

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SWENMART INC.
File number C 110689

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 the above named 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: May 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sikel*

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SEC. OF STATE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

SWENMART INC.

IDAHO SECRETARY OF STATE
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CX #: 3855 CUST# 38245
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The undersigned corporation, SWENSENS MAGIC MARKETS, INC.,
by action of its Board of Directors in the person of its duly
elected president, acting as the incorporator of a Corporation,
under the Idaho Business Corporation Act, adopts the following
Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SWENMART, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation
is to operate a retail grocery and variety business and hold all
necessary inventory, fixtures and licenses required for such a
business operation. The Corporation shall be entitled to engage
in all business ventures authorized under the corporate law of
the State of Idaho as amended from time to time.

FOURTH: The aggregate number of shares which the
corporation shall have the authority to issue is 1,000
voting common shares having no par value.

FIFTH: The articles will not speak to the question of
preemptive rights, but preemptive rights may be preserved in the
by-laws of the corporation.

SIXTH: Provisions for the regulation of the internal
affairs of the corporation will be set forth in the by-laws as
approved by the incorporator and Board of Directors.

SEVENTH: The address of the initial registered office of the corporation is Addison & Washington, Twin Falls, Idaho, 83301, and the name of its initial registered agent at such address is JERRY H. SWENSEN.

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

JERRY H. SWENSEN

215 Orchard Dr, Twin Falls ID 83301

MARILYN SWENSEN

SWENSENS MAGIC MARKETS, INC.
Addison Ave & Washington Blvd N
Twin Falls ID 83301

By:


JERRY H. SWENSEN

STATE OF IDAHO)

: ss

County of Twin Falls)

On this 11th day of May 1995, before me, a Notary Public in and for said State, personally appeared JERRY H. SWENSEN, known to me to be the President of Swensens Magic Markets, Inc., the Incorporator of SWENMART INC., and did acknowledge to me that he was then acting in his official capacity as President of the Incorporator of the said corporation, and did subscribe to the within instrument in that official capacity, and did acknowledge to me that he executed the same as the Incorporator of SWENMART, INC., and that it was the official act of the said corporation.

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


NOTARY PUBLIC FOR IDAHO

Residence: