

102469  
108469

# State of Idaho

## Department of State

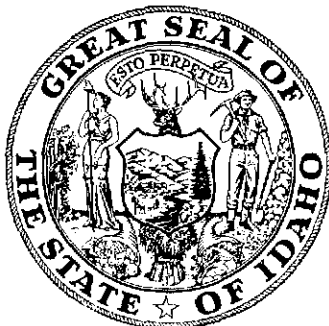
### CERTIFICATE OF INCORPORATION OF

DON'S THRIFTWAY, INC.

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: June 17, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Cara Seibel*

ARTICLES OF INCORPORATION

OF

*DON'S THRIFTWAY, INC.*

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being of full age and citizens of the United States do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

ARTICLE I  
NAME

The name of the corporation shall be *DON'S THRIFTWAY, INC.*

ARTICLE II  
PURPOSES AND POWERS

The purposes for which this corporation is formed are to engage in the operation of a grocery store and further to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act, or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

ARTICLE III  
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV  
REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 115 North 9th Avenue, Buhl, ID 83316. The post office address of the registered office of the corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 701, Buhl, ID 83316-0701. Donald J. Prigmore shall be the registered agent at the address set forth above.

**ARTICLE V  
CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 1,000, all of which shall have a par value of \$1.00 per share.

**ARTICLE VI  
INCORPORATORS**

The names and post office addresses of the incorporators are:

Donald J. Prigmore	P.O. Box 701 Buhl, ID 83316-0701
--------------------	-------------------------------------

Lorraine Prigmore	P.O. Box 701 Buhl, ID 83316-0701
-------------------	-------------------------------------

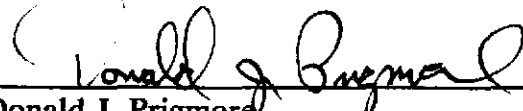
**ARTICLE VII  
MANAGEMENT**

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as the board of directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

**ARTICLE VIII  
BY-LAWS**

The initial By-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

Dated this 16th day of June, 1993.


  
Donald J. Prigmore

  
Lorraine Prigmore

STATE OF IDAHO       )  
                                  )  
County of Twin Falls    )

On this 11<sup>th</sup> day of June, 1993, before me, the undersigned, a notary public in and for said county and state, personally appeared Donald J. Prigmore, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

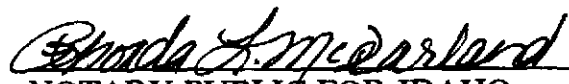
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official the day and year first above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Twin Falls, ID  
Commission Expires: 9/25/93

STATE OF IDAHO       )  
                                  ) ss.  
County of Twin Falls    )

On this 11<sup>th</sup> day of June, 1993, before me, the undersigned, a notary public in and for said county and state, personally appeared Lorraine Prigmore, known to me to be the person whose name is subscribed to the within instrument and acknowledged me to that she executed the same.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Twin Falls, ID  
Commission Expires: 9/25/93

IDAHO SECRETARY OF STATE  
19930617 0900 83021 2  
CK #: 10778 CUST# 1  
CORPORATIO 1@ 60.00= 60.00

# :