

Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

BALEWIN'S IDAHO FOOD KING, INC.

was filed in the office of the Secretary of State on the **4th** day
of **October** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **100** 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

Idaho Falls

in the County of

Bonneville

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 **4th** day of **October** ,
A.D., 19 **57** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BALDWIN'S IDAHO FOOD KING, INC.

KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE AND CITIZENS OF THE UNITED STATES AND OF THE STATE OF IDAHO, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER AND PURSUANT TO THE LAWS OF THE STATE OF IDAHO, AND WE DO HEREBY CERTIFY:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE "BALDWIN'S IDAHO FOOD KING, INC."

ARTICLE II

THAT THE PURPOSES FOR WHICH SAID CORPORATION IS FORMED ARE:

A. TO CARRY ON THE BUSINESS OF A GENERAL GROCERY AND FOOD BUSINESS.

B. TO ESTABLISH AND CONDUCT CHAIN STORES, SHOPS AND OFFICES FOR THE TRANSACTION OF ANY AND EVERY KIND OF MERCHANDISE BUSINESS.

C. TO BUY, SELL, TRADE AND DEAL IN, AT WHOLESALE AND RETAIL, GROCERIES, PROVISIONS, FOOD SUPPLIES, WARES, VEGETABLES, PRODUCE, AND ALL OTHER ARTICLES AND THINGS INCIDENTAL TO A GENERAL GROCERY, VEGETABLE, FOOD SUPPLY, POULTRY, FISH, GAME, MEAT, PRODUCE AND PROVISION MERCANTILE BUSINESS.

D. TO OWN, OPERATE AND CONDUCT A DEPARTMENT STORE OR STORES IN ALL ITS BRANCHES; TO CARRY ON ALL OR ANY OF THE BUSINESSES OF DRY GOODS, MERCHANTS, WHOLESALE AND RETAIL DEALERS OF AND IN TEXTILE FABRICS OF ALL KINDS, AND OF CHINA, GLASSWARE, CROCKERY AND OTHER HOUSEHOLD FITTINGS AND UTENSILS, ORNAMENTS, BRIC-A-BRAC, STATIONERY, TOYS, SPORTING GOODS, NOTIONS AND FANCY GOODS, AND DEALERS, PURCHASERS AND SELLERS OF MERCHANDISE OF PERSONAL, HOUSEHOLD AND GENERAL USE AND ORNAMENT, AND SUCH OTHER GENERAL MERCHANDISE AS IS ORDINARILY DEALT IN BY A STORE SELLING EVERYTHING

PERTAINING TO GOODS, WARES AND MERCHANDISE FOR PERSONAL, DOMESTIC, HOUSEHOLD OR GENERAL USE.

TO PURCHASE, MAINTAIN AND OPERATE RETAIL AND WHOLESALE DRUG STORES; TO MANUFACTURE AND COMPOUND DRUGS, CHEMICALS AND MEDICINES; TO BUY, SELL AT WHOLESALE AND RETAIL, AND TO DEAL IN ALL KINDS OF DRUGS, CHEMICALS, OILS, PAINTS AND PATENT, PROPRIETARY AND OTHER MEDICINES, AND TO CARRY ON A GENERAL MERCHANDISE AND DRUG BUSINESS; TO BUY AND SELL, IMPORT, EXPORT OILS, DYESTUFFS, GLASSWARE, TOILET AND FANCY ARTICLES, FANCY GOODS, DRUGGISTS' SUNDRIES, SOAPS, PERFUMERIES, LIQUORS, SURGICAL INSTRUMENTS, APPLIANCES AND APPARATUS, PHYSICIANS' AND HOSPITAL SUPPLIES, PHARMACEUTICAL AND GENERAL MERCHANDISE AND ALL OTHER GOODS AND OTHER ARTICLES PERTAINING TO THE DRUG BUSINESS; TO OPERATE SODA WATER FOUNTAINS; TO SELL ICE CREAM AND OTHER REFRESHMENTS; TO CONDUCT A RESTAURANT, CAFETERIA OR LUNCH COUNTER; TO BUY, SELL, AND DEAL IN CIGARS, CIGARETTES, TOBACCO, CANDIES, TOILET ARTICLES, AND ALL OTHER ARTICLES INCIDENTAL TO THE DRUG BUSINESS; TO FILL PRESCRIPTIONS; TO LEASE STORES; AND TO DO ALL OTHER ACTS AND THINGS IN CONNECTION WITH SUCH BUSINESS.

E. TO APPOINT SUBAGENTS AND SALESMEN AND ENTER INTO ALL NECESSARY CONTRACTS WITH SUBAGENTS, SALESMEN AND DEALERS.

F. ALSO TO CARRY ON ANY OTHER MANUFACTURING OR DISTRIBUTING BUSINESS AS PRINCIPALS OR AGENTS, OR OTHERWISE, WHICH CAN BE CONVENIENTLY CARRIED ON IN CONJUNCTION WITH ANY OF THE MATTERS AFORESAID.

G. TO RECEIVE, ACQUIRE, HOLD, PURCHASE, DISPOSE OF, CONVEY, MORTGAGE AND/OR LEASE, REAL AND PERSONAL PROPERTY; TO DISPOSE OF, SELL, LEASE, ASSIGN, TRANSFER, MORTGAGE AND/OR CONVEY ANY RIGHTS, PRIVILEGES, FRANCHISES, REAL OR PERSONAL PROPERTY OF THE CORPORATION OTHER THAN ITS FRANCHISE OF BEING A CORPORATION, AND TO ACQUIRE, PURCHASE, GUARANTEE, HOLD, MORTGAGE, OWN, VOTE, SELL, PLEDGE AND/OR OTHERWISE DISPOSE OF AND DEAL IN SHARES, BONDS, SECURITIES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS OF OTHER CORPORATIONS, DOMESTIC OR FOREIGN.

H. To ENTER INTO CONTRACTS OR OBLIGATIONS OF ANY TYPE OR KIND ESSENTIAL, NECESSARY OR PROPER TO THE TRANSACTION OF ITS ORDINARY AFFAIRS, OR FOR THE PURPOSES OF THE CORPORATION.

I. To ACQUIRE BY PURCHASE OR OTHERWISE AND HOLD, SELL, CONVEY, ENCUMBER OR TRANSFER ALL KINDS OF REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION REQUIRED IN CONNECTION WITH THE CONDUCT OF THE BUSINESS OF THE COMPANY.

J. To BORROW MONEY AND OTHERWISE INCUR INDEBTEDNESSES WITHOUT LIMIT AS TO AMOUNT, AND TO DRAW, MAKE, ACCEPT, ENDORSE, TRANSFER, ASSIGN, GUARANTEE, EXECUTE, AND ISSUE BONDS, DEBENTURES, NOTES, CHECKS, DRAFTS, BILLS OF EXCHANGE, NEGOTIABLE INSTRUMENTS, AND ALL OTHER INSTRUMENTS FOR THE PAYMENT OF MONEY, NEGOTIABLE OR NON-NEGOTIABLE, AND WHETHER SECURED OR UNSECURED.

K. To CONDUCT BUSINESS IN THIS STATE, OTHER STATES, DISTRICT OF COLUMBIA, TERRITORIES AND COLONIES OF THE UNITED STATES AND IN FOREIGN COUNTRIES, AND TO HAVE ONE OR MORE OFFICES AND PLACES OF BUSINESS OUT OF THIS STATE, AND TO ACQUIRE, RECEIVE, HOLD, PURCHASE, LEASE, MORTGAGE, DISPOSE OF AND/OR CONVEY REAL OR PERSONAL PROPERTY SITUATE OUT OF THIS STATE.

L. To ACQUIRE THE GOOD WILL, RIGHTS, AND PROPERTY AND THE WHOLE OR ANY PART OF THE ASSETS, TANGIBLE OR INTANGIBLE, AND TO UNDERTAKE OR IN ANY WAY ASSUME THE LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR ORGANIZATION; TO PAY FOR THE SAID GOOD WILL, RIGHTS, PROPERTY AND ASSETS IN CASH, THE STOCK OF THIS COMPANY, BONDS OR OTHERWISE, OR BY UNDERTAKING THE WHOLE OR ANY PART OF THE LIABILITIES OF THE TRANSFEROR; TO HOLD OR IN ANY MANNER TO DISPOSE OF THE WHOLE OR ANY PART OF THE PROPERTY SO PURCHASED; TO CONDUCT IN ANY LAWFUL MANNER THE WHOLE OR ANY PART OF ANY BUSINESS SO ACQUIRED, AND TO EXERCISE ALL THE POWERS NECESSARY AND EXPEDIENT IN AND ABOUT THE CONDUCT AND MANAGEMENT OF SUCH BUSINESS.

M. To APPLY FOR, PURCHASE, REGISTER, OR IN ANY MANNER TO ACQUIRE, AND TO HOLD, OWN, USE, OPERATE AND INTRODUCE, AND TO SELL, LEASE, ASSIGN, PLEDGE, OR IN ANY MANNER DISPOSE OF, AND IN ANY MANNER DEAL WITH PATENTS, PATENT RIGHTS, LICENSES, COPYRIGHTS,

TRADEMARKS, TRADENAMES, AND TO ACQUIRE, OWN, USE OR IN ANY MANNER DISPOSE OF ANY AND ALL INVENTIONS, IMPROVEMENTS, AND PROCESSES, LABELS, DESIGNS, BRANDS, OR OTHER RIGHTS, AND TO WORK, OPERATE, OR DEVELOP THE SAME, AND TO CARRY ON ANY BUSINESS, MANUFACTURING OR OTHERWISE, WHICH MAY DIRECTLY OR INDIRECTLY EFFECTUATE THESE OBJECTS OR ANY OF THEM.

N. TO PURCHASE, INsofar AS THE SAME MAY BE DONE WITHOUT IMPAIRING THE CAPITAL OF THE CORPORATION, EXCEPT AS OTHERWISE PERMITTED BY LAW, AND TO HOLD, PLEDGE AND REISSUE SHARES OF ITS OWN CAPITAL STOCK; BUT SUCH STOCK, SO ACQUIRED AND HELD, SHALL NOT BE ENTITLED TO VOTE NOR TO RECEIVE DIVIDENDS.

O. TO HAVE, EXERCISE AND ENJOY ALL THE POWERS NOW OR HEREAFTER GRANTED TO CORPORATIONS ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO, AND PARTICULARLY ALL OF THE POWERS AND PRIVILEGES GRANTED TO CORPORATIONS BY CHAPTER I OF TITLE 30 OF THE IDAHO CODE, AND ANY PRESENT AND/OR FUTURE AMENDMENTS THERETO, AND TO DO ANY ACT OR THING NECESSARY OR CONVENIENT FOR THE TRANSACTION OF THE AFORESAID BUSINESS AND/OR CARRYING INTO EFFECT ANY AND ALL OF THE AFORESAID OBJECTS AND PURPOSES.

P. ALL THE FOREGOING PROVISIONS OF THIS PARAGRAPH SECOND ARE TO BE CONSTRUED BOTH AS OBJECTS AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE ENUMERATION HEREIN OF SPECIFIC OBJECTS AND POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE GENERAL POWERS AND POWERS OF THE CORPORATION; PROVIDED, HOWEVER, THAT NOTHING HEREIN CONTAINED SHALL BE DEEMED TO AUTHORIZE OR PERMIT THE CORPORATION TO CARRY ON ANY BUSINESS OR TO EXERCISE ANY POWER OR DO ANY ACT WHICH CORPORATIONS FORMED UNDER THE LAWS OF IDAHO NOW OR HEREAFTER EXISTING MAY NOT, AT THE TIME, LAWFULLY CARRY ON OR DO. IT IS THE INTENTION THAT THE PURPOSES, OBJECTS, AND POWERS SPECIFIED IN EACH OF THE PARAGRAPHS OF THIS PARAGRAPH SECOND OF THESE ARTICLES OF INCORPORATION SHALL, EXCEPT AS OTHERWISE PROVIDED, IN NO WISE BE LIMITED OR RESTRICTED

BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THIS PARAGRAPH CONTAINED, OR OF ANY OTHER PROVISIONS OF THESE ARTICLES OF INCORPORATION.

IN GENERAL, TO DO ALL ACTS PERMITTED BY THE BUSINESS CORPORATION ACT OF IDAHO, AND ALL SUCH OTHER ACTS AS ARE NECESSARY AND EXPEDIENT TO ACCOMPLISH THE STATED PURPOSES OF THE CORPORATION.

ARTICLE III

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE IV

THE PLACE WHERE THE PRINCIPAL BUSINESS OF THIS CORPORATION SHALL BE TRANSACTED AND THE POST OFFICE ADDRESS OF ITS REGISTERED OFFICE SHALL BE THE CITY OF IDAHO FALLS, COUNTY OF BONNEVILLE, STATE OF IDAHO.

ARTICLE V

THE AMOUNT OF THE CAPITAL STOCK OF THIS CORPORATION SHALL BE FIFTY THOUSAND DOLLARS (\$50,000.00), DIVIDED INTO FIVE HUNDRED (500) SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) EACH.

ARTICLE VI

THE NAMES AND POST OFFICE ADDRESSES OF THE INCORPORATORS AND THE NUMBER OF SHARES SUBSCRIBED BY EACH ARE AS FOLLOWS:

NAMES	POST OFFICE ADDRESSES	NO. OF SHARES	CLASS OF STOCK	AMOUNT
DONALD W. BALDWIN	IDAHO FALLS, IDAHO	1	COMMON	\$100.00
WILLIAM GADDA	IDAHO FALLS, IDAHO	1	COMMON	\$100.00
REED A. WILLIAMS	IDAHO FALLS, IDAHO	1	COMMON	\$100.00

ARTICLE VII

THE BOARD OF DIRECTORS SHALL CONSIST OF THREE DIRECTORS, BUT DURING THEIR TERM OF OFFICE OR THEREAFTER, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS MAY BE PROVIDED BY THE BY-LAWS.

ARTICLE VIII

THE BOARD OF DIRECTORS BY A MAJORITY VOTE SHALL HAVE THE

POWER TO REPEAL AND AMEND THE CODE OF BY-LAWS AND TO ADOPT A NEW CODE OF BY-LAWS.

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, WHETHER OR NOT A MAJORITY OF THE SHARES OF THE CAPITAL STOCK OF SUCH OTHER CORPORATION IS OWNED BY THE CORPORATION AND NO ACT OF THE CORPORATION SHALL IN ANY WAY BE EFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION; ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH SUCH DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THE CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS, OR A MAJORITY THEREOF; AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 27th DAY OF SEPTEMBER, 1957.

Donald W. Baldwin (SEAL)

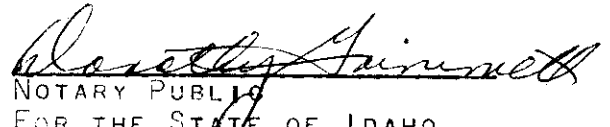
William Gadda (SEAL)

Paul A. Williams (SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF BONNEVILLE)

ON THIS 27th DAY OF SEPTEMBER, 1957, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR SAID COUNTY AND STATE,
PERSONALLY APPEARED DONALD W. BALDWIN, WILLIAM GADDA AND REED
A. WILLIAMS, KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUB-
SCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT THEY
EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED
MY NOTARIAL SEAL, THE DAY AND YEAR IN THIS CERTIFICATE ABOVE
WRITTEN.


NOTARY PUBLIC
FOR THE STATE OF IDAHO
RESIDING AT IDAHO FALLS, IDAHO

(SEAL)

MY COMMISSION EXPIRES: May 10, 1961