



CERTIFICATE OF INCORPORATION
OF

ORANGE MART, INC.

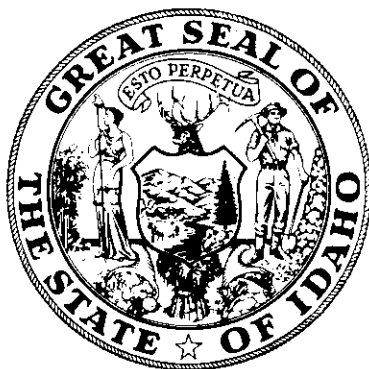
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ORANGE MART, INC.

duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 21, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Huer*

ARTICLES OF INCORPORATION

OF

ORANGE MART, INC.

ARTICLE I

NAME

The name of the corporation (hereinafter called the corporation) is Orange Mart, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The initial registered office for the corporation is 1001 Highland Street, Ashton, Idaho. The initial registered agent is Alan Tritt.

ARTICLE III

PROFIT CORPORATION

This Corporation is organized pursuant to the General Corporation Laws of the State of Idaho. *The duration of the corporation shall be perpetual.*

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The specific purpose for which this corporation is formed is retail merchandising of groceries, sundries, beer, pop, magazines and general merchandise.

In furtherance of said purposes this Corporation shall have power to:

(a) perform all of the duties and obligations related to ownership and maintenance of a general merchandising business;

(b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(c) borrow money, mortgage, pledge, deed in trust, hypothecate any or all of its real or personal property as security for money borrowed or debts incurred but only with the assent by vote or written assent of one-half (1/2) of the shares outstanding;

(d) to have and exercise any and all powers, rights, and privileges which a corporation organized under the General Corporation Laws of the State of Idaho may now or hereafter have or exercise.

ARTICLE V

AUTHORIZED CAPITAL

The authorized capital of this corporation shall be \$20,000.00 divided into 200 shares with a par value of \$100.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share shall be entitled to one vote.

ARTICLE VI

RESTRICTION ON TRANSFER OF STOCK

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be two; however, the By-Laws of the Corporation shall provide for an increase or decrease in their number. The names and post office addresses of the incorporators and original members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan Tritt	P.O. Box 225 1001 Highland, Ashton, Idaho 83420
Paul Cunniff	P.O. Box 235 1001 Highland, Ashton, Idaho 83420

The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors is authorized to make, alter, or repeal the By-Laws of the Corporation.

ARTICLE VIII

DISSOLUTION

If this Corporation is dissolved by lapse of renewal of the corporate license or if the corporation is terminated for any reason, such assets shall be granted, conveyed and assigned to the shareholders in proportion to their ownership in the corporation.

ARTICLE IX

INCORPORATORS

The original incorporators of the Corporation and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Alan Tritt	P.O. Box 225 1001 Highland, Ashton, Idaho 83420
Paul Cunniff	P.O. Box 235 1001 Highland, Ashton, Idaho 83420

ARTICLE X

AMENDMENTS

These Articles may be amended by assent by vote of the members representing fifty (50%) percent or more of the voting power at an annual meeting or a special meeting called for such purpose. These articles may also be amended by unanimous written assent of all of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 18th day of May, 1984.

Alan Tritt
ALAN TRITT
Box 225, 1001 Highland
Ashton, Idaho 83420

Paul J. Cunniff
PAUL CUNNIFF
Box 235, 1001 Highland
Ashton, Idaho 83420

STATE OF IDAHO)
) ss.
County of Fremont)

On this 18th day of May, 1984, before me, a Notary Public in and for said State, personally appeared Alan Tritt and Paul Cunniff, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me they executed the same.

[Signature]
Notary Public for Idaho
Residing at Ashton, Idaho
Commission Expires: Life