

CERTIFICATE OF INCORPORATION  
OF

MADISON SQUARE ECONOMART, INC.

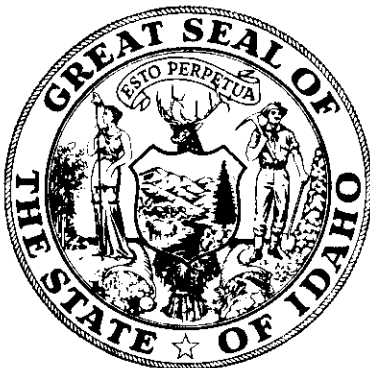
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MADISON SQUARE ECONOMART, INC.

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 March 21, 19 80.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

100 MAR 21 AM 8 45

100 MAR 10 AM 8 50

CLERK OF  
STATE

SECRETARY OF  
STATE

ARTICLES OF INCORPORATION

OF

MADISON SQUARE ECONOMART, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and for that purpose do hereby certify and declare and agree as follows:

ARTICLE I

The name of the corporation shall be MADISON SQUARE ECONOMART, INC.

ARTICLE II

This corporation shall be perpetual in existence unless sooner dissolved or disincorporated in accordance with the laws of the State of Idaho.

ARTICLE III

The purposes, objectives, business and pursuits of the corporation shall be:

1. To provide for the retail and wholesale marketing of goods and services.
2. To subscribe for, purchase and invest in, hold, loan, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidence of indebtedness of any person or corporation.
3. To buy, sell or otherwise acquire, hold, loan, use, manage, improve, maintain, develop, sell, rent, mortgage, transfer, exchange real estate, and to trade and deal with real property, improved or unimproved in the State of Idaho or elsewhere.

4. To perform any and all services for any firm or individual and to exercise any and all power enumerated in the Idaho Business Corporation Act and any other powers which may be lawful and necessary or convenient to effect any or all purpose of the corporation, and engage in business in all field which are lawful under the laws of the State of Idaho or any state in which this corporation may subsequently qualify to do business.

#### ARTICLE IV

The capital stock of this corporation shall consist of 5,000 shares of stock of One Dollar (\$1.00) par value and such other preferred shares as shall be offered at the direction of the directors hereof.

The shares of stock of this corporation shall be represented by certificates signed by the president or vice-president and the secretary of the corporation and sealed with the seal of the corporation or a facsimile thereof.

Pre-emptive rights shall apply to authorized by un-issued shares.

#### ARTICLE V

This corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

#### ARTICLE VI

The principle office and place of business of the corporation shall be at 167 South 3rd East, Rexburg, Idaho and the initial registered office of the corporation and the initial registered agent shall be Leland Garner, 167 South 3rd East, Rexburg, Idaho.

#### ARTICLE VII

The initial board of directors shall consist of three (3) directors and are to serve as directors until the first annual meeting of the shareholders and until their successors have been elected and qualified.

Except as to the first board of directors, the directors shall be elected by a majority vote of stockholders at each annual meeting. At any such meeting the number of directors may be increased or decreased by a majority vote of the stockholders except that the number shall not be less than three (3).

The directors shall hold office until such time as they resign or are sooner removed, with or without cause, by a majority vote of stockholders entitled to vote on the election of directors.

#### ARTICLE VIII

The officers of the corporation shall be elected by the directors and shall be a president, vice-president, secretary and treasurer. The offices of secretary and treasurer may be held by one person. The term of office of these officers shall be as determined by the board of directors and they shall have such authority and perform such duties in the management of the corporation as may be determined by resolution of the board of directors.

The board of directors shall have the authority to fix the compensation of directors and officers of the corporation and to increase and or decrease such compensation from time to time as to them may appear proper. Such compensation or any charge thereto, must be promptly reported to the stockholders.

ARTICLE IX

The following named persons shall constitute the first board of directors until a successor is duly elected and qualifies:

J. Moroni Stoof	493 East Banard Street, Centerville, Utah 84014
Leland Garner	167 South 3rd East, Rexburg, Idaho 83440
Maxine Garner	167 South 3rd East, Rexburg, Idaho 83440

ARTICLE X

The names of the incorporators of the corporation and their respective addresses are:

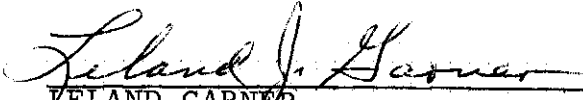
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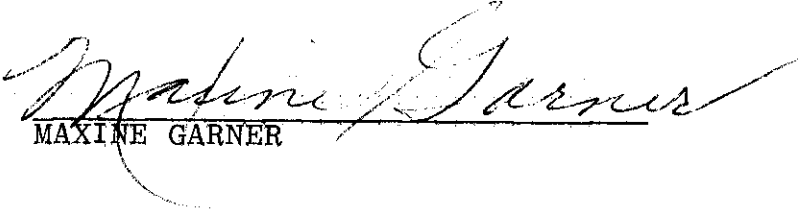
ARTICLE XI

The private property of the stockholders shall not be liable for the debts and obligations of the corporation and the stock of the corporation shall not be assessable.

IN WITNESS WHEREOF the incorporators have hereunto set their hands this 13<sup>th</sup> day of February, 1980.

  
J. MORONI STOOF

  
LELAND GARNER

  
MAXINE GARNER

STATE OF Idaho )  
COUNTY OF Madison ) ss.

SUBSCRIBED AND SWORN to before me this 13 day of  
February, 1980.

Rebecca M. Hill  
NOTARY PUBLIC  
Residing in Boise City, Idaho

My Commission Expires:  
9/1/82