

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

FLOYD'S THRIFT STORES, INC.

was filed in the office of the Secretary of State on the 31st day of December A.D., One Thousand Nine Hundred Seventy Five and will be /duly recorded on ~~Film~~ microfilm 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

Potlatch in the County of Latah .

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 31st day of December, A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
FLOYD'S THRIFT STORES, INC.

KNOW ALL MEN BY THESE PRESENTS: That Floyd Akins, Irene Akins and Thomas B. Tilford, all being over the age of twenty-one (21) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "Floyd's Thrift Stores, Inc.", and its existence shall be perpetual.

ARTICLE II

The purpose and objects of this corporation are as follows:

1. To merchandise, sell, offer for sale, and distribute at retail, food and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.

2. To sell all kinds and types of beer, ale, and malt liquors and all types and kinds of wine subject, however, to the laws of the State of Idaho and to the extent applicable.

3. To engage in generally and carry on any lawful business or trade which may in the judgment of the Board of Directors at any time be necessary, useful or advantageous to this corporation.

4. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any share of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

(c) To borrow money and give security therefor;

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or with any government, municipality, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its properties or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could

do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho, or any amendment thereto, or substitute therefor, may not at the same time lawfully carry on or do.

ARTICLE III.

Shareholders of this corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV.

1. The location and post office address of the registered office of the corporation in this state shall be: 6th & Pine Street, P.O. Box 545, Potlatch, Idaho 83855.

2. The registered agent of the corporation shall be Floyd Akins, whose address is P.O. Box 545, Potlatch, Idaho 83855.

ARTICLE V.

1. The total number of shares authorized and which may be issued by this corporation is Five Thousand (5,000) shares each with a par value of Ten Dollars (\$10.00) and all of one class to be known as common stock.

2. Each share of said stock shall be entitled to one (1) vote.

ARTICLE VI.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE VII.

1. The number of Directors of the corporation shall be fixed as provided in the By-Laws and may be changed from time to time by amending the By-Laws as therein provided, but the number of Directors shall not be less than three (3) nor more than five (5), unless all of the shares of stock of the corporation are owned beneficially and of record by one (1) or two (2) stockholders, in which case the number of Directors may be less than three (3) but not less than the number of stockholders.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members, or

otherwise, as freely as if such adverse interests did not exist, even though vote, action or presence of such directors, officers or stockholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, or for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting

called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The Board of Directors of the corporation is hereby specifically authorized to adopt By-Laws restraining the alienation of the shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

6. Initially there will be two directors of this corporation and whose post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Floyd Akins	P.O. Box 545, Potlatch, Idaho 83855
Irene Akins	P. O. Box 545, Potlatch, Idaho 83855

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation to be held on the 2nd Tuesday in August or until their successors are elected and duly qualified.

ARTICLE VIII.

The names and post office addresses of the incorporators, and the number of shares of the capital stock of this corporation, described in Article V., subscribed to by said incorporators, is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Floyd Akins	P. O. Box 545, Potlatch, Idaho 83855	1
Irene Akins	P. O. Box 545, Potlatch, Idaho 83855	1

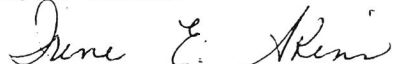
Thomas B. Tilford Suite 1600
Washington Trust Financial
Center
Spokane, Washington 99204

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IN WITNESS WHEREOF, the incorporators hereinabove named
have hereunto set their hands in triplicate this 23rd day of
December, 1975.



FLOYD AKINS



IRENE AKINS

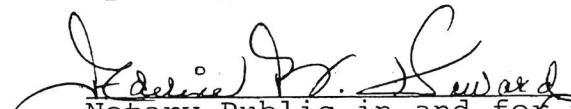


THOMAS B. TILFORD

STATE OF IDAHO)
County of Latah)^{ss.}

On this 30 day of December, 1975, before me, the
undersigned, a Notary Public in and for said state, personally
appeared FLOYD AKINS and IRENE AKINS, known to me to be the
persons whose names are subscribed to the foregoing 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 hereinabove first
written.



Notary Public in and for the State
of Idaho, residing at Latah

STATE OF WASHINGTON)
County of Spokane)^{ss.}

On this _____ day of December, 1975, before me, the undersigned,
a Notary Public in and for said state, personally appeared
THOMAS B. TILFORD to me known to be the person whose name is subscribed
to the foregoing instrument, and acknowledged to me that he executed
the same.

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

Notary Public in and for the State
of Washington, residing at Spokane