



CERTIFICATE OF INCORPORATION
OF

FOODLAND CORPORATION

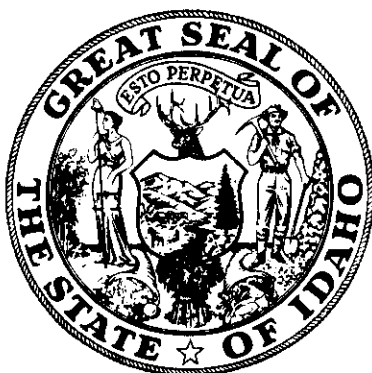
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

FOODLAND CORPORATION

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ July 1 _____, 19 80 _____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
FOODLAND CORPORATION

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is "FOODLAND CORPORATION."

SECOND: The period of its duration is perpetual.

THIRD: The purposes and objects for which this corporation is formed and its powers are:

(A) To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

(B) That this corporation shall have the power to transact any and all lawful business that is necessary, suitable, proper or deemed desirable by this corporation's management for the accomplishment of any of the corporation's purpose aforesaid or of any objective incidental to or connection with any of said purposes.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) per share, all of one class which shall be designated common stock, and which stock shall be non-assessable.

FIFTH: No shareholder of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of the Corporation whether now or hereafter authorized, or to any obligations convertible into shares of the Corporation, issued or sold, other than such right, if any, and at such price as the Board of Directors, in its discretion, may, from time to time authorize and determine.

SIXTH: The address of the initial registered office of the Corporation is 1720 Northwest Boulevard, Coeur d'Alene, Kootenai County, Idaho, 83814, and the name of its initial registered agent at such address is Janet F. King.

SEVENTH: That the affairs of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) person and nor more than three (3) persons as the shareholders may from time to time direct; that such Board of Directors shall be elected at the annual meeting of the shareholders and such Directors shall hold office for one year or until their respective successors are elected and qualified.

EIGHTH: The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Janet F. King	1107 E. Lakeshore Drive, Coeur d'Alene, Idaho 83814
James P. King	410 Mill Avenue, Coeur d'Alene, Idaho 83814
David G. Wilson	1804 Melrose, Coeur d'Alene, Idaho 83814

NINTH: That each of the incorporators is a natural person over the age of twenty-one years, and their names and addresses are:

Janet F. King 1107 E. Lakeshore Drive, Coeur d'Alene, Idaho 83814

Matthew T. King 1107 E. Lakeshore Drive, Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on this 25 day of June, 1980.

Janet F. King
Matthew T. King

STATE OF IDAHO)
ss.
County of Kootenai)

On this 25 day of June, 1980, before me, the undersigned Notary Public, personally appeared JANET F. KING and MATTHEW T. KING, known to me to be the persons who signed the foregoing instrument and acknowledged to me that they executed the same.

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

(SEAL)

H. E. Scrudson
Notary Public in and for the State of Idaho
Residing at: Coeur d'Alene
My commission expires: life