



CERTIFICATE OF INCORPORATION
OF

Cloninger's Incorporated

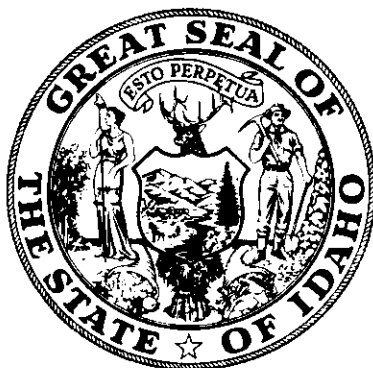
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

Cloninger's Incorporated,

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated September 4th, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CLONINGER'S INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, HAROLD E. CLONINGER, RUTH I. CLONINGER, JERRY L. CLONINGER, GREGORY S. CLONINGER, AND LINDA K. PARMENTER, being five (5) natural persons of full age, who are citizens of the United States, have this day associated themselves voluntarily for the purposes of forming a private domestic corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be Cloninger's Incorporated.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be 313 Main Street, Kamiah, Idaho 83536 with the registered office of such corporation being at the same address. The registered agent to accept process pursuant to law shall be Harold E. Cloninger, whose address shall be the same as set forth in this paragraph and whose mailing address is P. O. Box 715, Kamiah, Idaho 83536.

FOURTH: Corporate Purposes: The nature of the business, objects and purposes of this business to be transacted, promoted and carried on are to do any or all of the following things herein mentioned, as fully and to the same extent as that natural persons might or could do in any part of the world, viz:

1. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages, alcoholic and non-alcoholic, as may be permitted by law, of all kinds and for all purposes, and to deal generally in groceries and grocery products together with the establishment, purchase and dealing with generally, of all of the retail items or departments incidental to and associated with the sale of food and food products and other general retail merchandise generally associated with the operation of supermarkets, including, but not limited to, the power to deal with goods, wares, mer-

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chandise of every kind and nature whatsoever, and to carry on such business as wholesalers, retailers, importers, and exporters; in addition, the corporation shall have the power to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business herein described.

Furthermore, the corporation shall have the power to do all things necessary and incidental to all of the purposes and things set forth in the preceding paragraph as may be deemed necessary and reasonable by the Board of Directors.

2. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho, upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

3. To invest the assets of the corporation in property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be the leasing, owning outright, investing in, or sale of any real property wherever situated.

4. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Idaho, or the United States of America, or any other state or district, in which the corporation may carry on business shall not invalidate any other purpose, power, or object not prohibited, by reason of contiguity or apparent association therewith.

6. To acquire, and to make payment therefore in cash, for the stock or bonds of this corporation or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way, goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are specifically authorized to:

1. To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real property and personal property of this corporation.

2. Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, or when authorized by the written consent of seventy-five percent (75%) of the holders of the stock issued and outstanding, the Board of Directors shall have the authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and such conditions as its Board of Directors may deem expedient and for the best interests of the corporation.

SIXTH: The Corporate Stock: The capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00) divided into Two Thousand Five Hundred (2,500) shares of stock of par value of One Hundred Dollars (\$100.00) per share. ^{As per Dennis Jones} No distinction shall exist between the shares of this corporation and all such shares have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportioned as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Harold E. Cloninger	P. O. Box 715 Kamiah, ID 83536	1	\$10.00
Ruth I. Cloninger	P. O. Box 715 Kamiah, ID 83536	1	\$10.00
Jerry L. Cloninger	P. O. Box 715 Kamiah, ID 83536	1	\$10.00
Gregory S. Cloninger	P. O. Box 715 Kamiah, ID 83536	1	\$10.00
Linda K. Parmenter	P. O. Box 715 Kamiah, ID 83536	1	\$10.00

TENTH: Initial Board of Directors: The names and addresses of the initial Board of Directors are as follows:

Harold E. Cloninger	P. O. Box 715	Kamiah, Idaho 83536
Ruth I. Cloninger	P. O. Box 715	Kamiah, Idaho 83536
Jerry L. Cloninger	P. O. Box 715	Kamiah, Idaho 83536
Gregory S. Cloninger	P. O. Box 715	Kamiah, Idaho 83536
Linda K. Parmenter	P. O. Box 715	Kamiah, Idaho 83536

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

THIRTEENTH: Stock Restriction: It is agreed, that pursuant to Idaho Code §30-1-23 (a), that this corporation shall restrict the transfer of its stock, to the effect that before any individual shareholder may be permitted to sell his shares to someone other than the corporation or any existing shareholder, the shareholder desiring to transfer his interest, shall communicate the terms of any proposed offer to the corporation and to its other existing shareholders who shall then have thirty (30) days in which to meet the terms of any third party offer. If such offer is not accepted by the corporation, or its existing shareholders within that time, the shareholder shall be free then to complete the transaction with the

third party offeror.

Pursuant to Idaho law such stock restriction shall appear on the face of any stock certificates hereunder authorized.

Harold E. Cloninger
HAROLD E. CLONINGER

Ruth I. Cloninger
RUTH I. CLONINGER

Jerry L. Cloninger
JERRY L. CLONINGER

Gregory S. Cloninger
GREGORY S. CLONINGER

Linda K. Parmenter
LINDA K. PARMENTER

STATE OF IDAHO)

County of Lewis ^{SS}

On this 11th day of August, 1981, before me, a Notary for the said County and State, personally appeared HAROLD E CLONINGER, RUTH I. CLONINGER, JERRY L. CLONINGER & GREGORY S. CLONINGER, and Linda K. Parmenter, /all known to me to be the persons whose names are subscribed to the within instrument, the ARTICLES OF INCORPORATION OF CLONINGER'S INCORPORATED, and severally acknowledged to me that they freely executed the same.

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

(NOTARY SEAL)

Barbara J. Smith
Notary Public for the State of Idaho,
Residing at Barnhart, therein.