

## ARTICLES OF CONSOLIDATION

TO: HON. A. LUDLOW KRAMER, Secretary of State of the State of Washington:

The undersigned corporations, pursuant to RCW 23A.20.040 hereby execute in triplicate the following Articles of Consolidation.

1. The Plan of Consolidation is as follows:

### ARTICLE I

#### PARTIES

1.1 Corporations to be consolidated. The parties hereto intend that the following named corporations shall be consolidated under the terms and conditions of this plan of consolidation:

(See Schedule A attached hereto and incorporated herein by this reference.)

1.2 New corporation. The name of the new corporation shall be BONANZA STORES, INC., which shall be a Washington corporation.

### ARTICLE II

#### TERMS AND CONDITIONS OF THE PROPOSED CONSOLIDATION

2.1 Effective date. This consolidation shall be effective as of, and the new corporation shall commence doing business as of, December 1, 1970.

2.2 Action by directors and stockholders. Each of the parties hereto agrees that this plan of consolidation shall be submitted to the shareholders of the respective corporations for their approval promptly upon execution of this agreement in order that this consolidation may become effective on the date specified herein.

2.3 Separate existence to cease. The separate existence of all of the corporate parties hereto shall cease at the end of November 30, 1970, and shall be immediately succeeded by the new corporation.

2.4 New corporate powers. The new corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the Washington Business Corporation Act (RCWA Title 23A.20)

2.5 Successor to rights of consolidated corporations. The new corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each of the consolidating corporations, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action and all and every interest of or belonging to or due to each of the corporations so consolidated, shall be taken and deemed to be transferred to and vested in the new corporation without further act or deed, and the title to any real estate or any interest therein vested in any of such corporations shall not revert or be in any way impaired by reason of this proposed consolidation upon completion thereof.

2.6 Responsible for liabilities. The new corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the corporations so consolidated; any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such consolidation had not taken place, or such new corporation may be substituted in its place. Neither the rights of creditors, nor any liens upon the property of any such corporation shall be impaired by such consolidation.

2.7 Basis for conversion. Attached hereto and marked Schedule B and incorporated herein by this reference is the schedule for conversion of shares of each party to this agreement into the shares of the new corporation.

### ARTICLE III

#### ARTICLES OF CONSOLIDATION

The following will be the Articles of Consolidation for the new corporation:

3.1 The name of the new corporation shall be BONANZA STORES, INC.

3.2 Perpetual Existence. The duration of the new corporation shall be perpetual.

3.3 Purposes. The purposes and objects of the new corporation will be as follows:

(a) To engage in the sale at retail and wholesale of general merchandise, and to operate retail variety stores and a wholesale variety business.

(b) To establish, maintain, conduct and carry on a general merchandising business.

(c) To manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of, and generally deal in and with, at wholesale, or retail, as principal or agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

(d) To engage in generally and carry on any lawful business or trade which may, in the judgment of the board of directors, be necessary, useful or advantageous to the new corporation.

(e) To have all of the powers conferred on a business corporation by the laws of the State of Washington as those laws may presently exist or hereinafter be amended to include.

(f) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington on a corporation, it shall be expressly provided that the new corporation shall also have the following powers:

(i) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the

corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(ii) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(iii) To borrow money and give security therefor.

(iv) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental municipal, or public authority, domestic or foreign.

(v) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare of interests of the corporation or enhance the value or render profitable any of its property or rights.

(vi) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the new corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

3.4 Capital Stock. The aggregate number of shares that the new corporation shall have authority to issue shall be two million (2,000,000) shares of common stock having \$1.00 par value, divided into two classes as set forth below.

(a) Class A voting. The new corporation shall have authority to issue as part of said two million shares, one

million two hundred thousand (1,200,000) shares of Class A voting common stock. Each share of such Class A stock shall be entitled to one vote. Fractional shares shall not be entitled to vote.

(b) Class B non-voting. As part of said two million shares, the new corporation shall have authority to issue eight hundred thousand (800,000) shares of Class B non-voting common stock.

(c) Limitation on Class A stock with reference to right of Class B stock. The rights, privileges and benefits pertaining to each share of Class B stock shall be the same as each share of Class A stock, except that the Class B shares shall not be entitled to vote. However, unless the consent and approval shall have been obtained by vote (as provided by law) or in writing from the owners of two-thirds of said Class B non-voting stock, the corporation shall not do any of the following until and unless the Class B stock shall be redeemed, purchased or converted to Class A:

(i) Authorize or issue any stock or class of stock having priority or preference over, or ranking on a parity with the Class B stock as to dividends or assets; or

(ii) Amend any provisions contained in the articles of consolidation so as to affect adversely any of the rights with respect to the Class B stock; or

(iii) Merge or consolidate with or into any other corporation or corporations or sell or transfer all or substantially all of its assets as entity; or

(iv) Issue or sell any shares of either Class A or Class B stock, or any securities convertible into shares of said classes of stock other than the original issues.

(d) Conversion of Class B stock to Class A in the event of public offering. In the event of a public offering of the stock of the new corporation on either an intra- or

inter-state basis by either the new corporation or any of its stockholders, the Class B stock shall as of the commencement of such offering be converted to and become Class A stock as above described, and the Class A share certificates shall be substituted for Class B share certificates at the request of the holders thereof.

3.5 Commencement of Business. The new corporation will not commence business until consideration of the value of at least \$500 has been received for the issuance of its shares.

3.6 Preemptive Rights. Unless otherwise determined by the board of directors, no holder of stock of the new corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the articles of consolidation, or by any amendment thereof, or out of shares of stock that the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall any such stockholder be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the board of directors, shall any holder of any shares of the stock of the new corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for such shares of stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant, or warrants or other instrument or instruments that shall confer upon the holder or holders of such

obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

3.7 Registered office and registered agent. The registered agent of and the registered office of the new corporation shall be Dudley Panchot of Wolfstone, Panchot & Bloch, 1117 Norton Building, Seattle, Washington 98104.

3.8 Initial board of directors. The number of directors shall be not less than three nor more than eleven, and the initial board of directors of the new corporation who shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified, shall be:

Kurt Ries	220 South Brandon Street Seattle, Washington 98100
Otto Ries	220 South Brandon Street Seattle, Washington 98100
Leon L. Wolfstone	1117 Norton Building Seattle, Washington 98104
Dudley Panchot	1117 Norton Building Seattle, Washington 98104

IN WITNESS WHEREOF the parties hereto have executed this agreement on the date set opposite their signatures below.

Date:

BONANZA STORE OF AUBURN, INC.

November 23, 1970

Carl L. ...

President

Attest:

Dudley Ruchelst  
Secretary

Date:

BONANZA STORE OF BELLINGHAM, INC.

November 23, 1970

Kurt R. ...

President

Attest:

Dudley Ruchelst  
Secretary

Date:

BONANZA STORE OF BILLINGS, INC.

November 23, 1970

Kurt R. ...

President

Attest:

Dudley Ruchelst  
Secretary

Date:

BONANZA STORE OF BOISE, INC.

November 23, 1970

Carl L. ...

President

Attest:

Dudley Ruchelst  
Secretary

Date:

BONANZA STORE OF BOZEMAN, INC.

November 23, 1970

Carl L. ...

President

Attest:

Dudley Ruchelst  
Secretary



Date:

BONANZA STORE OF BREMERTON, INC.

November 23, 1970

Kurt R.

President

Attest:

Dudley Ruchat  
Secretary

Date:

BONANZA STORE OF CALDWELL, INC.

November 23, 1970

Kurt R.

President

Attest:

Dudley Ruchat  
Secretary

Date:

BONANZA STORE OF CENTRALIA, INC.

November 23, 1970

Kurt R.

President

Attest:

Dudley Ruchat  
Secretary

Date:

PEERLESS STORE OF CHICO, INC.

November 23, 1970

Kurt R.

President

Attest:

Dudley Ruchat  
Secretary

Date:

BONANZA STORE OF EVERETT, INC.

November 23, 1970

Kurt R.

President

Attest:

Dudley Ruchat  
Secretary

Date:

BONANZA STORE OF GREAT FALLS, INC.

November 23, 1970

Ken R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF HELENA, INC.

November 23, 1970

Ken R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF IDAHO FALLS, INC.

November 23, 1970

Ken R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF KALISPELL, INC.

November 23, 1970

Ken R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF LEWISTON, INC.

November 23, 1970

Ken R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF LIBBY, INC.

November 23, 1970

Kurt R. R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF LONGVIEW, INC.

November 23, 1970

Kurt R. R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF MOUNT VERNON, INC.

November 23, 1970

Kurt R. R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF MISSOULA, INC.

November 23, 1970

Kurt R. R.

President

Attest:

Dudley Reed  
Secretary

Date:

PEERLESS STORE OF MODESTO, INC.

November 23, 1970

K. R. R.

President

Attest:

Dudley Reed  
Secretary

Date:

BONANZA STORE OF NAMPA, INC.

November 23, 1970

Frank R. ...

President

Attest:

D. C. ...  
Secretary

Date:

BONANZA STORE OF OLYMPIA, INC.

November 23, 1970

Frank R. ...

President

Attest:

D. C. ...  
Secretary

Date:

BONANZA STORE OF PASCO, INC.

November 23, 1970

Frank R. ...

President

Attest:

D. C. ...  
Secretary

Date:

BONANZA STORE OF POCA TELLO, INC.

November 23, 1970

Frank R. ...

President

Attest:

D. C. ...  
Secretary

Date:

BONANZA STORE OF RENTON, INC.

November 23, 1970

Frank R. ...

President

Attest:

D. C. ...  
Secretary

Date:

PEERLESS STORE OF SALINAS, INC.

November 23, 1970

Ken Rios

President

Attest:

Wally Reed  
Secretary

Date:

PEERLESS STORE OF SAN JOSE, INC.

November 23, 1970

Ken Rios

President

Attest:

Wally Reed  
Secretary

Date:

PEERLESS STORE OF SANTA ROSA, INC.

November 23, 1970

Ken Rios

President

Attest:

Wally Reed  
Secretary

Date:

BONANZA STORE OF SEATTLE, INC.

November 23, 1970

Ken Rios

President

Attest:

Wally Reed  
Secretary

Date:

BONANZA STORE OF TWIN FALLS, INC.

November 23, 1970

Ken Rios

President

Attest:

Wally Reed  
Secretary

Date:

BONANZA STORE OF WALLA WALLA, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Date:

PEERLESS STORE OF WATSONVILLE, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Date:

BONANZA STORE OF WENATCHEE, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Date:

BONANZA STORE OF WHITE CENTER, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Date:

BONANZA STORE OF YAKIMA, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Date:

WASHINGTON WHOLESALEERS, INC.

November 23, 1970

Tim Rios

President

Attest:

Dred Rios  
Secretary

Corporate Name and Registered Office	State of Incorporation	Authorized Capital	Stock Outstanding
Bonanza Store of Auburn, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Bonanza Store of Bellingham, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Billings, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting
Bonanza Store of Boise, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting*
Bonanza Store of Bozeman, Inc. 1117 Norton Building Seattle, Washington 98104	Montana	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Bremerton, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	350.000 common, Class A, voting 125.000 common, Class B, non-voting*
Bonanza Store of Caldwell, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Centralia, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Peerless Store of Chico, Inc. 1117 Norton Building Seattle, Washington 98104	California	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting*
Bonanza Store of Everett, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Bonanza Store of Great Falls, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.000 common, Class A, voting
Bonanza Store of Helena, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting

\* Class B stock has voting rights on any plan of consolidation.

SCHEDULE A - p. 1

SCHEDULE A

Corporate Name and Registered Office	State of Incorporation	Authorized Capital	Stock Outstanding
Bonanza Store of Idaho Falls, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250,000 common, Class A, voting 200,000 common, Class B, non-voting*
Bonanza Store of Kalispell, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	3,000 common, Class A, voting
Bonanza Store of Lewiston, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	300.00 common, Class A, voting
Bonanza Store of Libby, Inc. 1117 Norton Building Seattle, Washington 98104	Montana	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	350,000 common, Class A, voting 125,000 common, Class B, non-voting*
Bonanza Store of Longview, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250,000 common, Class A, voting 200,000 common, Class B, non-voting*
Bonanza Store of Mt. Vernon, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	500,000 common, Class A, voting
Bonanza Store of Missoula, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4,000 common, Class A, voting
Peerless Store of Modesto, Inc. 1117 Norton Building Seattle, Washington 98104	California	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325,000 common, Class A, voting 125,000 common, Class B, non-voting*
Bonanza Store of Nampa, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250,000 common, Class A, voting 200,000 common, Class B, non-voting*
Bonanza Store of Olympia, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4,500 common, Class A, voting
Bonanza Store of Pasco, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4,500 common, Class A, voting
Bonanza Store of Pocatello, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250,000 common, Class A, voting 200,000 common, Class B, non-voting*

\*Class B stock has voting rights on any plan of consolidation



Corporate Name and Registered Office	State of Incorporati
Bonanza Store of Renton, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Peerless Store of Salinas, Inc. 1117 Norton Building Seattle, Washington 98104	California
Peerless Store of San Jose, Inc. 1117 Norton Building Seattle, Washington 98104	California
Peerless Store of Santa Rosa, Inc. 1117 Norton Building Seattle, Washington 98104	California
Bonanza Store of Seattle, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Bonanza Store of Twin Falls, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho
Bonanza Store of Walla Walla, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Peerless Store of Watsonville, Inc. 1117 Norton Building Seattle, Washington 98104	California
Bonanza Store of Wenatchee, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Bonanza Store of White Center, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Bonanza Store of Yakima, Inc. 1117 Norton Building Seattle, Washington 98104	Washington
Washington Wholesalers, Inc. 1117 Norton Building Seattle, Washington 98104	Washington

\* Class B stock has voting rights on any plan of consolidat

SCHEDULE A - p. 3

# Authorized Capital

## Stock Outstanding

\$50,000 \$100 par 500 shares	90.000 common, Class A, voting
\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	350.000 common, Class A, voting 125.00 common, Class B, non-voting *
\$25,000 \$10.00 par 2500 shares 1500 Class A, voting 1000 Class B, non-voting	40.000 common, Class A, voting 15.000 common, Class B, non-voting *
\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	350.000 common, Class A, voting 125.000 common, Class B, non-voting *
\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	500.000 common, Class A, voting 250.000 common, Class B, non-voting *
\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting *
\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	350.000 common, Class A, voting 125.000 common, Class B, non-voting *
\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting *
\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	300.000 common, Class A, voting
\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	350.000 common, Class A, voting 125.000 common, Class B, non-voting *
\$50,000 \$100 par 500 shares	50.000 common, Class A, voting

SCHEDULE A

WASHINGTON WHOLESALEERS, INC.  
Bonanza and Peerless Store Corporations - Allocation of Shares in Consolidation  
December 1, 1970

CORPORATION NAME	Book Value 12/31/69	1969 Profit B/4 Federal Income Tax	2 1/4 (3 x 4)	% of New Stock Allocated	Shares of New Stock Allocated	Shares of Old Stock Surrendered		
						Class A	Class B	Total
Bonanza Store of Renton, Inc.	148,609	17,344	217,935	3.738	18,690	90	--	90
Bonanza Store of Centralia, Inc.	88,550	13,160	141,190	2.421	12,105	4.5	--	4.5
Bonanza Store of Olympia, Inc.	122,083	12,492	172,051	2.951	14,755	4.5	--	4.5
Bonanza Store of Bremerton, Inc.	18,129	10,170	58,809	1.009	5,045	350	125	475
Bonanza Store of White Center, Inc.	133,178	18,728	208,090	3.569	17,845	4.5	--	4.5
Bonanza Store of Auburn, Inc.	135,572	19,144	212,148	3.638	18,190	4.5	--	4.5
Bonanza Store of Mt. Vernon, Inc.	138,036	19,524	216,132	3.707	18,535	500	--	500
Bonanza Store of Seattle, Inc.	157,102	26,673	263,794	4.524	22,620	500	250	750
Bonanza Store of Everett, Inc.	179,264	26,347	284,652	4.882	24,410	4.5	--	4.5
Bonanza Store of Wenatchee, Inc.	68,472	2,712	79,320	1.360	6,800	300	--	300
Bonanza Store of Missoula, Inc.	173,469	30,951	297,273	5.098	25,490	4	--	4
Bonanza Store of Great Falls, Inc.	72,072	4,115	88,532	1.518	7,590	4	--	4
Bonanza Store of Helena, Inc.	49,877	1,951	57,681	.989	4,945	250	--	250
Bonanza Store of Lewiston, Inc.	124,289	9,040	160,449	2.752	13,760	300	--	300
Bonanza Store of Kalispell, Inc.	154,519	29,239	271,475	4.656	23,280	3	--	3
Bonanza Store of Billings, Inc.	88,269	21,462	174,117	2.936	14,930	250	--	250
Bonanza Store of Bozeman, Inc.	59,705	894	63,281	1.085	5,425	250	200	450
Bonanza Store of Bellingham, Inc.	138,570	25,370	240,050	4.117	20,585	250	200	450
Bonanza Store of Pocatello, Inc.	71,627	13,093	123,999	2.127	10,635	250	200	450
Bonanza Store of Twin Falls, Inc.	110,546	32,438	240,298	4.121	20,605	250	200	450
Bonanza Store of Caldwell, Inc.	64,984	15,827	128,292	2.200	11,000	250	200	450
Bonanza Store of Pasco, Inc.	46,810	11,586	93,154	1.597	7,985	4.5	--	4.5
Bonanza Store of Longview, Inc.	86,745	27,852	198,153	3.398	16,990	250	200	450
Bonanza Store of Idaho Falls, Inc.	105,039	30,846	228,423	3.917	19,585	250	200	450
Bonanza Store of Nampa, Inc.	55,180	16,664	121,836	2.089	10,445	250	200	450
Peerless Store of San Jose, Inc.	23,463	9,594	61,839	1.061	5,305	40	15	55
Peerless Store of Ukiah, Inc.	12,713	1,664	19,447	.334	1,670	325	125	450
Peerless Store of Chico, Inc.	71,123	19,299	148,926	2.574	12,770	325	125	450
Peerless Store of Modesto, Inc.	66,339	26,580	172,659	2.961	14,805	325	125	450
Peerless Store of Watsonville, Inc.	75,484	29,302	192,692	3.305	16,525	325	125	450
Peerless Store of Santa Rosa, Inc.	27,935	20,502	109,943	1.885	9,425	350	125	475
Bonanza Store of Yakima, Inc.	29,293	12,825	80,593	1.362	6,910	350	125	475
Bonanza Store of Walla Walla, Inc.	8,593	7,500	35,593	.662	3,310	350	125	475
Bonanza Store of Libby, Inc.	10,592	12,905	62,212	1.067	5,335	350	125	475
Peerless Store of Salinas, Inc.	10,470	12,000	58,470	1.003	5,015	350	125	475
Washington Wholesalers, Inc.	200,405	39,142	356,973	6.122	30,610	50	--	50

**Note 1:** Based upon the above allocation schedule, stock classified as Class A voting shares of the new corporation shall be issued in exchange for Class A shares of the old corporation and stock classified as Class B non-voting shares of the new corporation shall be issued in exchange for Class B shares of the old corporations.

**Note 2:** Out of the shares of the new corporation to be issued in exchange for the shares of any particular old corporation, the same number of shares of the new corporation shall be issued for each share of the old Class A shares as for each share of the old Class B shares.

2. The number of shares outstanding and the classes thereof are specified on Schedule B of the Plan of Consolidation and set forth above specifically enumerated in the three columns under the heading of "Shares of Old Stock Surrendered". Each share of the Class A stock in each corporation is entitled to one vote. The Plan must be approved by at least two-thirds of the Class B stock of each corporation having Class B stock outstanding.

3. All of the shares outstanding of both the Class A and Class B stock voted unanimously in favor of the Plan of Consolidation.

DATED this 23rd day of November, 1970.

Date: BONANZA STORE OF AUBURN, INC.

November 23, 1970

Kurt Rie President

Attest:

Darryl Kuehnt  
Secretary

Date:

BONANZA STORE OF BELLINGHAM, INC.

November 23, 1970

Kurt Rie President

Attest:

Darryl Kuehnt  
Secretary

Date:

BONANZA STORE OF BILLINGS, INC.

November 23, 1970

Kurt Rie President

Attest:

Darryl Kuehnt  
Secretary

Date:

BONANZA STORE OF BOISE, INC.

November 23, 1970

Kurt Rie President

Attest:

Darryl Kuehnt  
Secretary

Date:

BONANZA STORE OF BOZEMAN, INC.

November 23, 1970

Kurt Rie President

Attest:

Darryl Kuehnt  
Secretary

Date:

BONANZA STORE OF BREMERTON, INC.

November 23, 1970

Kurth's

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF CALDWELL, INC.

November 23, 1970

Kurth's

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF CENTRALIA, INC.

November 23, 1970

Kurth's

President

Attest:

Dudley Pauchot  
Secretary

Date:

PEERLESS STORE OF CHICO, INC.

November 23, 1970

Kurth's

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF EVERETT, INC.

November 23, 1970

Kurth's

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF GREAT FALLS, INC.

November 23, 1970

Kurt Rie  
President

Attest:

Deed Riechot  
Secretary

Date:

BONANZA STORE OF HELENA, INC.

November 23, 1970

Kurt Rie  
President

Attest:

Deed Riechot  
Secretary

Date:

BONANZA STORE OF IDAHO FALLS, INC.

November 23, 1970

Kurt Rie  
President

Attest:

Deed Riechot  
Secretary

Date:

BONANZA STORE OF KALISPELL, INC.

November 23, 1970

Kurt Rie  
President

Attest:

Deed Riechot  
Secretary

Date:

BONANZA STORE OF LEWISTON, INC.

November 23, 1970

Kurt Rie  
President

Attest:

Deed Riechot  
Secretary

Date:

BONANZA STORE OF LIBBY, INC.

November 23, 1970

Kurtis

President

Attest:

Redy Rauchot  
Secretary

Date:

BONANZA STORE OF LONGVIEW, INC.

November 23, 1970

Kurtis

President

Attest:

Redy Rauchot  
Secretary

Date:

BONANZA STORE OF MOUNT VERNON, INC.

November 23, 1970

Kurtis

President

Attest:

Redy Rauchot  
Secretary

Date:

BONANZA STORE OF MISSOULA, INC.

November 23, 1970

Kurtis

President

Attest:

Redy Rauchot  
Secretary

Date:

PEERLESS STORE OF MODESTO, INC.

November 23, 1970

Kurtis

President

Attest:

Redy Rauchot  
Secretary

Date:

BONANZA STORE OF NAMPA, INC.

November 23, 1970

Kurt Kies

President

Attest:

Dudley Panchot  
Secretary

Date:

BONANZA STORE OF OLYMPIA, INC.

November 23, 1970

Kurt Kies

President

Attest:

Dudley Panchot  
Secretary

Date:

BONANZA STORE OF PASCO, INC.

November 23, 1970

Kurt Kies

President

Attest:

Dudley Panchot  
Secretary

Date:

BONANZA STORE OF POCATELLO, INC.

November 23, 1970

Kurt Kies

President

Attest:

Dudley Panchot  
Secretary

Date:

BONANZA STORE OF RENTON, INC.

November 23, 1970

Kurt Kies

President

Attest:

Dudley Panchot  
Secretary



Date:

PEERLESS STORE OF SALINAS, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

PEERLESS STORE OF SAN JOSE, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

PEERLESS STORE OF SANTA ROSA, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF SEATTLE, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF TWIN FALLS, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF WALLA WALLA, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

PEERLESS STORE OF WATSONVILLE, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF WENATCHEE, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF WHITE CENTER, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

BONANZA STORE OF YAKIMA, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary

Date:

WASHINGTON WHOLESALEERS, INC.

November 23, 1970

Kurt Lie

President

Attest:

Dudley Pauchot  
Secretary



PEERLESS STORE OF SALINAS, INC.

PEERLESS STORE OF SAN JOSE, INC.

PEERLESS STORE OF SANTA ROSA, INC.

BONANZA STORE OF SEATTLE, INC.

BONANZA STORE OF TWIN FALLS, INC.

BONANZA STORE OF WALLA WALLA, INC.

PEERLESS STORE OF WATSONVILLE, INC.

BONANZA STORE OF WENATCHEE, INC.

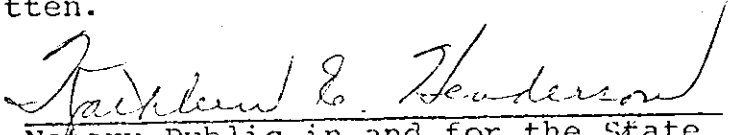
BONANZA STORE OF WHITE CENTER, INC.

BONANZA STORE OF YAKIMA, INC.

WASHINGTON WHOLESALERS, INC.

the corporations that executed the foregoing ARTICLES OF CONSOLIDATION, and acknowledged the said instrument to be the free and voluntary act and deed of each of said corporations, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of each of said corporations.

WITNESS my hand and official seal hereto affixed the day and year first above written.

  
Notary Public in and for the State  
of Washington, residing at Seattle

IN WITNESS WHEREOF, this plan of consolidation, having been approved by resolution of the respective boards of directors of Bonanza Store of Boise, Inc., Bonanza Store of Caldwell, Inc., Bonanza Store of Idaho Falls, Inc., Bonanza Store of Nampa, Inc., Bonanza Store of Pocatello, Inc., Bonanza Store of Twin Falls, Inc., the majority of directors of each of said corporations respectively do hereby sign this Articles of Consolidation.

BONANZA STORE OF BOISE, INC.

BY

Otto Ries

Director

Dudley Panchot

Director

Leon L. Wolfstone

Director

BONANZA STORE OF CALDWELL, INC.

BY

Otto Ries

Director

Dudley Panchot

Director

Leon L. Wolfstone

Director

BONANZA STORE OF IDAHO FALLS, INC.

BY

Otto Ries

Director

Dudley Panchot

Director

Leon L. Wolfstone

Director

BONANZA STORE OF NAMPA, INC.

BY

Otto Ries

Director

Dudley Panchot

Director

Leon L. Wolfstone

Director

BONANZA STORE OF FOCATELLO, INC.

BY

Otto Ries

Director

Dudley Fanchot

Dudley Fanchot

Director

Leon L. Wolfstone

Leon L. Wolfstone

Director

BONANZA STORE OF TWIN FALLS, INC.

BY

Otto Ries

Director

Dudley Fanchot

Dudley Fanchot

Director

Leon L. Wolfstone

Leon L. Wolfstone

Director