

## AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

By this Agreement of Merger and Plan of Reorganization ("AGREEMENT") entered into as of June 30, 1971, between WAREHOUSE FOODS, INC., a Delaware corporation ("PARENT"), and WAREHOUSE MARKET COMPANY, an Idaho corporation; WAREHOUSE FOOD STORES OF BURIEN, INC., a Washington corporation; WAREHOUSE FOOD STORES OF EVERETT, INC., a Washington corporation; WAREHOUSE FOOD STORES, INC., a Washington corporation; WAREHOUSE FOOD STORES, INC., a Nevada corporation; WAREHOUSE FOOD STORES, INC., an Oregon corporation; WAREHOUSE GROCERS CO., a Utah corporation; WAREHOUSE GROCERS CO., #2, a Utah corporation, ("CONSTITUENTS"); and WAREMART, INC., an Idaho corporation, ("SURVIVOR"); and RALPH L. WARD and RONALD L. WILLIAMS ("STOCKHOLDERS");

### W I T N E S S E T H:

WHEREAS, Parent is the sole stockholder of all the Constituents and Survivor above named; and

WHEREAS, Stockholders hold all of the issued and outstanding stock of Parent; and

WHEREAS, the parties desire to merge Parent and Constituents into Survivor, thereby consolidating and combining the business and operations of all said companies with and into the business and operations of Survivor; and

WHEREAS, Stockholders and the Directors of all said companies deem it to be in the best interest of the Stockholders and said companies to merge said companies, thereby combining under one management and accounting all business and operations of said companies, eliminating multiplicity of management, accounting, and services, and avoiding duplication of expense incidental thereto;

### IT IS AGREED:

1. The merger herein provided for shall be effective as of July 3, 1971, at 11:59 p.m. On said date, at said time, Parent and

Constituents shall cease to exist as separate entities, so that as of July 4, 1971, Survivor shall be the only subscribing corporation in existence and doing business, whether the filings required to evidence the merger are made prior to or following said effective date and time.

2. THE PARTIES AGREE that each shall take such action as is necessary or desirable to consummate this merger and to execute such instruments as are required, and to give notice to and make filings with agencies of government, all as requested or directed by Stockholders, Parent, or Survivor.

3. Upon the consummation of the merger aforesaid, the capital stock of Parent, Constituents, and Survivor shall be surrendered and cancelled; and, in substitution for the shares of Parent owned by Stockholders, Survivor shall issue to Stockholders its share certificates for Survivor's stock as follows: Ralph L. Ward, 464,800 shares; Ronald L. Williams, 232,400 shares.

4. The parties represent and warrant:

a. That Stockholders are the owners of all the issued and outstanding shares of Parent, that is, 697,400 shares of capital stock, 10 cents par value, and that all said shares were voted for the merger; that the authorized capital stock of the company consists of 10,000,000 shares, without class, all of 10 cents par value and that the above 697,400 shares of stock are the only issued and outstanding shares of Parent; that no shares of Parent were voted against the merger and there are no dissenting shareholders;

b. That each of the Constituents is authorized to issue one class of shares only, that is, common stock; that each of the Constituents has issued and outstanding 264 shares of their respective capital stock; that Parent is the sole holder and owner of the 264 shares of the stock of each of the Constituents and that all of said shares were voted for the merger; that no shares of the Constituents were voted against the merger, and there are no dissenting shareholders;

c. That from and after December 31, 1969, and continuously thereafter, the Constituents have been wholly owned subsidiary corporations of Parent; that on December 30, 1969, Parent and its then existing subsidiaries entered into an "Agreement and Plan of Reorganization," pursuant to the provisions of Section 368(a)(1)(B) of the Internal Revenue Code of 1954, as amended, pursuant to which Parent acquired all of the outstanding stock of Constituents then existing; that the merger and plan of reorganization hereby adopted is a statutory merger pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

5. The parties represent: that Survivor is a corporation duly organized, validly existing, and in good standing under the laws of the State of Idaho, and that it is duly qualified, or will be duly

qualified, prior to the filing of this Agreement of Merger and Plan of Reorganization, as a foreign corporation in good standing in each state in which qualification is necessary; that this Agreement, and evidence in support thereof, will be completed and filed in accordance with the laws of each state in which any corporation party hereto is presently licensed and qualified to do business; that all parties hereto shall take all action necessary or desirable, or as required by law, to give effect to this Agreement and to consummate the merger; that this agreement and the merger to be consummated hereunder are authorized by the laws of the State of Idaho and of each state in which the corporation parties are licensed and qualified to do business; and that no action will be taken or permitted which will violate any of such laws or the Articles of Incorporation, or Bylaws of the corporation parties hereto.

6. The Stockholders represent and warrant: that they own all of the issued and outstanding stock of Parent; that upon consummation of the merger they will surrender all shares of Parent owned by them and shall cause Survivor to issue to them shares in Survivor, in the same number and of the same value as they, respectively, held in shares of Parent; that they have authorized and consented to this Agreement and the merger to be consummated in accordance herewith by this writing, in lieu of a formal meeting, pursuant to Sections 30-133 (6) and 30-146(5), Idaho Code; that they, together with Robert T. Richins, are the Directors of each of the corporations subscribing this Agreement; and that neither of the Stockholders are limited, restricted, or prohibited from entering into this Agreement or in the granting of their respective consent, approval, and authorization of the Merger by law, contract, or undertaking, or by virtue of their election as Directors and officers of the subscribing corporations.

IN WITNESS WHEREOF, this Agreement is subscribed by all of the members of the Boards of Directors of each corporation, pursuant to resolution duly and regularly adopted by each corporation, at separate

special meetings of their respective Boards of Directors, as of the date hereinabove set forth.

THE DIRECTORS OF:

WAREHOUSE FOODS, INC.  
a Delaware corporation

WAREHOUSE MARKET COMPANY  
an Idaho corporation

WAREHOUSE FOOD STORES OF BURIEN, INC.  
a Washington corporation

WAREHOUSE FOOD STORES OF EVERETT, INC.  
a Washington corporation

WAREHOUSE FOOD STORES, INC.  
a Washington corporation

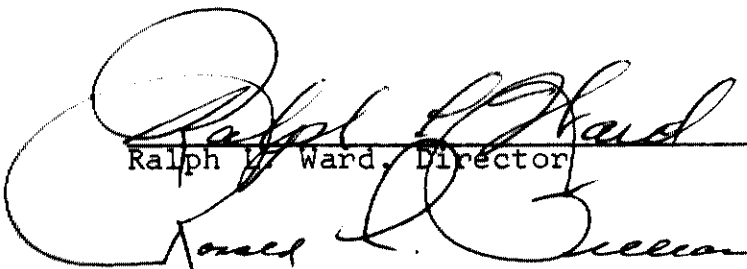
WAREHOUSE FOOD STORES, INC.  
a Nevada corporation

WAREHOUSE FOOD STORES, INC.  
an Oregon corporation

WAREHOUSE GROCERS CO.  
a Utah corporation

WAREHOUSE GROCERS CO., #2  
a Utah corporation

WAREMART, INC.  
an Idaho corporation

  
Ralph L. Ward, Director

  
Ronald L. Williams, Director

  
Robert T. Richins, Director

EXECUTIONS BY CORPORATIONS

IN WITNESS WHEREOF, the corporations, parties hereto, have executed this Agreement pursuant to resolution of their respective Boards of Directors and with the unanimous consent of their respective shareholders as set forth above and as evidenced by the written consent, acknowledgment, and certificate attached to this agreement and made a part hereof, said corporations having subscribed this Agreement as of the date first hereinabove set forth.


PARENT:  
and Sole Stockholder of  
Constituents and Survivor

WAREHOUSE FOODS, INC.  
a Delaware corporation

By

  
President

ATTEST:

  
Robert T. Richins, Secretary

CONSTITUENTS:

WAREHOUSE MARKET COMPANY  
an Idaho corporation

By Ralph L. Hard  
President

ATTEST:

Robert T. Beckins  
Secretary

WAREHOUSE FOOD STORES OF BURIEN, INC.  
a Washington corporation

By Ralph L. Hard  
President

ATTEST:

Robert T. Beckins  
Secretary

WAREHOUSE FOOD STORES OF EVERETT, INC.  
a Washington corporation

By Ralph L. Hard  
President

ATTEST:

Robert T. Beckins  
Secretary

WAREHOUSE FOOD STORES, INC.  
a Washington corporation

By Ralph L. Hard  
President

ATTEST:

Robert T. Beckins  
Secretary

WAREHOUSE FOOD STORES, INC.  
a Nevada corporation

By Ralph L. Hard  
President

ATTEST:

Robert T. Beckins  
Secretary

WAREHOUSE FOOD STORES, INC  
an Oregon corporation

By

Ralph L. Ward  
President

ATTEST:

Robert T. Dickins  
Secretary

WAREHOUSE GROCERS CO.  
a Utah corporation

By

Ralph L. Ward  
President

ATTEST:

Robert T. Dickins  
Secretary

WAREHOUSE GROCERS CO., #2  
a Utah corporation

By

Ralph L. Ward  
President

ATTEST:

Robert T. Dickins  
Secretary

SURVIVOR:

WAREMART, INC.  
an Idaho corporation

By

Ralph L. Ward  
President

ATTEST:

Robert T. Dickins  
Secretary

STOCKHOLDERS:


Ralph L. Ward  
Ralph L. Ward

Ronald L. Williams  
Ronald L. Williams

STATE OF IDAHO, )  
                  : ss.  
COUNTY OF ADA. )

On this 30th day of June, 1971, before me, a Notary Public in and for said state, personally appeared RALPH L. WARD, known to me to be the President of Warehouse Foods, Inc., a Delaware corporation, Warehouse Market Company, an Idaho corporation, Warehouse Food Stores of Burien, Inc., a Washington corporation, Warehouse Food Stores of Everett, Inc., a Washington corporation, Warehouse Food Stores, Inc., a Washington corporation, Warehouse Food Stores, Inc., a Nevada corporation, Warehouse Food Stores, Inc., an Oregon corporation, Warehouse Grocers Co., a Utah corporation, Warehouse Grocers Co., #2, a Utah corporation, and Waremart, Inc., an Idaho corporation, and he acknowledged to me that said corporations executed the within and foregoing instrument for the purposes therein contemplated by authority of the respective governing boards of said corporations.

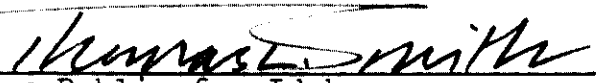
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO, )  
                  : ss.  
COUNTY OF ADA. )

On this 30th day of June, 1971, before me, a Notary Public in and for said state, personally appeared RALPH L. WARD and RONALD L. WILLIAMS, known to me to be the persons who executed the within instrument, and acknowledged to me that they subscribed the same as their respective free acts and deeds.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

CONSENT OF SHAREHOLDERS

RALPH L. WARD and RONALD L. WILLIAMS, holders of all issued and outstanding stock of Warehouse Foods, Inc., a Delaware corporation; and

WAREHOUSE FOODS, INC. a Delaware corporation, holder of all the issued and outstanding shares of Warehouse Market Company, an Idaho corporation; Warehouse Food Stores of Burien, Inc., a Washington corporation; Warehouse Food Stores of Everett, Inc., a Washington corporation; Warehouse Food Stores, Inc., a Washington corporation; Warehouse Food Stores, Inc., a Nevada corporation; Warehouse Food Stores, Inc., an Oregon corporation; Warehouse Grocers Co., a Utah corporation; Warehouse Grocers Co. #2, a Utah corporation; and Waremart, Inc., an Idaho corporation,


HEREBY CONSENT, authorize, and approve the merger of said corporations into Waremart, Inc., an Idaho corporation, as the surviving corporation, and

HEREBY AUTHORIZE AND EMPOWER said corporations, and the Directors and officers thereof, to enter into and execute that certain Agreement of Merger and Plan of Reorganization of June 30, 1971, and to take all action necessary or desirable to consummate the merger therein provided for.

This consent, approval, and authorization is given by the said shareholders in this writing in lieu of formal meeting, pursuant to Sections 30-133(6) and 30-146(5), Idaho Code.

BOISE, IDAHO, JUNE 30, 1971.

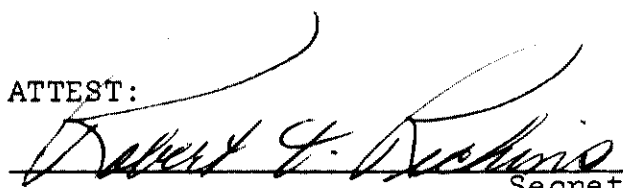
  
Ralph L. Ward

  
Ronald L. Williams

WAREHOUSE FOODS, INC.  
a Delaware corporation

By   
Ralph L. Ward, President

ATTEST:

  
Secretary



STATE OF IDAHO, )  
                  : ss.  
COUNTY OF ADA. )

On this 30th day of June, 1971, before me, a Notary Public in and for said state, personally appeared RALPH L. WARD and RONALD L. WILLIAMS, known to me to be the individuals who executed the within and foregoing instrument, and RALPH L. WARD and ROBERT T. RICHINS, known to me to be the President and Secretary, respectively, of the corporation, and said individuals acknowledged to me that they executed the same as their respective free acts and deeds, and said corporation executed the same for the purposes therein mentioned by authority of its governing board.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho

C E R T I F I C A T E

STATE OF IDAHO, )  
                  : ss.  
COUNTY OF ADA. )

ROBERT T. RICHINS, BEING FIRST DULY SWORN, HEREBY CERTIFIES:

That he is the duly elected, qualified, and acting secretary of Warehouse Foods, Inc., a Delaware corporation; Warehouse Market Company, an Idaho corporation; Warehouse Food Stores of Burien, Inc., a Washington corporation; Warehouse Food Stores of Everett, Inc., a Washington corporation; Warehouse Food Stores, Inc., a Washington corporation; Warehouse Food Stores, Inc., a Nevada corporation; Warehouse Food Stores, Inc., an Oregon corporation; Warehouse Grocers Co., a Utah corporation; Warehouse Grocers Co., #2, a Utah corporation; and Waremart, Inc., an Idaho corporation;

That the shareholders of each of said corporations, by instrument in writing in lieu of formal meeting, pursuant to Sections 30-133(6) and 30-146(5), Idaho Code, have consented to, authorized, and approved the merger of said corporations into Waremart, Inc., an Idaho corporation, as the sole surviving corporation; and

FURTHER CERTIFIES that said shareholders have adopted the Agreement of Merger and Plan of Reorganization of June 30, 1971; that said Agreement of Merger and Plan of Reorganization have been adopted by the Boards of Directors of all of the above named corporations; that said Agreement and the consents of the shareholders have been inserted in the minutes and record of proceedings of all said corporations; and having been duly adopted, said Agreement of Merger and Plan of Reorganization is in full force and effect pursuant to the terms thereof.

BOISE, IDAHO, JUNE 30, 1971.

  
Robert T. Richins

SUBSCRIBED AND SWORN to before me this 30th day of June, 1971.

  
Notary Public for Idaho  
Residing at Boise, Idaho