

# State of Idaho

## Department of State.

### CERTIFICATE OF MERGER OR CONSOLIDATION

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

MEMORIAL DRIVE BUILDING COMPANY, an Idaho corporation

into SAVING CENTER INCORPORATED, an Idaho corporation,

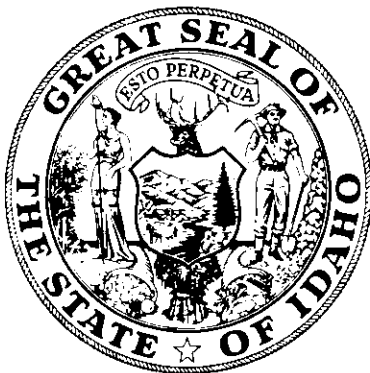
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger

Merger

Dated July 15, 19 83.



*Pete T. Cenarrusa*

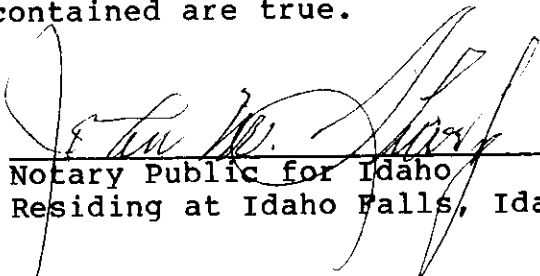
SECRETARY OF STATE

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

STATE OF IDAHO                    )  
                                      :SS.  
County of Bonneville            )

I, John M. Sharp, a notary public, do hereby certify that on the 1st day of July, 1983, personally appeared before me Vern E. Kelsch, who, being by me first duly sworn, declared that he is the president of Saving Center, Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

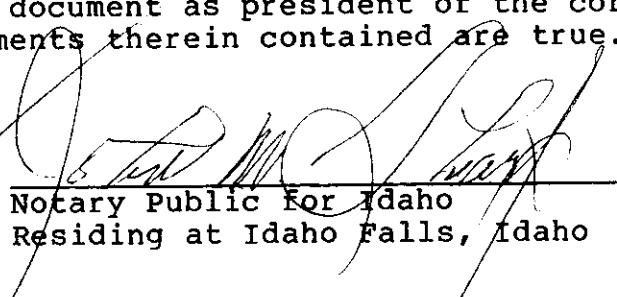
(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho

STATE OF IDAHO                    )  
                                      :SS.  
County of Bonneville            )

I, John M. Sharp, a notary public, do hereby certify that on the 1st day of July, 1983, personally appeared before me Vern E. Kelsch, who, being by me first duly sworn, declared that he is the president of Memorial Drive Building Company, that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho

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SECRETARY OF STATE

ARTICLES OF MERGER  
OF DOMESTIC CORPORATION  
INTO  
SAVING CENTER, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The Plan of Merger attached hereto and made part hereof by reference was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act.

SECOND: In each of the undersigned corporations the shares are all of one class, and each share is entitled to one vote as a class on such Plan. In the Saving Center, Inc, there are 2,450 shares outstanding. In Memorial Drive Building Company there are 1,510 shares outstanding.

THIRD: As to each of the undersigned corporations the vote was unanimously in favor of the Plan, and there were no votes cast against the Plan.

DATED this 1st day of July, 1983.

SAVING CENTER, INC.

By: [Signature]  
President

ATTEST:

Mildred H. Kulech  
Secretary

MEMORIAL DRIVE BUILDING COMPANY

By: [Signature]  
President

## AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated this 1st day of July, 1983, by and between Saving Center, Inc., an Idaho corporation, hereinafter sometimes referred to as Saving Center, with its principal office at 344 Memorial Drive, Idaho Falls, Idaho, 83402, and Memorial Drive Building Company, an Idaho corporation, hereinafter sometimes referred to as Memorial Drive, with its principal place of business at 344 Memorial Drive, Idaho Falls, Idaho, 83402, as party of the second part,

### WITNESSETH:

WHEREAS, Saving Center, Inc. was incorporated under the laws of the State of Idaho on the 5th day of July, 1960, and after amendment of the Articles of Incorporation, now has an authorized capital stock consisting of 15,000 shares, all of which are of one class with a par value of Ten (\$10.00) Dollars per share, and of which there are presently issued and outstanding 2,450 shares; and,

WHEREAS, Memorial Drive Building Company is a corporation duly incorporated under the laws of the State of Idaho on the 5th day of July, 1961, having an authorized capital stock consisting of 5,000 shares, all of which are of one class with a par value of Ten (\$10.00) Dollars per share, and of which there are presently issued and outstanding 1,510 shares; and,

WHEREAS, the Boards of Directors of the two corporations, Saving Center, Inc. and Memorial Drive Company deem it advisable that these corporations merge, and they have duly approved and authorized the form of this Agreement of Merger; and,

WHEREAS, the laws of the State of Idaho permit such a merger, and the corporations desire to merge under and pursuant to provisions of the laws of the State of Idaho;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that Saving Center, Inc. and Memorial Drive Building Company shall be, and they hereby are, merged into Saving Center, Inc., which shall be the surviving corporation. The terms and conditions of such merger and the

I. NAME OF SURVIVING CORPORATION

The name of the corporation, which is sometimes herein-after referred to as the "Surviving Corporation", shall from and after the effective date of the merger be Saving Center, Inc.

II. OFFICE OF THE SURVIVING CORPORATION

The principal office of the surviving corporation shall be located at 344 Memorial Drive, Idaho Falls, Idaho, 83402.

III. MANAGING AGENT OF SURVIVING CORPORATION

The managing agent of the surviving corporation in Idaho shall be Vern E. Kelsch, whose address is Route 3 Box 290, Idaho Falls, Bonneville County, Idaho 83401.

IV. THE PURPOSES OF THE SURVIVING CORPORATION

The purposes for which said corporation are formed are as follows:

- (a) To merchandise, sell, offer for sale, and distribute at wholesale and retail, food and foodstuffs of all kinds and description, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.
- (b) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

V. CAPITALIZATION

The surviving corporation shall be capitalized at a total of \$150,000.00, to consist of 15,000 shares of common capital stock at a par value of \$10.00 per share. All such shares are of one and the same class, and each shall have full voting powers and equal rights of participation in dividends and assets of the surviving corporation, and shall be non-assignable.

VI. BY-LAWS

The by-laws of Saving Center, Inc., as they shall exist upon the effective date of this merger, shall be and remain and continue to be the By-Laws of the surviving corporation until they shall be altered, amended or repealed as therein provided.

VII. DIRECTORS AND OFFICERS

The persons who are directors of Saving Center, Inc. on the effective date of this merger, shall be and remain directors of the surviving corporation, and are as follows:

Vern E. Kelsch

Mildred H. Kelsch

Such directors shall hold office until the next annual meeting of the stockholders of the surviving corporation after the effective date of this merger, and the election of the Board of Directors thereat, or until their respective successors are elected or appointed and qualified.

All persons who are officers of the surviving corporation on the effective date of this merger shall be and remain and continue to be officers of the surviving corporation, subject to the provisions of the by-laws of said surviving corporation. The officers of the surviving corporation who will serve as hereinafter set forth are as follows:

Vern E. Kelsch, President

Mildred H. Kelsch, Secretary

Such officers shall serve in the capacity indicated until the first regular meeting of the Board of Directors following the next annual meeting of stockholders, or until their successors shall have been elected or appointed and qualified.

VIII. EFFECTIVE DATE OF MERGER

This Agreement of Merger and the merger herein provided shall become effective as of the 1st day of July, 1983, and the separate existence of Memorial Drive Building Company, except so far as it may be continued by statute, shall cease as soon as this Agreement of Merger shall have been adopted in accordance with the laws of the State of Idaho and filed with the office of the Secretary of State of Idaho, and the certificate of merger duly issued.

IX. VOTE OF SHARES

There are 2,450 outstanding shares of stock in Saving Center, Inc., and the vote of the shareholders favoring the merger was unanimous. No shares were voted in opposition to the merger.

Memorial Drive Building Company has 1,510 shares issued and outstanding, and the numbers of shares voting in favor

X. CONVERSION OF SHARES

The capital stock of Memorial Drive Building Company shall be completely cancelled, and that of Saving Center, Inc. shall be increased by the merger. The holder of each share of stock in Memorial Drive Building Company shall be entitled to receive .5321 shares of stock in Saving Center, Inc. Shares of stock shall be issued to the nearest number, and no fractional shares shall be issued, nor shall compensation be paid for the fraction of shares.

XI. EFFECTIVE MERGER

Upon this merger becoming effective:

- (a) The surviving corporation, Saving Center, Inc., shall possess all of the rights, privileges, powers and franchises, and be subject to all of the restrictions, obligations and duties of the merged corporations, except as otherwise herein provided, and except as provided by law.
- (b) The surviving corporation, Saving Center, Inc., shall be vested with all property, both real, personal and mixed, and all debts due to the merged corporations on whatever account, as well as all other things due to or belonging to said merged corporations.
- (c) All property, rights, privileges, powers and franchises of the merged corporation shall be thereafter as effectually the property of the surviving corporation, Saving Center, Inc., as they were of the merged corporations, but all rights of creditors and all liens upon any property of any of the merged corporation shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the merged corporation shall thenceforth attach to, and are hereby assumed by the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

XII. DELIVERY OF DOCUMENTS

Upon the effective date of the merger, and at such times

further action as the surviving corporation may deem necessary and desirable to more fully vest in and conform to the surviving corporation all title to and possession of all of the property, rights, privileges, powers and franchises hereinabove referred to.

IN WITNESS WHEREOF, each and both of said corporation have caused this Agreement of Merger to be signed and their corporate name affixed, with their corporate seals affixed, and attested by their secretaries, respectively, pursuant to resolutions duly adopted by the boards of directors of each of said corporations.

SAVING CENTER, INC.

By: [Signature]  
President

ATTEST:

[Signature]  
Secretary

MEMORIAL DRIVE BUILDING COMPANY

By: [Signature]  
President

ATTEST:

[Signature]  
Secretary

STATE OF IDAHO                    )  
                                      : ss.  
County of Bonneville            )

On this 1st day of July, 1983, before me, the undersigned, a Notary Public for Idaho, personally appeared Vern E. Kelsch known to me to be the president of Saving Center, Inc. and also the president of Memorial Drive Building Company, the corporations that each executed the foregoing instrument, and acknowledged to me that he executed said instrument for and in behalf of each and both of said corporations.

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