

Department of State.

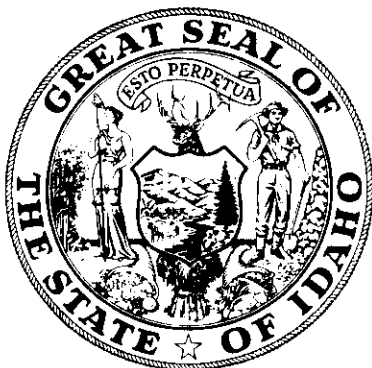
**CERTIFICATE OF AUTHORITY
OF**

PRICE FOODS COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **PRICE FOODS COMPANY, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **PRICE FOODS COMPANY, INC.** to transact business in this State under the name **PRICE FOODS COMPANY, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 10**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Price Foods Company, Inc.
2. *The name which it shall use in Idaho is Price Foods Company, Inc.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is July 14, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 35 Century Park-Way, Salt Lake City, Utah 84115
6. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C-T Corporation Systems
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Operation of restaurants and such other purposes as are consistent with its Certificate of Incorporation.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
John Price	President & Director	35 Century Park-Way Salt Lake City, Utah 84115
G. Rex Frazier	Director	35 Century Park-Way Salt Lake City, Utah 84115
Martin G. Peterson	V.P. & Asst. Secretary	35 Century Park-Way Salt Lake City, Utah 84115
Steven P. Bogden	Director, V.P., Secretary & Treasurer	35 Century Park-Way Salt Lake City, Utah 84115
	Director & Vice President	35 Century Park-Way Salt Lake City, Utah 84115

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 20, 19 81.

Price Foods Company, Inc.
By [Signature]
John Price
Its President
and [Signature]
Martin G. Peterson
Its Secretary

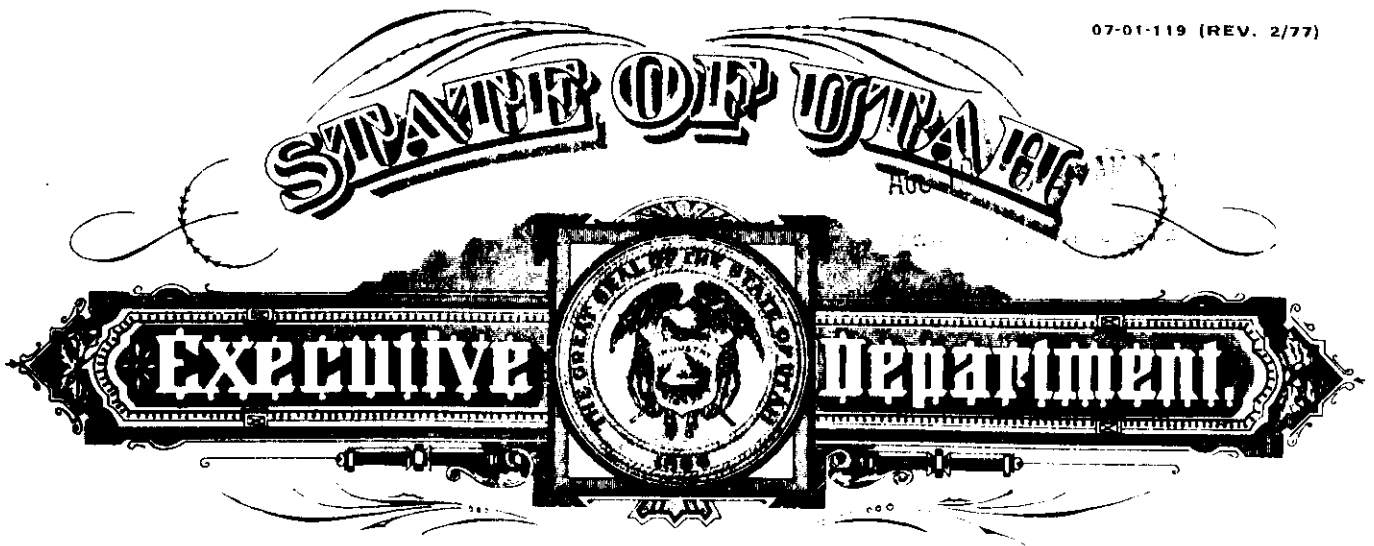
STATE OF UTAH)
)ss:
COUNTY OF SALT LAKE)

I, _____, a notary public, do hereby certify that on this 20 day of July, 19 81, personally appeared before me John Price, who being by me first duly sworn, declared that he is the President of Price Foods Company, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of

PRICE FOODS COMPANY, INC.

a Utah Corporation, filed in this office July 14, 1981. Said Corporation is in good standing.

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 14th *day of*
July *A.D. 19*81*.*

David S. Monson

LT. GOVERNOR/SECRETARY OF STATE

FILED in the office of the Clerk of the State of Utah on the 14th day of July A.D. 1981

ARTICLES OF INCORPORATION

OF

DAVID S. WILSON
Secretary
Filing Clerk DS Fees 50.00

PRICE FOODS COMPANY, INC.

58411

We, the undersigned natural persons over the age of twenty-one (21) years, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation and certify:

ARTICLE FIRST

Name: The name of this corporation is PRICE FOODS COMPANY, INC.

ARTICLE SECOND

Duration: This corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE THIRD

Purposes: The purpose or purposes for which this corporation is organized are:

- a. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell,

and otherwise dispose of, eating and drinking places and establishments of every kind and description, and generally to conduct the business of restaurateurs, caterers, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes,

mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus and/or capital surplus for the purchase of its own shares; and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- c. To become a partner (either general or limited or both) and to enter into agreements of partnership with one or more other persons or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

- d. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article Third shall be regarded as independent purposes and powers.

ARTICLE FOURTH

Stock: The total number of authorized shares of this corporation shall be fifty thousand (50,000) common voting

shares of the par value of \$1.00 per share. All of the shares of this corporation shall have the same rights and preferences.

Any unissued shares of this corporation may be used, allotted and sold from time to time in such amounts and for such consideration as may be lawfully determined by the Board of Directors.

ARTICLE FIFTH

Commencement of Business: This corporation will not commence business until consideration of a value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

ARTICLE SIXTH

X Pre-emptive Rights: The shareholders shall have *no* pre-emptive rights to acquire additional shares of the corporation.

ARTICLE SEVENTH

Directors' Contracts: No contract, act or transaction of the corporation with any person, firm, corporation, partnership or association shall be affected or invalidated by the fact that any officer or director of the corporation

is a party to or interested in such contract, act or transaction or is in any way connected with such persons, firms, corporations, partnerships or associations, and each person who may become a director of the corporation is hereby released from liability which might otherwise exist from contracting with this corporation for the benefit of himself or any firm, partnership, association or corporation in which he may be in any wise interested.

ARTICLE EIGHTH

Cumulative Voting: There shall be no cumulative voting.

ARTICLE NINTH

Amendment: These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE TENTH

Initial Registered Office and Agent: The address of this corporation's initial registered office is c/o Snow, Christensen & Martineau, 10 Exchange Place, Eleventh Floor, Post Office Box 3000, Salt Lake City, Utah 84010. The name of the initial registered agent at such address is Reed L. Martineau.

ARTICLE ELEVENTH

Directors: The number of Directors constituting the initial Board of Directors of this corporation is four (4). The names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

John Price	35 Century Park-Way Salt Lake City, Utah	84115
G. Rex Frazier	35 Century Park-Way Salt Lake City, Utah	84115
Martin G. Peterson	35 Century Park-Way Salt Lake City, Utah	84115
Steve Bogden	35 Century Park-Way Salt Lake City, Utah	84115

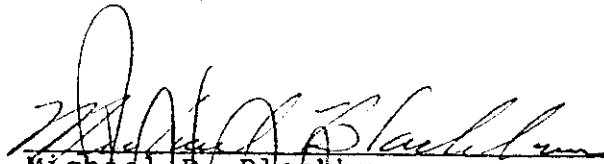
ARTICLE TWELFTH

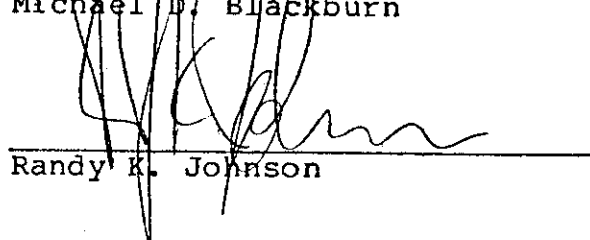
Incorporators: The name and address of each Incorporator is:

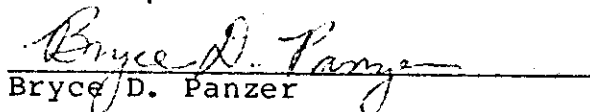
Michael D. Blackburn	10 Exchange Place, Eleventh Floor Post Office Box 3000 Salt Lake City, Utah	84110
Randy K. Johnson	10 Exchange Place, Eleventh Floor Post Office Box 3000 Salt Lake City, Utah	84110
Bryce D. Panzer	10 Exchange Place, Eleventh Floor Post Office Box 3000 Salt Lake City, Utah	84110

IN WITNESS WHEREOF, we hereunto sign and verify in

duplicate these Articles of Incorporation this 13th day of July, 1981.

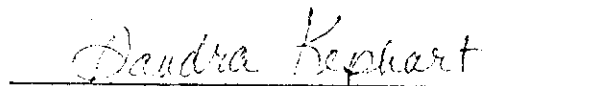

Michael D. Blackburn


Randy K. Johnson


Bryce D. Panzer

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I hereby certify that on this 13th day of July, 1981, personally appeared before me Michael D. Blackburn, Randy K. Johnson, and Bryce D. Panzer, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators, that they are of the age of twenty-one (21) years or more, and that the statements therein contained are true.


NOTARY PUBLIC
Residing at: Salt Lake City, Utah

My Commission Expires:

5-22-84