

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

OVERLAND MARKET, INC.

was filed in the office of the Secretary of State on the **Third** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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

3rd day of **February,**
A.D., 19**55** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
OVERLAND MARKET, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be:

"OVERLAND MARKET, INC."

ARTICLE II

That the purposes for which said corporation shall be formed are:

(a) To manufacture, purchase, sell, vend, deal in at stores, warehouses and bakeries, to be conducted by the corporation, food products, groceries, breads, biscuits, cakes, extracts, confections, meats, canned and frozen foods, fruits, vegetables, spices, coffees, beers, ales, household sundries and all other articles usually sold or handled in the grocery business, and to conduct a retail grocery business and all matters incidental thereto;

(b) To buy, sell, deal in land, buildings and machinery and equipment of every kind and nature for the proper operation of a grocery business and all lines incidental thereto.

(c) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description;

(d) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein;

(e) 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 otherwise to reward or pay such persons for their services as the directors may deem fitting;

(f) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, partnership or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stock of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired; and to exercise all the powers necessary or incidental to the conduct of such business;

(g) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust any or all of the property of the corporation to secure the payment thereof;

(h) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government, or any subdivision, district, department, agency or instrumentality thereof;

(i) To acquire and pay for in cash, shares of stock or notes of this corporation or otherwise, the assets, including the good will, of any person, firm, partnership, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof;

(j) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location;

(k) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The registered office of this corporation shall be 3209 Overland Avenue, Boise, Ada County, Idaho.

ARTICLE IV

That the period of existence and duration of life of this corporation shall be perpetual.

ARTICLE V

That the total number of shares of stock which this corporation shall have authority to issue shall be Five Hundred (500) Shares, all of the same class and with equal rights and participation, and each such share of stock shall be of the par value of \$100.00, making a total authorized capitalization of Fifty Thousand (\$50,000.00) Dollars. The capital stock of this corporation shall not be subject to assessment.

ARTICLE VI

The number of directors of this corporation shall be not less than three nor more than seven. The number to be established by the By-Laws.

ARTICLE VII

The name and post office address of the incorporators of this corporation and the number of shares of stock of the corporation subscribed by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Boyd Lytle	3515 Morris Hill Rd. Boise, Idaho	1
W. O. Randolph	5824 Randolph Drive Boise, Idaho	1
Willis C. Moffatt	801 Houston Road Boise, Idaho	1

ARTICLE VIII

The Board of Directors of the corporation shall have power to adopt, amend and repeal the By-Laws of the corporation.

ARTICLE IX

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

IN WITNESS WHEREOF, We have hereunto set our hands and seals as incorporators, this 2nd day of February, 1955.

Boyd Lytle
W. O. Randolph
Willis C. Moffatt

STATE OF IDAHO)
 : ss.
County of Ada)

BE IT REMEMBERED That on this 2nd day of February, 1955, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared BOYD LYTLE, W. O. RANDOLPH and WILLIS C. MOFFATT, who are personally known to me to be the three persons whose names are signed to and who executed the foregoing Articles of Incorporation, and who, being first duly sworn, acknowledged to me that they executed the said Articles of Incorporation in triplicate for the uses therein set forth as such incorporators.

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

Paul B. Emms
Notary Public for Idaho
Residence: Boise, Idaho