

ARTICLES OF INCORPORATION
OF
O.K. GROCERY OUTLET, INC.

FILED

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STATE OF IDAHO

ARTICLE I

Name. The name of the corporation is O.K. Grocery Outlet, Inc.

ARTICLE II

Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 1,000,000, all of which shall be common voting stock.

ARTICLE III

Registered Office and Agent. The registered office of the corporation is 2412 Highway 95, Parma, Idaho 83660 and its registered agent at that address shall be Orr A. Kellogg.

ARTICLE IV

Voting Entitlement of Shares.

(a) Except as provided in subsections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(c) Subsection (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price upon surrender of the shares.

IDAHO SECRETARY OF STATE

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ARTICLE V

Corporate Purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE VI

Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the name and address of each person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Orr A. Kellogg	2142 Highway 95 Parma, Idaho 83660
Ola B. Kellogg	2142 Highway 95 Parma, Idaho 83660

ARTICLES VII

Terms of Classes or Series of Shares Determined by Board. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this Article, the corporation shall deliver to the Secretary of State for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

ARTICLE VIII

Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE IX

Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

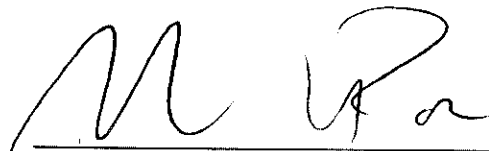
ARTICLE X

Limitation of Liability. No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE XI

Incorporator. The name of the incorporator is Mike Roe and the incorporator's address is 219 South Main, Payette, Idaho 83661.

In witness whereof, I have subscribed these Articles of Incorporation this 19 day of July, 1999.



Mike Roe, Incorporator