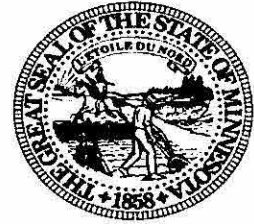


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**Office of the Minnesota Secretary of State**  
**Minnesota Public Benefit Corporation / Annual Benefit Report**  
*Minnesota Statutes, Chapter 304A*



Read the instructions before completing this form  
Must be filed by March 31  
Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

The Annual Benefit Report covers the 12 month period ending on December 31 of the previous year.  
Notice: Failure to file this form by March 31 of this year will result in the revocation of the corporation's public benefit status without further notice from the Secretary of State, pursuant to Minnesota Statutes, Section 304A.301

1. Corporate Name: (Required) Spoke N Gear, GBC Inc.

2. The public benefit corporation's board of directors has reviewed and approved this report.

3. In the field below, enter the information required by section 304A, 201 subd. 2 or 3 for the period covered by this report, (see instructions for further information): Note: Use additional sheets if needed. (Required)

See attached narrative

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than 30 days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

[Signature]

Signature of Public Benefit Corporation's Chief Executive Officer

march 24, 2016

Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

kirsten@cedarcoffee.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime phone number of a person who can be contacted about this form:**

Kirsten Cruikshank | 218-830-1511

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes  No

Print

Reset

**First Annual Benefit Report  
of  
SpokeNGear, GBC Inc.  
a Minnesota Public Benefit Corporation**

**Submitted, with \$35.00 to  
Office of the Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103**

**Date March 24, 2016\***

*\*Must be dated within 30 days of the date the report is delivered to the SOS*

## **History of SpokeNGear GBC, Inc.**

SpokeNGear GBC, Inc. (SpokeNGear) was incorporated in April 2014, by Daniel and Kirsten Cruikshank. The Articles of Incorporation were amended in January 2015 to state the purpose of pursuing general public benefit status for the company.

Daniel Cruikshank is one of the co-founders of Granite Gear, Inc. a company that manufactures backpacks and other sewn outdoor products. Granite Gear was founded in 1986 and focused on innovation and leadership in the outdoor industry. Cruikshank and his partner Jeff Knight sold the company in 2013. With the sale of the company, Cruikshank decided to form a new company focused on bicycle sales, rentals and repairs and formed SpokeNGear. The concept for the new business is the result of Cruikshank's passion for bicycling and quality outdoor gear, and the Cruikshank couples' passion for community. SpokeNGear will operate three brands under one roof: Spokengear Cyclery and Outdoor, Cedar Coffee Company and Cedaero.

When the store opens in May of 2016, SpokeNGear will offer quality products for residents of the north shore, as well as tourists, so they may lead active lifestyles and enjoy the great outdoors. SpokeNGear Cyclery will offer bicycle sales, rentals and repairs by a trained bike mechanic. SpokeNGear will also offer quality apparel, accessories and lightweight camping gear for bike packers and hikers.

The new store will be a gathering place for a growing community of cyclists and outdoor enthusiasts on the north shore. The building includes a coffee shop called Cedar Coffee Company, offering a full menu of espresso drinks made with locally roasted beans, and healthy breakfasts and lunches - with indoor and outdoor seating.

Cedaero Bicycle Bags, is a maker of innovative and custom bicycle bags for bicycle commuters and bike packers. Bags will be produced on-site by trained sewers.

SpokeNGear Cyclery and Outdoor is located in a beautiful setting - a six-acre cedar grove in the city of Two Harbors, MN, just off the North Shore Scenic Drive that follows the Lake Superior Coastline. With plenty of parking, the store is at the intersection of two bicycle trails, and near a busy grocery store, box retail store and bank. The address is 1130 11th Street, Two Harbors, MN 55616.

The business has a commitment to source locally for equipment, food and supplies whenever possible. The bike shop will work closely with QBP, a Minnesota Company. The coffee shop will be working with Duluth Coffee Company, Sysco foods of MN and local suppliers whenever possible. Cedaero bags are made with fabrics sourced from companies in the United States.

Why made in the USA? - because of our commitment to the local economy. Purchasing materials produced locally and providing employment for people in our depressed geographic area that has been traditionally dependent on mining and lumber will help sustain the local economy. Buying locally as much as possible, and using local contractors, also saves on fossil fuels by eliminating transportation costs.

SpokeNGear's number one corporate value is authenticity. The owners, Dan and Kirsten Cruikshank, are family-oriented and focused on offering products and services that we believe in and trust. We strive to offer the finest products and services, and to be responsible to the environment, the community and to our employees.

