



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**PARMA FOOD CENTER, INC.**

was filed in the office of the Secretary of State on the **3rd** day  
of **February** A.D. One Thousand Nine Hundred **Fifty-eight** and  
duly recorded on Film No. **101** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at

**Parma** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **3rd** day of **February**,  
A.D., 19<sup>58</sup>.

Secretary of State.

ARTICLES OF INCORPORATION

PARMA FOOD CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, all being citizens of the United States of America, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the Laws of the State of Idaho, do hereby certify:

ARTICLE I

Name

The name of this corporation shall be "PARMA FOOD CENTER, INC."

ARTICLE II

Purposes

(a) To own, purchase, sell and dispose of and deal in or handle at retail or wholesale prices groceries, produce, meats, food and food products and miscellaneous merchandise of all and every kind or nature;

(b) To sell and distribute food products at retail and/or wholesale prices within the State of Idaho and any place outside the State of Idaho and to do any and all acts necessary and incidental thereto, drawing out of or connected with said business and which may be necessary to enable the corporation to carry out the operations named in the certificate;

(c) To enter into contracts, agreements or understandings with any person, persons or corporations for the purchase or sale of food products and merchandise of any nature or kind;

(d) To buy, lease or sell real estate generally and to operate real estate or other property of all kinds in connection with the business of the corporation and for general purposes;

(e) To borrow money with which to purchase or control real estate, food products and merchandise or equipment necessary to sell any products handled by this corporation;

(f) To issue, sell and dispose of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds entered into to raise money for the carrying out of the purposes of this corporation; to purchase and acquire its own common stock in so far as not contrary to the Laws of the State of Idaho;

(g) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, partnership, association or corporation;

(h) To do everything or things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any State, Country or place;

(i) To have offices, conduct its business and promote its objects within and without the State of Idaho, in other States, the District of Columbia, the Territories and Colonies of the United States and in foreign countries without restriction as to place or amount; and this corporation shall have the power to hold meetings within or without the State of Idaho as may be determined from time to time by its By-Laws;

(j) In general but in connection with the foregoing, said corporation shall have and exercise all the powers conveyed by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

### ARTICLE III

#### Duration

The period of existence and duration of the life of this corporation shall be perpetual.

### ARTICLE IV

#### Place of Business

The location and Post Office address of the registered office of this corporation in the State of Idaho shall be Parma, Canyon County, Idaho.

### ARTICLE V

#### Stock

This corporation is authorized to issue one class of shares of capital stock and it is designated as Common Stock. The total number of shares of the Common Stock which this corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500), the par value of each of the shares to be \$10.00, each share having equal voting rights. The aggregate par value of the said shares of Common Stock in this corporation shall be Seventy-Five Thousand and No/100 Dollars (\$75,000.00).

### ARTICLE VI

#### Incorporators

The name and post office address of each of the incorporators of this corporation and number of shares of the common stock subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Shares</u>
Frederick E. Newman	Parma, Idaho	1
Raymond O. Jordan	Parma, Idaho	1
William Pollard	Parma, Idaho	1
Kenneth Reno	Parma, Idaho	1

Each of the persons named as an incorporator is a natural person, over the age of twenty-one years and a citizen of the United States of America and the State of Idaho.

#### ARTICLE VII

##### Capital Stock

The capital stock of this corporation shall be non-assessable and the private property of the share-holders in this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

#### ARTICLE VIII

##### Directors

The number of directors of this corporation shall be at least five (5) and such additional number of directors as may be determined from time to time by the By-Laws of the corporation.

#### ARTICLE IX

##### Powers

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws fixing the qualifications, classifications or terms of office of the Board of Directors and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-132, Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 1st day of February, 1958.

Fredrick E. Murray  
Raymond J. Jordan  
William R. Rallard  
Kenneth R. Rallard

STATE OF IDAHO     )  
                              : ss  
COUNTY OF CANYON )

On this 1st day of February, 1958, before me, B. James Koehler, Jr., a Notary Public in and for said State, personally appeared:

Frederick E. Newman  
Raymond O. Jordan  
William Pollard  
Kenneth Reno,

known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of Parma Food Center, Inc., and acknowledged to me that they executed the same.

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

B. James Koehler, Jr.  
Notary Public for Idaho,  
Residing at Parma, Idaho.

(SEAL)