



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

A P S, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **26th** day of **July** 19 **69**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **July** 19**69**, a designation of **T. E. Munson** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **28th** day of **July**, A.D., 19 **69**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION
OF

A F S, I N C.

(Pursuant to Section 102 of the General Corporation Law)

The undersigned, for the purposes of forming a corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware, do hereby certify:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is:

A F S, I N C.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purposes of the Corporation are:

(1) To establish, conduct and operate food stores, drug stores, variety stores, department stores, restaurants, lunch counters and cafeterias.

To establish, construct, buy or otherwise acquire, lease, equip, maintain, manage operate, mortgage, sell or otherwise dispose of stores, shops, buildings, structures, works and other properties, and all facilities, equipment, and conveniences in connection therewith.

To manufacture, buy, sell, import, export, and deal in goods, wares, merchandise, commodities, articles of trade and commerce, and personal property of every class and description.

(2) To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and properties of all kinds and to render services of all kinds, and to engage in any

lawful act or activity for which corporations may be organized under the General Corporation Laws of Delaware, or by any other law of Delaware or by this Certificate of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH: The names and the mailing addresses of the incorporators are as follows:

<u>Name</u>	<u>Mailing Address</u>
J. A. Albertson	P. O. Box 20, Boise, Idaho 83707
J. L. Scott	P. O. Box 20, Boise, Idaho 83707
T. E. Munson	P. O. Box 20, Boise, Idaho 83707

FIFTH: The total number of shares which the Corporation shall have authority to issue is Thirty Million (30,000,000). All such shares are to have par value of \$1.00 per share and are classified as (a) Ten Million (10,000,000) shares of Preferred Stock, each share of such class having a par value of \$1.00 and (b) Twenty Million (20,000,000) shares of Common Stock, each share of such class having a par value of \$1.00.

Section 1 The designations and the powers, preferences, and rights, and the qualifications, limitations or restrictions of the Preferred Stock and the Common Stock of the Company are respectively set forth in the following provisions:

(a) Preferred Stock.

I. The Board of Directors is authorized, subject to the provisions of law, to provide by resolutions from time to time for the issuance of the Preferred Stock in series by filing a Certificate pursuant to the Delaware General Corporation Law to establish the number of shares to be included in each series.

The Preferred Stock may be issued either as a class without series, or if so determined from time to time by the Board of Directors, either in whole or in part in one or more series, each series to be appropriately designated by a distinguishing number, letter or title prior to the issue of any shares thereof. Whenever the term "Preferred Stock" is used in this Certificate of Incorporation, it shall be deemed to mean and include Preferred Stock issued as a class without series, or one or more series thereof, or both, unless the context shall otherwise require.

II. There is hereby expressly granted to the Board of Directors authority to fix the voting power, the designations, rights, preferences and relative, participating, optional, or other special rights, and the qualifications, limitations or restrictions of any of the series of said Preferred Stock in the resolution or resolutions adopted by the Board of Directors providing for the issuance of said Preferred Stock.

III. Series issued need not be identical.

(b) Common Stock.

I. The Board of Directors is authorized, subject to the provisions of law, to provide by resolutions from time to time for issuance of the Common Stock.

II. Subject to the provisions of law and any preferences if any, of the Preferred Stock, dividends may be paid on the Common Stock of the Company at such time and in such amounts as the Board of Directors may deem advisable.

III. The Board of Directors of the Company is authorized to effect the elimination of shares of its Common Stock purchased or otherwise acquired by the Company from the authorized capital stock or number of shares of the Company in the manner provided for in the General Corporation Law of Delaware.

(c) General

I. No holder of Common Stock or Preferred Stock shall have any pre-emptive right to subscribe to stock, obligations, warrants, rights to subscribe to stock or other securities of any class, whether now or hereafter authorized, unless otherwise provided by resolution of the Board of Directors.

II. Subject to the provisions of law and the foregoing provisions of this Certificate of Incorporation, the Company may issue shares of its Preferred Stock or Common Stock, from time to time for such consideration (not less than the par value or stated value thereof) as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion, subject as aforesaid. Shares so issued, for which the consideration has been paid or delivered to the Company, shall be deemed fully paid stock, and shall not be liable to any further call or assessments thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

In no event is the corporation required to issue any fractional shares of Preferred or Common Stock, such being subject to the determination of the Board of Directors.

Section 2. Dividends

(a) Dividends may be determined by the resolutions of the Board of Directors that provide for any issue of the Preferred Stock.

(b) Subject to the requirements of law, dividends are payable on the issued Common Stock when and as declared from time to time in the discretion of the Board of Directors.

Section 3 Redemption

The Corporation may, at the option of the Board of Directors, and subject to the provisions of law, redeem all or any

part of the outstanding Preferred Stock as may be provided in any resolution authorizing any issuance of the same.

SIXTH: Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

The holder of the Preferred Stock shall not be deprived of voting rights under the following circumstances:

(i) Whenever the dividends on the Preferred Stock at the time of any annual meeting, shall be in arrears to the amount of four (4) quarterly dividends, then at such annual meeting and at all annual meetings thereafter, and at any meeting called for the election of directors, until such time as cumulative dividends on the Preferred Stock are no longer in arrears, or non-cumulative dividends have been regularly paid for at least one year, the holders of the Preferred Stock shall be entitled to elect three (3) directors and the holders of the Common Stock shall be entitled to elect only the remaining directors.

Such directors shall serve until the next annual meeting. At elections for such directors, each holder of Preferred Stock shall have as many votes as the number of shares of preferred stock owned by him multiplied by the number of directors to be elected by the holders of Preferred Stock. These votes may be divided among the total number of directors to be elected by the holders of Preferred Stock, or distributed among any lesser number of such directors, in such proportion as the holder may desire.

(ii) The holders of the Preferred Stock shall be entitled to vote, with one vote per share, and the affirmative vote of majority of the outstanding Preferred Stock shall be required, to approve any amendment to the Articles of Incorporation which would affect the rights or preferences of such Preferred Stock.

(iii) The holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock, voting together as one class, and the affirmative vote of the proportion of shares required by law, by the Certificate of Incorporation, By-Laws or Resolution of the Board of Directors of this corporation, shall be required to approve: (1) any amendment to the Articles of Incorporation which does not affect the rights or preferences of the Preferred Stock; (2) the merger or consolidation of the Corporation with another corporation; (3) the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, of the corporation's property; and (4) the voluntary dissolution of the Corporation.

SEVENTH: The Corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

EIGHTH: In the event of the voluntary liquidation, dissolution or other termination of the Corporation, the holders of shares of the Preferred Stock shall be entitled only to cash

payment of the amount per share set by Resolution of the Board of Directors upon issuance of such Preferred Stock plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any payment or distribution is made to the holders of the Common Stock of the Corporation.

In the event of the involuntary liquidation, dissolution or other termination of the corporation, the holders of the shares of the Preferred Stock shall be entitled only to cash payment of the par value of their shares, plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any distribution is made to the holders of the Common Stock of the Corporation.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or

arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

(1) Size of board. The number of directors shall be as specified in the By-Laws of the Corporation, except the number shall never be less than three, and such number of directors may from time to time be otherwise increased or decreased (subject to the foregoing) in such manner as prescribed by the By-Laws. Directors need not be stockholders. Election of directors shall not be by written ballot unless the By-Laws provide otherwise.

(2) Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws.

(b) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(c) To establish bonus, profit-sharing, stock option

or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(d) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws shall have and may exercise the powers of the Board;

(e) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid;

(f) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the laws of the State of Delaware, of these Articles of Incorporation, and as may be provided for from time to time by the By-Laws of the Corporation.

ELEVENTH: Subject to the laws of the State of Delaware, the stockholders and the Directors shall have power to hold their meetings, and the Directors will have the power to have an office or offices and to maintain books of the Corporation outside the State of Delaware, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

TWELFTH: The provisions of this Certificate of Incorporation and its Articles may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the

laws of the State of Delaware, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

THIRTEENTH: In lieu of corporate action taken at a meeting of the stockholders, the written consent of the holders of stock having no less than the minimum percentage of the total vote required by statute or the By-Laws for any proposed corporate action, may authorize such corporate action to be so taken.

IN WITNESS WHEREOF, the undersigned, being the sole incorporators hereinabove mentioned, hereby further certify that the facts herein stated are true and accordingly, have hereunto set our hands and seals this 27th day of March, 1969.

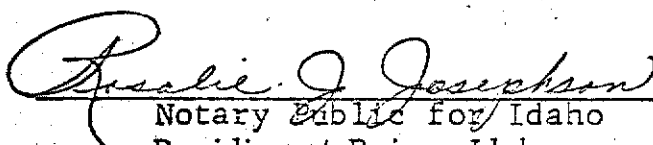

J. A. ALBERTSON


J. L. SCOTT


T. E. MUNSON

STATE OF IDAHO)
 : ss.
County of Ada)

On the 27th day of March, 1969, before me
personally came J. A. Albertson,
J. L. Scott, and T. E. Munson,
known to me, and known to me to be the persons described in and
who executed the foregoing certificate, and they duly acknowledged
to me that they had executed the same, and that the facts
stated therein are true, and it is their act and deed.


Notary Public for Idaho
Residing at Boise, Idaho

ROSALIE J. JOSEPHSON
NOTARY PUBLIC
STATE OF IDAHO

CERTIFICATE

STATE OF IDAHO)
)ss:
County of Ada)

I, T. E. MUNSON, hereby certify that I am the Secretary of Albertson's, Inc., a Nevada corporation; that the attached is a full, true and correct copy of Certificate of Incorporation of AFS, Inc., a Delaware corporation, on the 3rd day of April, 1969.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said corporation on this 22nd day of July, 1969.

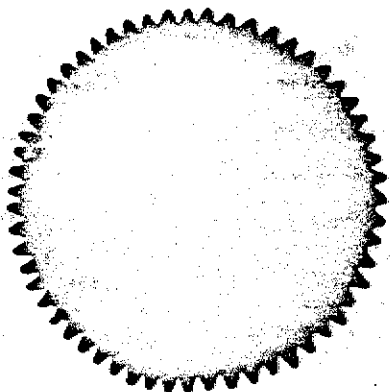

Secretary



Office of Secretary of State

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "A F S, INC.", as received and
filed in this office the third day of April, A.D. 1969, at 10 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this sixth day
of June in the year of our Lord
one thousand nine hundred and sixty-nine.



Eugene Bunting

Secretary of State

R A Caldwell

Ass't Secretary of State