



## 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

**GARDEN SPOT STORES, INC.**

was filed in the office of the Secretary of State on the **Twenty-third** day  
of **April,** A.D. One Thousand Nine Hundred **Sixty-four** and  
duly recorded on Film No. **128** 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  
**Kellogg** in the County of **Shoshone.**

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 **23rd** day of **April**,  
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GARDEN SPOT STORES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

ARTICLE I.

Name

That the name of said corporation shall be GARDEN SPOT STORES, INC.

ARTICLE II.

Objects, Purposes, and Powers

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, to-wit:

(a) To manufacture, merchandise, sell, offer for sale and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.

(b) To manufacture, merchandise, sell and offer for sale and distribute at wholesale and retail, bakery goods of all kinds, hardware, guns, ammunition, auto parts and supplies, clothing, toys, notions, drugs, tobacco

products, garden seeds and supplies, and deal in products carried by discount firms and general merchandising stores.

c. To buy, sell and offer for sale meats and fish and meat and fish products of every kind and nature, whether dried, fresh or frozen, canned or packed, and all such things of like character as are generally sold in market houses, wholesale and retail, and by butchers and the like, including the right to slaughter and pack meat and fish products.

d. To conduct such retail and wholesale business as may be generally conducted by drive in markets of every kind and nature.

e. To warehouse, store and hold such articles, products and chattels as may lawfully come into the possession of the corporation for exchange, barter, sale, consignment, or storage.

f. To acquire, hold, use, and enjoy such licenses or other instruments as may be required by the United States of America or the State of Idaho, including franchises, permits, licenses, or contracts for representation, as may be required from jobbers, manufacturers, or sellers and distributors of such products as may be handled by the said corporation.

g. To take, own, hold, deal in, mortgage, or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within or without the State of Idaho, wherever situated.

h. To manufacture, purchase, or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

i. To acquire the good will, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association,

or corporation; to pay for the same in cash, the stock of this company, bonds, or otherwise; 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 or convenient in and about the conduct and management of such business.

j. To apply for, purchase, or in any manner to acquire, and to hold, own, use, and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, 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.

k. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by, any other corporation or corporations of this state or any other state, country, nation, or government, and while owner of said stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

l. To enter into, make, and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof, and without limit as to amount to draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness

whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

m. To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

n. To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

o. In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Idaho, and with all the powers conferred upon corporations by the laws of the State of Idaho.

### ARTICLE III.

#### Registered Office

The registered office and principal place of business of said corporation in the State of Idaho is the City of Kellogg in the County of Shoshone, State of Idaho, but branch offices may be established elsewhere, either within or without the State of Idaho.

### ARTICLE IV.

#### Duration

The duration of said corporation shall be perpetual.

### ARTICLE V.

#### Capital Stock

The amount of the total authorized capital stock of this corporation is

\$500,000.00, divided into 500,000 nonassessable shares of Common Stock of the par value of \$1.00 each.

ARTICLE VI.

Directors

The business of said corporation shall be managed by a board of not less than three nor more than five directors, who shall be shareholders.

ARTICLE VII.

Stock Subscribed

The amount of capital stock of said corporation which has been actually subscribed is five shares of the common capital stock of said corporation, and the following is the name and post office address of each of the incorporators and a statement of the number of shares and par value of the shares actually subscribed by each:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares Common Capital Stock</u>	<u>Par Value</u>
Valerine Zoellner Stein	Kellogg, Idaho	One	\$1.00
Gus Z. Stein	Kellogg, Idaho	One	\$1.00
Alfred <del>E</del> Stein	Osburn, Idaho	One	\$1.00
Charles A. Stein	Kellogg, Idaho	One	\$1.00
Hubert J. Stein	Kellogg, Idaho	One	\$1.00

ARTICLE VIII.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX.

The directors shall have power to make and to alter or amend the bylaws; to fix the amount to be reserved as working capital, and to authorize

and cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of this corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of this corporation.

The bylaws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this corporation, except as conferred by the law or the bylaws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents, and papers of the corporation outside the State of Idaho, at such places as may be from time to time designated by the bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of Idaho.

It is the intention that the objects, purposes, and powers specified in the second paragraph hereof, except where otherwise specified in said paragraph, shall be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes, and powers specified in the second paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes, and powers.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file, and record this certificate, and

do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands this 26<sup>th</sup> day of April, 1964.

Mrs. Valerie Zoellner Stein

Gus Z. Stein

Alfred E. Stein

Charles A. Stein

Hubert J. Stein

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STATE OF IDAHO     )  
                              : ss.  
County of Shoshone    )

On this 26<sup>th</sup> day of April, 1964, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared VALERINE ZOELLNER STEIN, GUS Z. STEIN, ALFRED A. STEIN, CHARLES A. STEIN and HUBERT J. STEIN, known to me to be the persons whose names are subscribed to the within instrument, and severally 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 in this certificate first above written.

W. J. Seawick  
Notary Public for the State of Idaho  
Residing at Kellogg, Idaho.