

CERTIFICATE OF AMENDMENT OF ARTICLE SIX
OF THE ARTICLES OF INCORPORATION OF THE DAVIDSON
GROCERY COMPANY.

The Davidson Grocery Company, a corporation incorporated under the laws of the State of Idaho, by its President and its Acting Secretary do hereby certify:

First. That the Davidson Grocery Company was incorporated under the laws of the State of Idaho on the 27th day of July, 1903, with its principal office and place of business at Boise, County of Ada, State of Idaho.

Second. That the original amount of Capital Stock of said corporation was \$100,000.00, divided into 1000 shares of the par value of \$100.00 each, and thereafter, to-wit, on the 15th day of July, 1907, by an amendment to its Articles of Incorporation the said capital stock was increased to \$250,000.00 divided into 2500 of the par value of \$100.00 each, and thereafter to-wit; on the 2nd day of January, 1914, by an amendment to its Articles of Incorporation, the said capital stock was further increased to \$350,000.00, divided into 3500 shares of the par value of \$100.00 each, and thereafter, to-wit; on the 18th day of September, 1919, the capital stock was further increased to \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Third. That the Board of Directors of the said Davidson Grocery Company, at a meeting, duly called and held at the office of the Company in Boise, Ada County, State of Idaho, on the 23rd day of February, 1923, passed a resolution, by a majority vote of the Directors of said corporation, authorizing and directing a Special Meeting of the Stockholders of said corporation, to be

convened and held on the 7th day of April, 1923, at the office of the Company 13th and Front Streets, Boise, Ada County, State of Idaho, at 2 o'clock P. M. of said day for the purpose of considering, acting and voting upon an increase in the capital stock of said company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the Par value of \$100.00 each, and amending the Sixth Article of the Articles of Incorporation of said Davidson Grocery Company to correspond thereto.

Fourth. That a copy of the Resolution of the Board of Directors authorizing said meeting is as follows, to-wit:

"RESOLVED that the Secretary of this Company be, and he is hereby authorized and instructed to call a Special meeting of the Stockholders of the Davidson Grocery Company, to be held at the office of the Company, 13th and Front Streets, Boise, Idaho, on Saturday, the 7th day of April, 1923, at the hour of 2 o'clock P. M. of said day, for the purpose of considering, acting and voting upon an amendment of the Articles of Incorporation of the Company so as to increase the Capital Stock of the said Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each to \$700,000.00, divided into 4500 shares of the Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each.

And the Secretary is hereby further instructed to give Notice of said meeting by publication of notices of the same in the Idaho Sunday Statesman once a week for at least thirty days, and such further notice as is required by the By-laws of this Company."

Fifth. That thereafter due and proper notice, a copy of

which said notice marked "Exhibit A" is hereto attached and made a part hereof, of said meeting of the Stockholders to be held on the 7th day of April, 1923, was duly and regularly served in the manner as provided by law by publication of said Notice in the Idaho Sunday Statesman, a weekly newspaper of general circulation, published and printed in Boise, county of Ada, State of Idaho, the place where the principal office and place of business of said Davidson Grocery

Company is located, once a week for a period of more than thirty days, as is shown by the affidavit of R. S. Adams, the chief Clerk of the Statesmen Printing Company, publishers of the said Idaho Sunday Statesman, a copy of which said affidavit marked "Exhibit B" is hereto attached and made a part hereof. That due and proper notice of said meeting was given as required by the By-laws of said Company, as will be shown by the Affidavit of the Secretary of said Company, a copy of which said affidavit marked "Exhibit C" is hereto attached and made a part hereof, and by acknowledgment of service of said Notice by the Stockholders, as will be shown by said acknowledgment, a copy of which said acknowledgment marked "Exhibit D" hereto attached and made a part hereof.

Said notice further stated the time and place of said meeting and stated that the purpose of said meeting was to consider vote and act upon an amendment to the Articles of Incorporation of said Company so as to increase the capital stock of said Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00 divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Sixth. That thereafter pursuant to said resolution and Notice, on Saturday, the 7th day of April, 1923, at 2 o'clock P. M. of said day, at the office of the Company, situated on the corner of

13th and Front Streets in the City of Boise, County of Ada, State of Idaho, a Special Meeting of the Stockholders of said corporation was held. That at said meeting stockholders owning 2898 shares of the Common Stock of said Davidson Grocery Company were present in person, or represented by proxy, and that 2898 shares of the Common Stock being more than two-thirds of the entire Common Stock of said Company, was voted in favor of increasing the capital stock of said Davidson Grocery Company from \$600,000.00, Divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, and in relation thereto, the following Resolution was adopted by the same vote, to-wit, 2898 shares of the Common Stock, being more than two-thirds of the entire Common Stock of the said Company voting for the adoption of said resolution and no shares of the Common Stock were voted against the adoption of said resolution:

"BE IT RESOLVED BY THE STOCKHOLDERS OF THE DAVIDSON GROCERY COMPANY,

That the capital stock of the said Davidson Grocery Company be increased from \$600,000.00, divided into 3500 shares of Common Stock with a par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00 divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each;

BE IT FURTHER RESOLVED, That the Articles of Incorporation of this Company heretofore filed in the office of the Secretary of the State of Idaho and the Recorder of Ada County, State of Idaho, be amended to read as follows:

S I X T H .

THAT THE amount of authorized capital Stock of this corporation shall be \$700,000.00, divided into 4500 shares of the

Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each; that said Preferred Stock be issued under all the terms, restrictions, conditions and limitations provided in the resolution authorizing its issue.

BE IT FURTHER RESOLVED, That the President of the Company, acting as Chairman of this meeting, and Robert Davidson acting as Secretary of this meeting, and a majority of the Directors of this Company be, and they are, hereby authorized, empowered and directed to cause a proper Certificate of Amendment of the Articles of Incorporation to be prepared, executed and filed in accordance with the provisions of Section 4756 of the Idaho Compiled Statutes."

IN WITNESS WHEREOF, The Davidson Grocery Company has caused these presents and this certificate to be signed by its President and acting Secretary, who acted as Chairman and Secretary respectively of said meeting of the stockholders, at which said proceedings were had, and a majority of the Board of Directors of said company have hereunto subscribed their names, executing this certificate in duplicate this 12th day of April, 1923.

ATTEST:

Robert Davidson
Acting Secretary

DAVIDSON GROCERY COMPANY

By R. M. Davidson
Its President and Chairman of the meeting.

R. M. Davidson
Its President and Chairman of the meeting.

Robert Davidson
Its Acting Secretary and Secretary of the meeting.

R. M. Davidson

Robert Davidson

Harry B. Seckel
Majority of Board of Directors of the Davidson Grocery Company.

STATE OF IDAHO,)
) ss.
COUNTY OF ADA.)

R. M. Davidson and Robert Davidson, being first duly sworn, according to law, each for himself and not one for the other, deposes and says: That he is the President and Acting Secretary respectively, of the Davidson Grocery Company, and that he acted as Chairman and Secretary respectively of the Special Meeting of the Stockholders of said corporation held on the 7th day of April, 1923, at 2 P. M. of said day, at the office of the Company at Boise, Ada County, State of Idaho, referred to in the above and foregoing Certificate; that the statements contained in the foregoing Certificate are true and correct, that said meeting was called by a majority of all the Directors of said company; that notice of said meeting was given by publication thereof in the Idaho Sunday Statesman, a weekly newspaper of general circulation/^{published}in Boise, County of Ada, State of Idaho, the place where the principal office and place of business of said corporation is located, once a week for more than 30 days preceeding the time of said meeting. That notice of said meeting was given in accordance with the By-laws of said Company; that said Notice contained the time and place of said meeting and announced that the object of said meeting was to consider the increasing of the capital stock of said Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100. each and 2500 shares of Preferred Stock of the par value of \$100. each; that at said meeting stockholders representing 2898 shares of the Common Stock of said corporation, were represented in person or by proxy; that 2898 shares of Common Stock of said Company being more than two-thirds of the entire Common Stock of said corporation, voted to adopt said resolution and to increase said capital stock as above stated and set out in said Certificate, and that no shares of

the Common Stock voted against said resolution; that R. M. Davidson Robert Davidson and Harry Seckel, who subscribed to the foregoing Certificate as Directors of the said Davidson Grocery Company, now are, and at the time of said Special meeting of the Stockholders, were a majority of the duly elected, qualified and acting Directors of the said corporation.

R. M. Davidson
President and Chairman of the Meeting.

Robert Davidson
Acting Secretary and Secretary of the meeting.

Subscribed and sworn to before me this 12th day of April, 1923.

M. L. Garnett
Notary Public for State of Idaho,
Residing at Boise, Idaho.

*My Commission Expires
July 18th 1926.*

"EXHIBIT A. "

NOTICE OF THE SPECIAL MEETING OF THE STOCK-
HOLDERS OF THE DAVIDSON GROCERY COMPANY TO CONSIDER,
AND VOTE UPON THE INCREASING OF THE CAPITAL STOCK.

NOTICE IS HEREBY GIVEN, That pursuant to a resolution of the Board of Directors of the Davidson Grocery Company, a corporation, organized and existing under the laws of the State of Idaho, adopted by the unanimous vote of the Directors, at a Special Meeting of said Board of Directors, duly held on the 23rd day of February, 1923, at the office of the Company, situated at 13th and Front Streets, Boise, Idaho, a Special Meeting of the Stockholders of this Company is hereby called to be held at the office of the Company, 13th and Front Streets, in the City of Boise, County of Ada, State of Idaho, on Saturday the 7th day of April, 1923, at 2 o'clock P. M. of said day, for the purpose of considering, voting and acting upon an amendment of the Articles of Incorporation of the Company, so as to increase the capital Stock of the Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Dated this 23rd day of February, 1923.

Clayton Davidson.
Secretary.

" EXHIBIT B . "

STATE OF IDAHO,)
COUNTY OF ADA.) ss.

R. S. ADAMS, being duly sworn, deposes and says: That he is the Chief Clerk of The State man Printing Company, publisher of The Idaho Sunday Statesman, a weekly newspaper printed and published at Boise, Ada County, State of Idaho, and having a general circulation therein and which said newspaper has been continuously and uninterruptedly published in said County during a period of seventy-eight consecutive weeks prior to the first publication of the notice, a copy of which is attached heretop that said notice was published in the regular edition of The Idaho Sunday Statesman for six consecutive insertions, beginning with the issue of February 25th, 1923, and ending with the issue of April 1st, 1923.

R. S. ADAMS,

Subscribed and sworn to before me this 2nd day of April, 1923.

JOHN G. DUNHAM,
Notary Public for Idaho, Residing at Boise, Idaho.

Notice of the Special Meeting of the Stockholders of the Davidson Grocery Company to Consider and Vote Upon the Increasing of the Capital Stock.
Notice is hereby given, that pursuant to a resolution of the board of directors of the Davidson Grocery Company, a corporation organized and existing under the laws of the state of Idaho, adopted by the unanimous vote of the directors, at a special meeting of said board of directors, duly held on the 23rd day of February, 1923, at the office of the company, Thirteenth and Front streets, Boise, Idaho, a special meeting of the stockholders of this company is hereby called to be held at the office of the company, situated on the corner of Thirteenth and Front streets, Boise, county of Ada, state of Idaho, on Saturday, the 7th day of April, 1923, at 2 o'clock p. m. of said day, for the purpose of considering, voting and acting upon an amendment of the articles of incorporation of the company, so as to increase the capital stock of the Davidson Grocery Company from \$600,000, divided into 3500 shares of common stock of the par value of \$100 each, and 2500 shares of preferred stock of the par value of \$100 each, to \$700,000, divided into 4500 shares of common stock of the par value of \$100 each and 2500 shares of preferred stock of the par value of \$100 each. Clayton Davidson, secretary.
Dated this 23rd day of February, 1923.

(NOTARIAL)
(SEAL)

Filed April 7, 1923

Robert Davidson,
Acting Secretary.

"EXHIBIT C. "

NOTICE OF THE SPECIAL MEETING OF THE STOCK-
HOLDERS OF THE DAVIDSON GROCERY COMPANY TO CONSIDER AND
VOTE UPON THE INCREASING OF THE CAPITAL STOCK.

Notice is hereby given, that pursuant to a resolution of the Board of Directors of the Davidson Grocery Company, a corporation, organized and existing under the laws of the State of Idaho, adopted by the unanimous vote of the Directors, at a Special Meeting of said Board of Directors, duly held on the 23rd day of February, 1923, at the office of the Company, 13th and Front Streets, Boise, Idaho, a Special Meeting of the Stockholders of this Company is hereby called to be held at the office of the Company, situated on the corner of 13th and Front Streets, in the City of Boise, County of Ada, State of Idaho, on Saturday the 7th day of April, 1923, at 2 o'clock P. M. of said day, for the purpose of considering, voting and acting upon an amendment of the Articles of Incorporation of the Company, so as to increase the capital stock of the Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Dated this 23rd day of February, 1923.

Clayton Davidson.
Secretary.

State of Idaho,)
 (ss.
County of Ada .)

Clayton Davidson, being first duly sworn, deposes and says:

That he is the Secretary of the Davidson Grocery Company; that on the 23rd day of February, 1923, which said day is more than thirty days prior to the date of said meeting, he sent by registered mail, deposited in the Post Office at Boise, Idaho, a copy of the above and foregoing notice to each and every one of the Stockholders of the said Davidson Grocery Company, as shown by the books of said Company on said 23rd day of February, 1923, except those personally served with said notice.

Clayton Davidson.

Subscribed and sworn to before me this 23rd day of February, 1923.

N. Eugene Brasie,
Notary Public, Residing at Boise,
Idaho.

"EXHIBIT D. "

NOTICE OF THE SPECIAL MEETING OF THE STOCKHOLDERS
OF THE DAVIDSON GROCERY COMPANY TO CONSIDER AND VOTE UPON
THE INCREASING OF THE CAPITAL STOCK.

NOTICE IS HEREBY GIVEN, That pursuant to a resolution of the Board of Directors of the Davidson Grocery Company, a corporation, organized and existing under the laws of the State of Idaho, adopted by the unanimous vote of the Directors, at a Special Meeting of said Board of Directors, duly held on the 23rd day of February, 1923, at the office of the Company, 13th and Front Streets, Boise, Idaho, a Special Meeting of the Stockholders of this Company is hereby called to be held at the office of the Company, situated on the corner of 13th and Front Streets, in the City of Boise, County of Ada, State of Idaho, on Saturday the 7th day of April, 1923, at 2 o'clock P. M. of said day, for the purpose of considering, voting and acting upon an amendment of the Articles of Incorporation of the Company, so as to increase the Capital Stock of the Davidson Grocery Company from \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each, to \$700,000.00, divided into 4500 shares of Common Stock of the par value of \$100.00 each, and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Dated this 23rd day of February, 1923.

CLAYTON DAVIDSON,
Secretary.

Due service of the above Notice by receipt of copy of same is hereby acknowledged, this 23rd day of February, 1923.

Carrie A. Davidson,
Eliza R. Davidson,
Frank G. Davidson,
Agnes L. Davidson,
Kate B. Davidson,
Margaret U. Davidson.

R. M. Davidson,
Robt. Davidson,
Harry R. Seckel,
Clayton Davidson,
C. E. Wilson,
Edith Gordon,
Faye Hoefs,
M. E. Sarvis,
R. I. Goodwin,
D. W. Powers,
Mowbray Davidson,
Robert H. Heller,
A. E. Boyd,
D. N. Davidson,

Si
I, S
that the

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In

CERTIFICATE

State of Idaho, }
COUNTY OF ADA, } ss.

STEPHEN UTTER, Ex-Officio recorder in and for Ada County, State of Idaho, do hereby certify
amendment to
annexed is a full, true and correct copy of certain Articles of Incorporation of the
DAVIDSON GROCERY COMPANY

red 502 as the same appears in my office.

Witness Whereof, I have hereunto set my hand and affixed my official seal this 12th day
of April 1923.

Stephen Utter
Ex-Officio Recorder.

By Josephine L. L. Deputy.