



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**FOOD SAVINGS CENTER, INC.**

was filed in the office of the Secretary of State on the **Eighth** day of **September**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** 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 **Boise** in the County of **Ada**.

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 **8th** day of **September**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

FOOD SAVINGS CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and do hereby certify, adopt, sign and acknowledge these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation shall be FOOD SAVINGS CENTER, INC.

ARTICLE II.

The corporate existence of this corporation shall be perpetual.

ARTICLE III.

The place where the principal business of this corporation shall be transacted is Boise, Ada County, Idaho, and the location and Post Office address of its registered office shall be Boise, Ada County, Idaho.

ARTICLE IV.

Meetings of stockholders and of directors may be held either within or without the State of Idaho.

ARTICLE V.

The purposes for which said corporation is formed are:

(a) Primarily and initially to engage in the solicitation and acquisition of memberships in a food savings plan, whereby and whereunder the members shall have the exclusive privilege of purchasing, from stores owned by or under contract with the corporation, groceries and other merchandise ordinarily and customarily carried and sold by "super-markets", at a substantial discount.

(b) To enter into contracts with retail and wholesale distributors, including, but not limited to, grocery retailers and wholesalers.

(c) To formulate, lease, or otherwise acquire, retail and wholesale

establishments, including, but not limited to, retail grocery markets and whole-sale grocery distributing companies.

(d) 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 personal property of every class and description.

(e) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

(f) To enter into any kind of contract or agreement, co-operative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services, as the directors may deem fit.

(g) To construct buildings of every kind and character, either for sale or lease or for any other lawful use whatsoever; to lay out, subdivide, resubdivide and plat tracts of land and to sell the same, either by such subdivision or resubdivision; and to improve lands laid out, subdivide or resubdivide, grade, oil and improve streets, alleys, parks and other places, and sidewalk, curb, and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

(h) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(i) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

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

(k) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(l) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

(m) To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets including the good will of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(n) To purchase or in any other lawful manner to acquire interests in copyrights, patents, franchises and contracts, and to manufacture, and to distribute, either directly or by contract with others, any and all lawful forms and kinds of goods, wares and merchandise.

(o) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interests of the corporation; and in carrying on 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 co-partner or natural person could do or exercise, and which now or hereafter

may be authorized by law.

(p) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause 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 purposes herein enumerated shall be deemed to be exclusive; and it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE VI.

The authorized capitalization of the corporation shall be Two Hundred Fifty Thousand and no/100 Dollars (\$250,000.00), represented by One Thousand (1,000) shares of Class "A" Common stock of the par value of One Hundred and no/100 Dollars (\$100.00) per share, and Fifteen Thousand (15,000) shares of Class "B" Common stock of the par value of Ten & no/100 Dollars (\$10.00) per share; being an aggregate par value of \$250,000.00.

#### ARTICLE VII.

The Class "A" Common shares shall be fully paid, non-assessable, voting stock, with each share entitled to one vote.

The Class "B" Common shares shall be fully paid, non-assessable, non-voting stock.

Each class ("A" and "B") shall participate equally in the profits of the corporation in proportion to their respective par values, and shall likewise participate equally in the event of sale, liquidation, dissolution or other disposition of the corporation in proportion to their respective par values.

#### ARTICLE VIII.

The corporate powers of this corporation shall be vested in a Board of Directors, which shall consist of three directors who shall be shareholders in the corporation; provided, however, that the number of directors may be increased or decreased by amendment of the by-laws from time to time, in the

manner provided by law; and provided, further, that the number of directors shall never be less than three.

ARTICLE IX.

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

Name	Address	Number of Shares
JOHN W. WARREN	2202 Heights Drive BOISE, IDAHO	One (1) , Class A
C. R. GREATHOUSE	6420 Daytona Drive BOISE, IDAHO	One (1) , Class A
LAURETTA V. WARREN	2202 Heights Drive BOISE, IDAHO	One (1) , Class A

IN WITNESS WHEREOF, we, the undersigned subscribers, have hereunto set our hands this 8<sup>TH</sup> day of September, 1964, as incorporators.

John W. Warren  
C. R. Greathouse  
Lauretta V. Warren

STATE OF IDAHO }  
                          ) ss.  
County of Ada     )

On this 8<sup>th</sup> day of September, 1964, before me, a Notary Public in and for said State, personally appeared JOHN W. WARREN, C. R. GREATHOUSE and LAURETTA V. WARREN, known to me to be the persons whose names are subscribed to the within and 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 in this certificate first above written.

Ellen H. Carstensen  
Notary Public for Idaho  
Residence: Boise, Idaho