

FILED EFFECTIVE

AFTER FILING MAIL TO:

**Bradley J. Wiskirchen, Esq.
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101 S. Capitol Blvd., Suite 1400
Boise, Idaho 83702**

SPACE FOR SECRETARY OF STATE'S USE

**APR 10 AM 8:18
SECRETARY OF STATE
STATE OF IDAHO**

ARTICLES OF INCORPORATION

OF

WINCO FOODS MERGER COMPANY

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

FIRST: The name of the corporation is WinCo Foods Merger Company.

SECOND: The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

THIRD: The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares, at no par value per share.

FOURTH: The address of the initial registered office of the corporation is 650 N. Armstrong Place, Boise, Idaho 83704, and the name of its initial registered agent at such address is Gary Piva.

FIFTH: The name and address of the incorporator is:

Name	Address
Bradley J. Wiskirchen	101 South Capitol Blvd., Suite 1400 Boise, Idaho 83702

**IDAHO SECRETARY OF STATE
03/10/2004 05:00
CK: 4865 CT: 2185 BH: 732845
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1 @ 20.00 = 20.00 EXPEDITE C # 3**

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SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the individuals who will serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

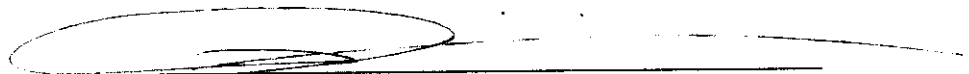
Name	Address
William D. Long	650 N. Armstrong Place Boise, ID 83704
Gary R. Piva	650 N. Armstrong Place Boise, ID 83704

SEVENTH: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with

respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

EIGHTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

In witness whereof, I have subscribed these Articles of Incorporation this 9th day of March 2004.



Bradley J. Wiskirchen, Incorporator

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