

FILED EFFECTIVE

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
J.A. AND KATHRYN ALBERTSON FOUNDATION, INC.**

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CLERK OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-3-93, Idaho Code, J.A. AND KATHRYN ALBERTSON FOUNDATION, INC., an Idaho nonprofit corporation, adopts the following Articles of Amendment:

Article I

The name of the corporation is J.A. AND KATHRYN ALBERTSON FOUNDATION, INC.

Article II

The following new Article VIII is added to the Articles of Incorporation of the corporation, to read in its entirety as follows:

"ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act in effect at the time of the determination."

Article III

The foregoing amendment was adopted on July 1, 2002.

Article IV

Approval by members was required. The corporation has one class of members. No member or members were entitled to vote as a separate class on the amendment. The total

IDAHO SECRETARY OF STATE
08/08/2002 05:00
CK: 301872 CT: 7012 DH: 401585
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number of memberships outstanding was four. The total number of votes cast for the amendment was four, which was sufficient for approval of the amendment.

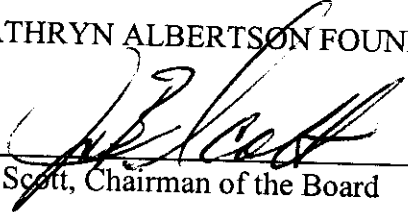
Article V

No other approvals of the amendment were required pursuant to Section 30-3-99, Idaho Code, or otherwise.

Dated: July 31, 2002

J.A. and KATHRYN ALBERTSON FOUNDATION, INC.

By: _____


J. B. Scott, Chairman of the Board