



## 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

**PAUL'S DRIVE-IN MARKET, INC.**

was filed in the office of the Secretary of State on the **27th** day  
of **September** 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

**Jerome**

in the County of

**Jerome**

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 **27th** day of **September**,  
A.D., 19**57**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
PAUL'S DRIVE-IN MARKET, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons, of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Constitution and Laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

That the name of the corporation is "PAUL'S DRIVE-IN MARKET, INC."

ARTICLE II

That the purposes for which this corporation is formed are as follows:

1. To buy, sell, barter, exchange and deal generally in all classes of goods, wares and merchandise and articles of trade.
2. To buy, sell, job, or otherwise deal in, either at wholesale or retail, meat, meat products, canned goods, sea foods, fish, dairy products and edible foods and food products of every nature and description, and in general to maintain, operate and conduct a meat and grocery business.
3. To buy, sell, own, raise, kill, slaughter, cure, treat, and otherwise handle and dispose of, at wholesale or retail, live stock, poultry and fish.
4. To manufacture ice for sale; to carry on the business of cold storage and freezing of perishable merchandise, fruit, produce, vegetables, meat and fish; to maintain, conduct and operate a cold storage warehouse and to provide cold or other storage lockers and rooms for the caring for, storage and freezing of perishable and other goods and produce.

5. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description, and any and all interest therein.

6. To borrow money, to issue bonds, debentures, notes and other obligations of the corporation from time to time, for any of the objects of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure payment thereof.

7. To enter into and perform contracts and agreements of every kind for any lawful purpose with any person, firm, corporation, municipality or government, or any subdivision or department thereof.

8. To do any and all such other acts, things, and businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects or purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on of its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise, and which now, or hereafter, may be authorized by law.

The several clauses contained in this statement of powers and purposes shall be construed as both powers and purposes, as well as objects, and the statements contained shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are included.

#### ARTICLE III

That this corporation is to have a perpetual existence.

#### ARTICLE IV

The location and post-office address of the registered office of the corporation is Jerome, County of Jerome, State of Idaho.

## ARTICLE V

The total authorized capital stock of this corporation shall be Twenty-five Thousand (\$25,000.00) Dollars, divided into Five Hundred Shares of Common Stock of Fifty (\$50.00) Dollars each. Shares of stock in this Corporation shall not be transferred or sold until said sale shall have been approved by the Board of Directors and the by-laws of this Corporation shall provide the method for such approval. Stock of this Corporation, after the amount of the subscription price thereof, or par value, has been paid in, shall not be subject to assessment, and no paid up stock and no stock issued as fully paid, shall be ever assessable or assessed.

The voting power of said Stock shall be one vote for each share.

## ARTICLE VI

The names and post office addresses of each of the incorporators hereof and the number of shares of stock subscribed by each, are as follows:

Name	Address	No. of Shares
Paul C. Malone	Jerome, Idaho	50
LaDene Malone	Jerome, Idaho	50
R. B. Lowe	Jerome, Idaho	50
Lynda Lowe	Jerome, Idaho	50

## ARTICLE VII

The number, qualifications, terms of office, manner of elections, and powers and duties of directors shall be fixed, and may be changed from time to time, as may be provided in the By Laws. The persons above named as incorporators shall act in the capacity of Directors until their successors are elected and qualify.

Appropriate By Laws shall be adopted by the Directors and when so adopted may thereafter be repealed, amended, or new ones adopted, by the Directors, by a two-thirds vote thereof.

## ARTICLE VIII

The private property of the stockholders shall not be

subject to or liable for the payment of corporate debts, to any extent  
whatever.

IN WITNESS WHEREOF, the said Parties hereinbefore named  
have hereunto subscribed their names to these Articles on this 26<sup>th</sup> day  
of September, 1957.

Paul C. Malone

LaDene Malone

R. B. Lowe

Lynda Lowe

STATE OF IDAHO     )  
                              ) ss  
COUNTY OF JEROME   )

On this 26<sup>th</sup> day of September, 1957, before me, the  
undersigned, a notary public in and for said State and County, personally  
appeared Paul C. Malone, LaDene Malone, and R. B. Lowe and Lynda Lowe,  
known to me to be the persons whose names are subscribed to the within  
instrument, and acknowledged to me that they executed the same.

In Witness Whereof, I have hereunto set my hand and  
seal the day and year in this certificate first written.

Richard H. Seely  
Notary Public