



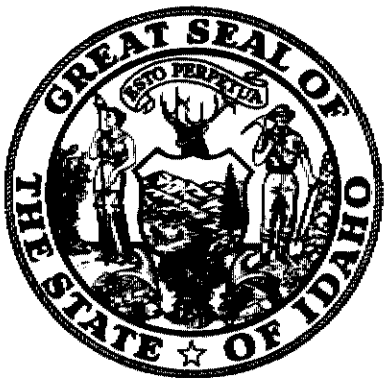
**CERTIFICATE OF INCORPORATION
OF**

RIDLEY'S FOOD CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 9, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Spring H. St.*

May 9 2 50 PM '00
ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE
RIDLEY'S FOOD CORPORATION

FIRST. The name of the corporation is:

RIDLEY'S FOOD CORPORATION

SECOND. The period of duration of the corporation shall be perpetual.

THIRD. The address, including the street, number, and city of the corporation's registered office in this state is 506 S. 11th Street, Boise, Idaho; the name of the corporation's registered agent at such address is Neal Reichert.

FOURTH. The nature of the business and the purpose of the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Idaho, including, but not limited to, the ownership and operation of a retail grocery store.

FIFTH. A. The aggregate number of shares which the corporation shall have authority to allot and the classes and par value of such shares are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	5,340	\$ 100.00
Preferred Stock	5,130	\$ 1.00

B. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

1. Voting Rights. Each outstanding share of Common Stock and Preferred Stock shall have one vote, on all matters submitted the shareholders for vote or approval, except as otherwise provided herein.

2. Quorum. The holders of one-third of the shares entitled to vote at a meeting of shareholders, shall, except as otherwise provided by law, constitute a quorum for the transaction of business at all meetings of the shareholders.

3. Election of Directors. A majority of the holders of the Common Stock shall be entitled to elect three

(3) directors. A majority of the holders of the Preferred Stock shall be entitled to elect two (2) directors.

4. Dividends - Preferred Stock. Within sixty (60) days following each fiscal year and contemporaneously with each mandatory redemption thereafter as described herein, the board of directors shall, to the extent permitted by law, declare a dividend with respect to the Preferred Stock in an amount equal to the product of the accumulated capital surplus of the corporation divided by the total number of outstanding shares of Common Stock and Preferred Stock, multiplied by the number of outstanding shares of Preferred Stock to be redeemed for the preceding fiscal year pursuant to Sections 5 or 6 of this Article.

5. Mandatory Redemption.

(a) Not later than sixty (60) days following the end of the corporation's fiscal year and continuing not later than sixty (60) days following the end of each fiscal year thereafter, the corporation shall, to the extent permitted by law, redeem from the holders of the Preferred Stock the number of shares of such Preferred Stock shown in the table below at a price equal to the par value per share, plus any accrued but unpaid dividends:

<u>Fiscal Year</u>	<u>Number of Preferred Shares to be Redeemed</u>
1989	256
1990	256
1991	513
1992	513
1993	513
1994	514

(b) In the alternative, not later than sixty (60) days following the end of the corporation's fiscal year and continuing not later than sixty (60) days following the end of each fiscal year thereafter, the corporation shall, to the extent permitted by law, redeem from the holders of the Preferred Stock the number of shares of such Preferred Stock in the table below for a price of \$1.00 per share:

<u>Fiscal Year</u>	<u>Number of Preferred Shares to be Redeemed</u>
1989	513
1990	513

1991
1992

513
1,026

6. Cumulative Redemption. To the extent the mandatory redemption required herein is not permitted by law in any given year or any condition to such redemption under these Articles is not satisfied, the redemption and dividend for such year shall be cumulative and be postponed until the end of the next fiscal year of the corporation when such mandatory redemption is permitted by law and this Certificate.

7. Restrictions on Redemption. Notwithstanding anything herein to the contrary, there shall be no redemption of the Preferred Stock for any fiscal year unless the dividend provided by Section 4 of this Article has been declared and paid, and all indebtedness of the corporation owed to the holders of the Preferred Stock or any of its affiliates or subsidiaries, as may be evidenced by notes, is current, based on the schedule set forth in either Section 5(a) or 5(b) of this Article, whichever is in effect, or the schedule set forth in such notes.

8. Dividends - Common Stock. No dividends shall be declared or paid with respect to the Common Stock until all outstanding shares of the Preferred Stock have been fully redeemed pursuant to the provisions of this Article.

9. Liquidation and Dissolution. In the event of the dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the holders of the Common Stock shall receive in the aggregate that portion and part of the funds and assets remaining, after payment of all corporate indebtedness and obligations, as the book value of the Common Stock bears to the aggregate book value of the Common Stock and Preferred Stock, which amount is to be paid over and distributed pro rata to the holders of the Common Stock. The holders of the Preferred Stock shall receive in the aggregate that portion and part of the funds and assets remaining, after payment of all corporate indebtedness and obligations, as the book value of the Preferred Stock bears to the aggregate book value of the Common Stock and Preferred Stock, which amount is to be paid over and distributed pro rata to the holders of the outstanding Preferred Stock.

SIXTH. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Adrienne L. Riley	Tenth Floor Two Leadership Square Oklahoma City, Oklahoma 73102

SEVENTH: The number of directors of the corporation shall be five (5). The names and mailing addresses of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Jerry L. Ridley	585 W. 650 South Orem, Utah 84058
Connie F. Ridley	585 W. 650 South Orem, Utah 84058
Terry Rogers	2205 W. 1500 South P. O. Box 26828 Salt Lake City, Utah 84126
James B. Costello	6301 Waterford Boulevard P. O. Box 26647 Oklahoma City, Oklahoma 73126
Anita F. Ridley	451 N. 8th Street Pocatello, Idaho 83201

EIGHTH. To the fullest extent permitted by the Idaho Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this Certificate, and do certify that the facts herein stated are true.

DATED this 7th day of March, 1988.


Adrienne L. Riley