

FILED/EFFECTIVE

AFTER FILING MAIL TO:

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Boise, Idaho 83702

Space for Secretary of State's Use

JAN - 2 AM 9:35

STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HILL'S FARMERS MARKET, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

FIRST: The name of the corporation is Hill's Farmers Market, Inc.

SECOND: The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, at no par value per share.

FOURTH: The address of the initial registered office of the corporation is 4380 E. Fairview, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Douglas Hill.

FIFTH: The name and address of the incorporator is:

Name	Address
Douglas Hill	8175 Happy Valley Road Kuna, Idaho 83634

IDAHO SECRETARY OF STATE
01/02/2003 05:00
CK: 620002232 CT: 2105 BH: 654210
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SIXTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the individual who will serve as the director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Name	Address
Douglas Hill	8175 Happy Valley Road Kuna, Idaho 83634

SEVENTH: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original articles of incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

EIGHTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

In witness whereof, I have subscribed these Articles of Incorporation this 2nd day of January 2003.



Douglas Hill, Incorporator

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