

FILED EFFECTIVE

FILED AT THE REQUEST OF:

William D. Long
WinCo Foods, Inc.
P.O. Box 5756
Boise, Idaho 83705

SPACE FOR SECRETARY OF STATE'S USE

04 APR -2 AM 10:15

**SECRETARY OF STATE
STATE OF IDAHO**

AFTER FILING MAIL TO:

Larry Prince, Esq.
HOLLAND & HART LLP
Suite 1400, 101 S. Capitol Blvd.
Boise, Idaho 83702

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

WINCO FOODS, INC.

The undersigned, William D. Long, hereby certifies that he is the Chairman and Chief Executive Officer of WinCo Foods, Inc., an Idaho corporation (the "Corporation"), and further certifies that:

1. The Corporation filed Amended and Restated Articles of Incorporation on July 25, 1994 under the name Waremart, Inc. The Corporation filed Articles of Amendment changing the name of the Corporation to WinCo Foods, Inc. on July 28, 1999. The Corporation filed Articles of Amendment increasing the authorized capital stock of the Corporation on February 28, 2000.

2. By action taken by the board of directors at a special meeting duly held on March 12, 2004, the amendment and restatement set forth below to the Corporation's Articles of Incorporation, the board of directors of the Corporation duly adopted resolutions declaring such amendment and restatement to be advisable and called for the approval of the shareholders of the Corporation in accordance with Section 30-1-1003 of the Idaho Business Corporation Act (the "Act").

3. By action taken by the shareholders at a special meeting duly held on March 30, 2004, the holders of at least a majority of the shares of common stock adopted and approved the amendment and restatement set forth below in accordance with Section 30-1-1003 of the Act. The number of shares outstanding and entitled to vote was 31,867,106, all of one class. The number of shares that voted to approve the amendment and restatement was 30,693,411, which was a sufficient number of shares for approval, the number of shares that voted against the amendment was 407,951, the number of shares that abstained from voting was 71,917, and the number of shares that did not vote was 693,827.

4. The Corporation's Amended and Restated Articles of Incorporation are further amended and restated in their entirety in accordance with Section 30-1-1007 of the Act to read as follows:

SECRETARY OF STATE
04/02/2004 05:00
CK: 4175 CT: 2105 IN: 737069
1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 28.00 = 28.00 EXPEDITE C # 3

C40158

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINCO FOODS, INC.**

ARTICLE 1

NAME

The name of the corporation is WinCo Holdings, Inc.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business or businesses for which corporations may be incorporated pursuant to the Act.

ARTICLE 3

DURATION

The Corporation is to have perpetual existence.

ARTICLE 4

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
Gary R. Piva	650 North Armstrong Place Boise, Idaho 83704

ARTICLE 5

CAPITAL STOCK

5.1 Common Stock. The Corporation is authorized to issue only one class of shares of stock, which shall be designated "Common Stock"; and the total number of shares that the Corporation is authorized to issue is eighty million (80,000,000), none of which shall have a par value.

5.2 Permitted Shareholders. The Common Stock of the Corporation shall only be owned by the following permitted shareholders: the Corporation's employees; the trust established as the WinCo Employee Stock Ownership Trust, as amended from time to time, (the "Trust") which is part of the WinCo Employee Stock Ownership Plan as amended from time to time (the "Plan," and together with the Trust, the "ESOP"), and the trustee thereof (the "Permitted Shareholders"). Any attempt to transfer shares of Common Stock of the Corporation to other than a Permitted Shareholder will be invalid and of no effect and the Corporation shall have the right to repurchase such shares. The Corporation shall have the right to repurchase such shares at a price equal to the fair market value of such shares as determined in accordance with the Plan with payment of the purchase price to be made in accordance with the provisions of the Plan.

5.3 Stock Transfer Restricted. No shareholder shall (a) transfer all or part of such shareholder's stock in a manner which would result in an increase in the then current number of shareholders of the Corporation in excess of those allowed under Section 1361 of the Internal Revenue Code of 1986, as amended ("Code"); (b) transfer all or part of such shareholder's stock to a person or entity who is not eligible to hold stock in a subchapter S Corporation pursuant to Section 1361(b)(1) of the Code; and (c) voluntarily transfer such shareholder's stock in any manner which would result in the

termination of the subchapter S Corporation status for the purposes of federal corporate income taxation pursuant to the provisions of the Code. Any purported transfer in violation of these provisions shall be void, and the Corporation shall not be required to accept or recognize any such purported transfer except as herein provided.

5.4 Preemptive Rights. Except as otherwise provided in these Articles of Incorporation of the Corporation, each share of Common Stock of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of stock which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares of stock, rights, options, bonds, securities, or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors of this Corporation in its discretion may determine.

ARTICLE 6

DIRECTORS

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as

may be prescribed in the bylaws, provided that the number of directors of the Corporation shall not be less than three (3). In case of any increased in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. Cumulative voting of shares in the election of directors shall not be allowed.

ARTICLE 7

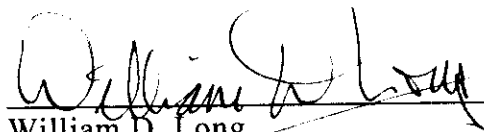
INDEMNIFICATION AND LIMITATION ON LIABILITY

7.1 Personal Liability. 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 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.

7.2 Indemnification. 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 attorneys' fees 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, the undersigned has subscribed these Articles of
Incorporation effective as of the 2nd day of April 2004.



William D. Long
Chairman and Chief Executive Officer

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