

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**M&W MARKET NO. X. INC.,**

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **August** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise,** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **27th** day of **August**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

M&W MARKET NO. X. INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons of full age and citizens of the United States, do hereby and by these Articles of Incorporation unite and associate ourselves together for the purposes of forming a corporation pursuant to the Business Corporation Act of Idaho for the purposes hereinafter stated.

I.

The name of this Corporation is:

"M&W MARKET NO. X. INC."

II.

This Corporation shall have perpetual existence.

III.

The location and Post Office address of the registered office is Boise, Ada County, Idaho.

IV.

The purposes for which this corporation is formed are:

(a) To purchase, sell, distribute, manufacture, and deal in, at stores, warehouses and bakeries to be conducted by the corporation, food products, groceries, bakery goods, meats, canned and frozen foods, fruits, vegetables, beverages, household sundries, drug sundries, furniture, commodities and merchandise of every kind and description, and all other articles usually sold or handled in the grocery, bakery, market or super-market business, and to conduct the same as a retail business and/or wholesale business, and further, to operate and conduct all businesses incidental thereto.

(b) To conduct and carry on all and any of the business of manufacturers, merchants, both wholesale and retail, importers

or exporters, without limitation as to the class of products and merchandise and to act as agent, factor, broker, middleman, founder or in any capacity for manufacturers of or dealers in groceries, dairy goods, drugs, meats and dairy products, and commodities and merchandise of every kind and description, and to employ agents, brokers, salesmen, employees or servants for carrying on any of the business of the corporation, and to engage in and conduct any and all lines of mercantile business, either as principal or as agent for others or on commission, royalty, consignment or otherwise.

(c) To establish, maintain, own and operate and/or lease stores, warehouses and other places of trading and dealing in or with and otherwise handling or distributing all types of groceries, dry goods, drugs, meats, dairy products and commodities and merchandise, and in connection therewith, to operate as principal, agent or license, or by lessees or licensees, restaurant facilities and all other facilities suitable or convenient in connection with the business of the corporation.

(d) To buy, or otherwise acquire, own, hold, manage, control, sell, convey, mortgage, pledge, lease, exchange, and otherwise deal in land, buildings, machinery and equipment, and other property of every kind and nature, for the operation of its business, and all businesses incidental thereto.

(e) To purchase, acquire, hold, own, lease and operate, all such real and personal property as this corporation may require, together with any and all allied businesses or operations, and with the appurtenances thereto, as may be necessary or convenient to accomplish its purposes.

(f) To sell, convey, assign, transfer, exchange, lease, mortgage, hypothecate, or otherwise dispose of such real and

personal property and business as may be owned by the corporation, and to do all things necessary to accomplish such purposes. Such sales, except in event of sale of the entire business of the corporation, may be made upon the authorization of the Board of Directors, without submitting same to a vote of the stockholders.

(g) To take in the name of this corporation promissory notes, bonds, stocks, debentures, contracts, or other evidences of the indebtedness, secured or unsecured, in the course of its business, and to exercise in respect thereof any and all rights, powers and privileges of ownership.

(h) To borrow money in the name of the corporation and issue therefor the contracts, debentures, obligations, notes or bonds of this corporation and to secure the same by mortgages, conditional sales contracts, pledges, or trust deeds upon any of its corporate property, real or personal, without limit to amount.

(i) To have and maintain offices and do business in such other states and countries as the directors in their discretion shall determine.

(j) To sue, and be sued, and to adopt and use a corporate seal.

(k) To make all necessary contracts for the carrying on of its business, and to do any and all things necessary, suitable, convenient or proper, in conducting its business or any extension thereof or for the attainment of any of its objects, as the directors may from time to time determine.

(l) To enter into any kind of contract or agreement, bonus, or profit sharing plan with its officers and employees that the corporation may deem advantageous or expedient, or to otherwise pay or reward said persons for their services as the directors may deem fitting.

(m) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this

corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(n) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(o) The various clauses enumerated in this statement of purposes shall be construed as both purposes and powers, and the provisions contained in each statement shall be in nowise limited or restricted by inference from, or reference to, the terms of any other statement, but shall be regarded as separate and independent purposes and powers; and no recitation, expression, or statement of specific or special powers or purposes herein set forth shall be deemed to be exclusive, and it is hereby stated and declared that all other lawful powers not inconsistent to those herein set forth are included.

This corporation shall have all rights and privileges as now or hereafter may be given to corporations by the laws of the State of Idaho.

#### V.

The total authorized number of par value shares of stock is 250 shares of stock of the par value of \$ 100.00 each,

which said stock shall not be issued until fully paid for,  
and when so issued shall be non-assessable.

VI.

The number of directors of this corporation shall not be less than three, nor more than seven, the number to be established by the by-laws. The Board of Directors of the corporation shall have power to amend and repeal the by-laws of the corporation and to adopt new by-laws.

VII.

This corporation reserves the right to at any time to amend, alter, change, or repeal any of the Articles and provisions contained herein in the manner now or hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon stockholders hereby granted are subject to this reservation.

VIII.

The names and post office addresses of the incorporators and number of shares subscribed by each are as follows:

Fred B. Wisner	Boise, Idaho	1 Share
Louis Mendiola	Boise, Idaho	1 Share
Frank Martin Jr.	Boise, Idaho	1 Share

The officers and directors of this corporation shall be as approved in the by-laws.

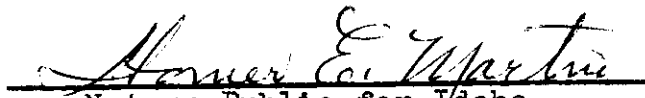
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27<sup>th</sup> day of August, 1962.

Louis Mendiola  
Secretary  
Frank Martin Jr.

STATE OF IDAHO )  
                  : ss.  
County of Ada  )

On this 27<sup>th</sup> day of August, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared FRED B. WISNER, LOUIS MENDIOLA and FRANK MARTIN JR., known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residence: Boise, Idaho