

FILED

ARTICLES OF INCORPORATION

98 DEC -9 AM 8:50

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation is **TERRY'S BESTWAY AND TRUE VALUE, INC..**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of retail sales;
- (b) To undertake all other business activities of any kind or nature for which businesses may be lawfully incorporated under the laws of the State of Idaho;
- (c) To do all other things necessary or incidental to the foregoing business purposes.

ARTICLE IV

The corporation is authorized to issue one class of shares, in a total amount of 10,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

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ARTICLE V

The address of the initial registered office of the corporation is 124 Keyhole Drive, Jerome, Idaho, 83338.

The name of the initial registered agent at such address is TERRY SALISBURY.

ARTICLE VI

The names and addresses of the persons who shall serve as directors of the corporation until the first annual meeting of shareholders are:

TERRY SALISBURY - 124 Keyhole Drive, Jerome, Idaho 83338

KATHY SALISBURY - 124 Keyhole Drive, Jerome, Idaho 83338

JERRY RIDLEY - 850 Riverview Drive, Jerome, Idaho 83338

CONNIE RIDLEY - 850 Riverview Drive, Jerome, Idaho 83338

ARTICLE VII

The name and address of the incorporator is:

TERRY SALISBURY - 124 Keyhole Drive, Jerome, Idaho 83338

ARTICLE VIII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.

ARTICLE IX

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights

conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 4th day of December 1998.


TERRY SALISBURY

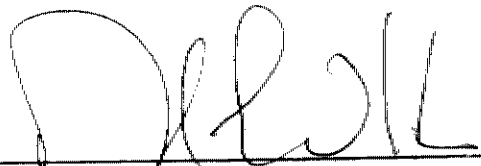
STATE OF IDAHO)

ss:

County of Jerome)

On this 4th day of December 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared TERRY SALISBURY, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho
Residing at Jerome
Commission Expires: 2/9/99

To Whom it May Concern,

Terry's Bestway Food Center Inc.
will dissolve and become
Terry's Bestway + True Value Inc.
as of January 1, 1999.
I Terry Salisbury & Kathy
Salisbury as owners of
Terry's Bestway Food Center Inc.
give our permission to
transfer the name to Terry's
Bestway + True Value Inc.

TERRY L. SALISBURY

Terry L. Salisbury

KATHY SALISBURY

Kathy Salisbury