



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

P AND M INC.

was filed in the office of the Secretary of State on the 23rd day of April A.D. One Thousand Nine Hundred Fifty-eight and duly recorded on Film No. 102 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 Blackfoot in the County of Bingham

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 23rd day of April, A.D., 1958.

Secretary of State.

ARTICLES OF INCORPORATION OF THE "P AND M INC."

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age and citizens of the United States of America, having 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 CERTIFY:

FIRST

That the name of this corporation is, and shall be
P AND M INC.

S E C O N D

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

A. To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, manufacture, conduct, operate, and carry on , grocery, fruit, vegetable, produce, bakery, confectionery, tobacco, beverage, meat, dairy, ice cream, restaurant, delicatessen, drug, magazine, and general merchandise and supplied business, or any one or more thereof, separately or together, and any and all other mercantile, merchandise or supplied business of any kind or character whatsoever, whether in bulk, package, bottle, or can, 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 any kind, class, character and description whatsoever, and to do both a wholesale and retail business therein;

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 all other real and personal property, necessary, proper, usual, desirable or incident to such or any of such business, or for any other purpose whatsoever;

C. To buy, sell, vest in, hold, own, pledge, vote, hypothecate, and deal in, stock, bonds and obligations of corporation, municipal and private, of governments, or individuals, to form, create and enter into partnerships and associations with other persons, natural and/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 of 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 desireable, 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.

T H I R D

That the location and post office address of the registered office in the State of Idaho is, and shall be, Blackfoot, Bingham County, Idaho.

F O U R T H

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

F I F T H

That the amount of capital stock of said corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) divided into ten thousand shares of the par value of \$10.00 per share, and that from time to time the amount of such stock may be issued in such amounts and proportions and shall be determined by the Board of Directors and may be permitted by law, subject, however, to the provisions made hereafter; and that the holders, owners or possessors of such stock shall be entitled to such rights, voting power and preferences and shall be subject to such restrictions as may be now or hereafter created or imposed by law.

S I X T H

That the name and post office 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>Number of Shares</u>	<u>AMOUNT</u>
James A. Peterson	Route #2, Blackfoot, Ida.	1,800	\$18,000.00
George A. Peterson	Route #2, Blackfoot, Ida.	1,800	\$18,000.00
Lyle H. Peterson	Route #2, Blackfoot, Ida.	1,800	\$18,000.00
W. Israel Merrill	160 Horrocks Dr. Blackfoot	900	\$ 9,000.00
Parry Merrill	95 Cedar St. Blackfoot	900	\$ 9,000.00
Lloyd R. Merrill	Route #2, Blackfoot, Ida.	900	\$ 9,000.00

S E V E N T H

The first Board of Directors shall consist of three 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 the Board shall not be less than three nor more than nine.

E I G H T H

The power to repeal and/or amend the Articles of Incorporation with the consent of two-thirds of the shareholders is hereby expressly reserved.

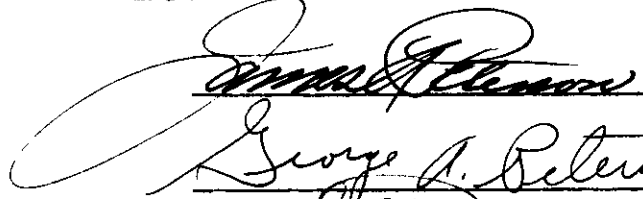
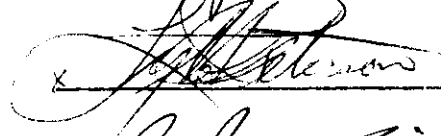
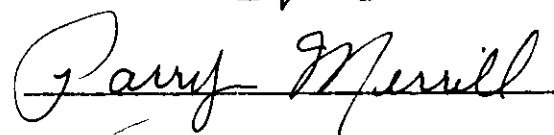
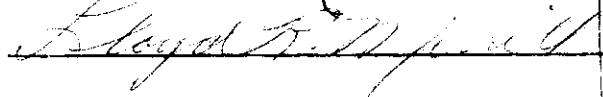
N I N E T H

The power to repeal and amend the by-laws and to 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.

T E N T H

All or any of the 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 hereunto signed triplicate originals of these articles this 19th day of ~~March~~ ^{APRIL}, 1958.


George A. Peterson

W. L. Merrill

Larry Merrill


STATE OF IDAHO)
 (ss.
County of Bingham)

On this 19th day of ~~March~~ ^{APRIL}, 1958, before me Dean Williams,
a Notary Public in and for said County and State, personally
appeared JAMES A. PETERSON, GEORGE A. PETERSON, LYLE H. PETERSON,
W. ISRAEL MERRILL, PARRY MERRILL, LLOYD H. MERRILL, 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 affixed
my official seal the day and year in this certificate first above
written.


Notary Public for Idaho
Residing at Blackfoot, Idaho

My com exprs: 8-1-60