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SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BROULIM'S SUPER MARKET, INC.

Pursuant to the provisions of the Idaho Business Corporation Act (the "Act"), including Sections 30-29-1003, 30-29-1006 and 30-29-1007 thereof, BROULIM'S SUPER MARKET, INC., (the "Corporation"), for the purpose of enlarging the number of authorized shares and to amend and restate generally the Corporation's Articles of Incorporation as previously amended, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation shall be: BROULIM'S SUPER MARKET, INC.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – CORPORATE PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business or activity for which corporations may be organized under the Act.

ARTICLE IV – SHARES

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this Corporation shall have authority to issue is Three Million (3,000,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. Said shares shall be non-assessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The Corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

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ARTICLE V – SHAREHOLDER RIGHTS

Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the *Corporation* available for distribution to shareholders upon liquidation, dissolution or winding up of the *Corporation*'s affairs. At each election of directors of the *Corporation*, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders shall have cumulative voting rights with respect to elections of directors of the *Corporation*.

ARTICLE VI – REGISTERED AGENT AND OFFICE

The name of the current registered agent and the location of the initial registered office of the *Corporation* are: C. Richard Broulim, 182 North State, Rigby, Idaho 83442

ARTICLE VII – DIRECTORS

The number of directors constituting the current board of directors of the *Corporation* is three (3); provided that in no event shall this provision be deemed to limit or otherwise set the number of directors to be provided for in the By-Laws. The names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders and until their successors are elected and qualify are:

C. Richard Broulim
182 N. State
Rigby, ID 83442

Robert W. Broulim
182 N. State
Rigby, ID 83442

Mark Oswald
182 N. State
Rigby, ID 83442

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE IX – BYLAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the Corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

DATED this 15 day of September, 2015.

C. Richard Broulim
C. Richard Broulim, Director

Robert W. Broulim
Robert W. Broulim, Director

Mark Oswald
Mark Oswald, Director

CERTIFICATE

Pursuant to Section 30-29-1007 of the *Act*, the undersigned, on behalf of the *Corporation*, certifies the following:

FIRST: The foregoing restatement of the *Corporation's* Articles of Incorporation consolidates all amendments into a single document and also contains new amendments requiring shareholder approval.

SECOND: The name of the *Corporation* is BROULIM'S SUPER MARKET, INC.

THIRD: The text of the restated Articles is set forth above this Certificate and includes any amendments. The primary substantive amendments involve revision to provisions related to the number of authorized shares.

FOURTH: The Amended and Restated Articles of Incorporation were adopted by the shareholders of the *Corporation* on the 15 day of September, 2015 and were so adopted in a manner required by the *Act* and by the prior Articles of Incorporation.

FIFTH: The number of common shares of the *Corporation* outstanding at the time of such adoption was 27,421. The number of common shares voted in favor of such restatement and amendment was 27,421. The number of common shares voted against such amendment was zero. The *Corporation* has no preferred shares.

IN WITNESS WHEREOF, the undersigned officers of the *Corporation* declare under penalty of perjury under the laws of the state of Idaho that the matters set forth above are true and correct of their own knowledge.

DATED this 15 day of September, 2015

C. Richard Broulim

C. Richard Broulim, Director

Robert W. Oswald

Robert W. Broulim, Director

Mark Oswald

Mark Oswald, Director

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