

# State of Idaho

## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of JACKSONS FOOD STORES, INC., an Idaho corporation, into JACKSONS FOOD STORES, INC., a Nevada corporation, duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: October 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

OCT 17 4 01 PM '95

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF MERGER**  
**JACKSONS FOOD STORES, INC.,**  
**an Idaho corporation**  
**WITH AND INTO**  
**JACKSONS FOOD STORES, INC.,**  
**a Nevada corporation**

IDAHO SECRETARY OF STATE

10/17/95 9:00:00 AM  
Customer # 20522  
IVC960019343 16384

CORPORATION MEMBER

1 @ 30.00 = 30.00

In accordance with Idaho Code § 30-1-77

The undersigned, John D. Jackson, being the President of each of Jacksons Food Stores, Inc., an Idaho corporation, and Jacksons Food Stores, Inc., a Nevada corporation, DOES HEREBY CERTIFY as follows:

1. The name and place of incorporation of the surviving corporation is Jacksons Food Stores, Inc., a Nevada corporation ("Jacksons-Nevada"). The name and place of incorporation of the corporation being merged into the surviving corporation is Jacksons Food Stores, Inc., an Idaho corporation ("Jacksons-Idaho").
2. An Agreement and Plan of Merger dated as of October 17, 1995 (the "Merger Agreement") has been approved, adopted and executed by each of the constituent corporations in accordance with Idaho Code §§ 30-1-71 and 30-1-73, and Section 78.453 of the Nevada Revised Statutes. The Merger Agreement is attached hereto as Exhibit A and incorporated herein by reference.
3. The number of shares of Jacksons-Idaho outstanding and entitled to vote was 50,005 shares of Common Stock; all of the shares voted for, and none of the shares voted against the Merger Agreement.
4. The number of shares of Jacksons-Nevada outstanding and entitled to vote was 5 shares of Common Stock; all of the shares voted for and none of the shares voted against the Merger Agreement.
5. The Merger shall become effective at 5:00 p.m., Boise, Idaho, time, on the date on which these Articles of Merger are filed with and by the Secretary of State of the States of Nevada and Idaho.
6. Jacksons-Nevada agrees that it may be served with process in Idaho in any proceeding for the enforcement of any obligation of Jacksons-Idaho, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Jacksons-Idaho against the surviving corporation.

7. Jacksons-Nevada hereby irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding referred to in Section 6 above, and hereby directs the Secretary of State of Idaho to mail any such process to the following address:

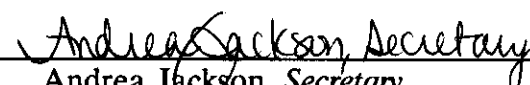
Jacksons Food Stores, Inc.  
P.O. Box 488  
Meridian, Idaho 83642  
Attention: John D. Jackson

8. Jacksons-Nevada agrees that it will promptly pay to the dissenting shareholders of Jacksons-Idaho the amount, if any, to which they shall be entitled under provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

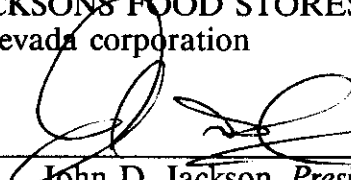
IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be duly executed as of this 17 day of October, 1995.

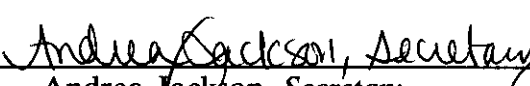
JACKSONS FOOD STORES, INC.,  
an Idaho corporation

By:   
John D. Jackson, *President*

By:   
Andrea Jackson, *Secretary*

JACKSONS FOOD STORES, INC.,  
a Nevada corporation

By:   
John D. Jackson, *President*

By:   
Andrea Jackson, *Secretary*

STATE OF IDAHO                     )  
  ) ss.  
County of Ada                     )

I, Linda J. Pearson, a notary public, do hereby certify  
that on this 28<sup>th</sup> day of August, 1995, personally appeared before me **John D.  
Jackson**, who, being by me first duly sworn, declared that he is the President of Jacksons  
Food Stores, Inc., an Idaho corporation, and Jacksons Food Stores, Inc., a Nevada  
corporation, that he signed the foregoing document in such capacities, and that the  
statements therein contained are true.

Linda J. Pearson  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 5-15-98

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 17 day of October, 1995, by and between Jacksons Food Stores, Inc., an Idaho corporation ("Jacksons-Idaho"), and Jacksons Food Stores, Inc., a Nevada corporation ("Jacksons-Nevada" and the "Surviving Corporation"). The Surviving Corporation and Jacksons-Idaho are sometimes referred to jointly as the "Constituent Corporations".

### RECITALS

A. Each of the Constituent Corporations is a corporation organized and existing under the laws of the respective states as indicated in the first paragraph of this Agreement.

B. The stockholders and directors of each of the Constituent Corporations have deemed it advisable for the mutual benefit of the Constituent Corporations and their respective stockholders that Jacksons-Idaho be merged into and with Jacksons-Nevada (the "Merger"), pursuant to the applicable provisions of the Idaho Business Corporation Act (the "IBCA"), and the Nevada Revised Statutes (the "NRS").

NOW, THEREFORE, in accordance with the laws of the states of Idaho and Nevada, the Constituent Corporations do hereby agree to merge, on the terms and conditions herein provided, as follows:

#### 1. THE MERGER.

1.1 *Governing Law.* Jacksons-Idaho shall be merged into and with Jacksons-Nevada in accordance with the applicable laws of the States of Idaho and Nevada. Jacksons-Nevada shall be the surviving corporation and shall be governed by the laws of the State of Nevada.

1.2 *Effective Date.* The "Effective Date" of the Merger shall be, and such term as used herein shall mean, 5:00 p.m., Boise, Idaho time, on the day on which executed counterparts of this Agreement or conformed copies thereof, together with duly executed Articles of Merger have been duly filed by the Constituent Corporations in the office of the Idaho Secretary of State pursuant to Section 30-1-77 of the IBCA and the office of the Nevada Secretary of State pursuant to Section 78.458 of the NRA, or at such time thereafter as is provided in such Articles of Merger.

1.3 *Appointment of Agent for Service of Process.* Pursuant to Section 30-1-77 of the IBCA, the Surviving Corporation irrevocably appoints the Secretary of State of Idaho to accept service of process in any proceeding to enforce against the Surviving Corporation any obligation of any Constituent Corporation as well as for enforcement of any obligations of the Surviving Corporation arising from the Merger. The Idaho Secretary

of State shall mail a copy of such process to Jacksons Food Stores, Inc., P.O. Box 488, Meridian, Idaho, 83642, Attn: John D. Jackson.

## **2. CONVERSION OF SHARES.**

*Jacksons-Idaho Shares.* On the Effective Date, each share of Common Stock, no par value, of Jacksons-Idaho issued and outstanding immediately prior to the Merger shall automatically be converted into and become, without further action by the holder thereof, one (1) share of Common Stock, no par value, of Jacksons-Nevada. As of and after the Effective Date, each outstanding certificate which, prior to the Effective Date, represented shares of Common Stock of Jacksons-Idaho shall be deemed for all purposes to evidence ownership of, and to represent one (1) share of Jacksons-Nevada Common Stock, determined as provided in this Section 2.1. Stockholders of Jacksons-Idaho may, but are not required to, exchange their existing stock certificates for stock certificates of Jacksons-Nevada.

## **3. EFFECT OF THE MERGER.**

3.1 *Rights, Privileges, Etc.* The effect of the Merger shall be as provided by the applicable provisions of the laws of Idaho and Nevada. Without limiting the generality of the foregoing, and subject thereto, as of the Effective Date: the separate existence of Jacksons-Idaho shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of both of the Constituent Corporations; all obligations belonging to or due either of the Constituent Corporations shall be vested in and become the obligations of, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in either of the Constituent Corporations shall be vested in and become the obligations of the Surviving Corporation without further act or deed; title to any real estate or any leasehold or other interest therein shall not revert or in any way be impaired by reason of the Merger; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and the Surviving Corporation shall be liable for all the obligations of the Constituent Corporations and any claim existing, or action or proceeding pending, by or against either of the Constituent Corporations may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

3.2 *Articles of Incorporation.* The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall constitute the "**Articles**" of the Surviving Corporation within the meaning of Section 78.035 of the NRS, and Section 30-1-54 of the IBCA.

3.3 *Bylaws.* The Bylaws of Jacksons-Nevada as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Bylaws of the Surviving Corporation, without change or amendment until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation, and applicable law.

3.4 *Directors and Officers.* The directors and officers of the Surviving Corporation on and after the Effective Date shall be the directors and officers of Jacksons-Nevada on the Effective Date. Such directors and officers shall serve until they are removed or replaced in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

3.5 *Further Action.* If at any time after the Effective Date, the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, privileges, powers, and franchises of the Constituent Corporations or otherwise to carry out the provisions of this Agreement, the proper directors and officers of the Constituent Corporations last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and title to such property, rights, privileges, powers and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

3.6 *No Third Party Beneficiaries.* Except as otherwise specifically provided herein, nothing expressed or implied in this Agreement is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and their respective stockholders, any rights or remedies under or by reason of this Agreement.

#### 4. TERMINATION.

This Agreement may be terminated and the Merger abandoned by mutual consent of the directors of the Constituent Corporations at any time prior to the Effective Date of the Merger.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the Board of Directors of each of the Constituent Corporations, is hereby executed on behalf of each of the Constituent Corporations by their respective officers thereunto duly authorized.

**JACKSONS-IDAHO:**

JACKSONS FOOD STORES, INC.,  
an Idaho corporation

By: \_\_\_\_\_

John D. Jackson  
President

**JACKSONS-NEVADA:**

JACKSONS FOOD STORES, INC.,  
a Nevada corporation

By: \_\_\_\_\_

John D. Jackson  
President