sought in Plaintiffs' Verified Complaint.

IT IS SO ORDERED.


HON. GARY C GIGUERE, Jr.
Kalamazoo County Circuit Court Judge

September 14, 2020
DATE

APPROVED AS TO FORM:

/s/ Philip Hamilton
Philip E. Hamilton (P68814)

/s/ Richard Smith
Richard P. Smith (P36668)

/s/ Christopher Bovid
Christopher G. Bovid (P68265)

/s/ Josh Hilgart
Joshua C. Hilgart (P77793)

Brown
The Peoples Food Co. by name, et al.
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