



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ALBERTSON'S DISTRIBUTION CORPORATION

was filed in the office of the Secretary of State on the **4th** day
of **October** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **100** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise in the County of **Ada**

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 **4th** day of **October**,
A.D., 19 **57**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ALBERTSON'S DISTRIBUTION CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho,

AND WE DO HEREBY AGREE AND CERTIFY:

FIRST

That the name of this corporation is, and shall be, ALBERTSON'S DISTRIBUTION CORPORATION.

SECOND

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To operate and conduct a general business for the distribution of frozen foods of every nature and any and all other kindred and like products, to lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate, and carry on, grocery, fruit, vegetable, produce, bakery, confection, tobacco, beverage, meat, dairy, ice cream, restaurant, delicatessen, drug, magazines, general merchandise, supply business, processing, supplying, distributing, buying and selling at wholesale and retail all frozen foods and other preservative products of whatsoever nature, or any one or more thereof, separately or together, and any and all other merchantile, merchandise or supply business of any kind or character whatsoever, at retail and at wholesale, and to manufacture, acquire, own, buy, sell, dispose of, hypothecate, mortgage, handle, trade and deal in or with any and all articles, goods, wares, merchandise, and property of every kind, class, character and description whatsoever, and to do both a wholesale and retail business therein; and to carry on, conduct, and operate general livestock, farm, ranch and orchard businesses.

(b) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, stores, warehouses, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable or incident to such or any of such businesses, or for any other purpose whatsoever.

(c) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or or corporate.

(d) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same, or any thereof, by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(e) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(f) To have, exercise, use and employ the authority specified in Section 30-114 Idaho Code Annotated, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more stores or other places of business within and without said State, and said United States of America.

THIRD

That the location and postoffice address of the registered office in the State of Idaho is, and shall be, Boise, Ada County, Idaho.

FOURTH

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be One Thousand (1,000) shares, each of the par value of One Hundred Dollars (\$100.00), and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Amount</u>
J. L. Berlin	Boise, Idaho	1	\$100.00
Roy G. Maxey	Boise, Idaho	1	\$100.00
Bertie Estes	Boise, Idaho	1	\$100.00

SEVENTH

The first Board of Directors shall consist of three (3) directors but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than eleven (11).

EIGHTH

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

NINTH

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 4th day of October, 1957.

J. L. Berlin J. L. Berlin
Roy G. Maxey Roy G. Maxey
Bertie Estes Bertie Estes

STATE OF IDAHO,)
COUNTY OF ADA.) SS.

On this 4th day of October, in the year 1957, before me, the undersigned, a Notary Public in and for said State, personally appeared J. L. BERLIN, ROY G. MAXEY and BERTIE ESTES, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day, month and year in this certificate first above written.

My commission expires:

March 22, 1961

Minnie B. Armstrong
Notary Public in and for the State of Idaho
Residing at: Boise, Idaho