

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ROSAUER'S SUPER MARKETS, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eleventh** day of **July**, 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **July**, 19 **60**, a designation of **Walden Schimke** in the County of **Latah**, as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **11th** day of **July**, 19 **60**.
A.D. 19 **60**.

Secretary of State.

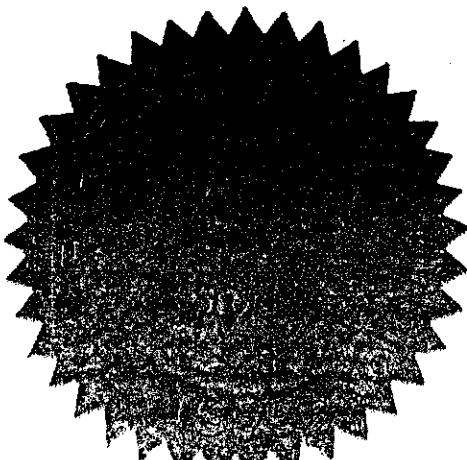
CERTIFICATE NO. 10100

United States of America
 State of Washington

DEPARTMENT  **OF STATE**

To all to whom these presents shall come

I, Victor A. Meyers, Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of J. M. ROSAUER & CO. INC., including Amendatory Articles changing the name to ROSAUER'S SUPER MARKETS, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that ROSAUER'S SUPER MARKETS, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1960; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia,

this 10th day of June A.D. 1960

Victor A. Meyers

Secretary of State

*By Jean E. Dinkler
 Assistant Secretary of State*

ARTICLES OF INCORPORATION

OF

J. M. ROSAUER & CO. INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, J. M. ROSAUER, JESSIE A. ROSAUER, and JAMES H. FUJITA, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Washington; and, in pursuance thereof, we hereby adopt, sign, and acknowledge in triplicate the following:

ARTICLES OF INCORPORATION

I.

The name of this corporation shall be J. M. ROSAUER & CO. INC.

三

The purposes for which this corporation is founded are as follows:

To purchase or otherwise acquire and hold or maintain, work, develop, sell, assign, transfer, lease, rent, exchange, convey, mortgage, pledge, or otherwise dispose of or deal in lands and leaseholds, and any interest, estate, and/or rights in real, personal, and/or mixed property.

To build, construct, own, manage, operate, lease, rent, and sell buildings of any and every kind including store buildings, garages, hotels, motels, auto courts, tourist courts, apartment houses and homes.

To our more advanced students, the following sample conductors have been selected for operating their 100-watt power tubes. These are the best and most reliable commercial stones.

23. 1. 1960. 100% of the plants were in flower. The flowers were 1.5 cm. long, 1.2 cm. wide, yellow, with a dark brown center. The leaves were 1.5 cm. long, 0.5 cm. wide, green, with a dark brown center.

To use and permit the use of said wholesale and retail grocery stores, meat markets, vegetable markets, hardware stores, and general mercantile stores, service stations, garages, or hotels, motels, auto courts, tourists courts, apartment houses, and homes and/or other property owned by the corporation for any lawful purposes which the board of directors believes to be in the best interests of the corporation.

To apply for and obtain any and all licenses permits, or franchises, necessary and/or proper for the operation of the corporation and to hold, sell, lease, assign, transfer, pledge, mortgage, encumber, or otherwise deal in and/or with said licenses, permits, or franchises as allowed by law.

To purchase or otherwise acquire the whole or any part of the business, goodwill, rights, property and assets, and to assume or undertake or guarantees the whole or any part of the liabilities of any person, partnership, association, or corporation as a going concern, or otherwise; and to pay the same in cash, notes, stocks, bonds, debentures, or other securities of this corporation, or otherwise, in any manner permitted by law.

To make and enter into and to carry out any and all contracts with any person, firm, association or corporation, private, public or municipal, and with any government or public authorities for and in relation to any of the businesses, objects, or purposes herein set forth or any business lawfully carried on by this corporation.

In connection with or in furtherance of any of the business of the corporation, to loan money and make and enter into any guarantees or agreements or suretyship respecting the payment and/or performance of bonds, mortgages, debentures, and other securities, contracts, obligations, interest, dividends, rents, earnings, profits, premiums, credits, payments, or transfers of property of any kind.

To carry on all or any part of the foregoing objects as principal or as agent or in connection or conjunction with any person, firm, trust, corporation, or other organization, and in any part of the world, and in general to do any and all things necessary to carrying on any business incident to the foregoing, and to exercise all of the powers conferred upon the corporation by the laws of the State of Washington, or any other law that may be now or hereafter applicable to the corporation, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, associations, firms or individuals, and either as principal or as agent, and to do every other lawful act or acts, thing or things, incident or appurtenant to or growing out of or connected with the aforesaid business or businesses, or object or objects, or purpose or purposes, or any part or parts thereof.

To borrow money, contract debts, issue and dispose of its obligations secured or unsecured, for any amount, and to mortgage and/or pledge all or any part of its property and franchises to secure the payment and/or performance of any of its contracts or obligations, or any contract obligation, or debt contracted for any purpose of its incorporation, or in the exercise of any of its corporate rights, privileges, or franchises in any manner permitted by law.

To conduct their businesses and establish and maintain offices, agencies, and branches and in the furtherance thereof, to acquire, dispose of, and generally deal with real and personal property in so far as is permitted by law in any State or territory of the United States of America and in the District of Columbia and in any and all dependency colonies or possessions of the United States and in foreign countries as well.

To do each and everything above set forth to the same extent and as fully as natural persons might do or could do in the State of Washington or in any other State, County or place; provided that such action and powers shall be limited to the purposes which are not repugnant to law.

In general to do any and all things, and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under, and in pursuance of the laws of the State of Washington, or any other laws that may now or hereafter be applicable to the corporation.

The foregoing clauses shall be construed both as objects and powers and are in furtherance of and not in limitation of the general powers conferred by the State of Washington; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

III.

The presence in person or by proxy of holders of a majority of the voting power of all the shareholders shall constitute a quorum for the transaction of any and all business, including the sale of property or all assets. The shareholders present at a duly organized meeting can continue to do business notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Directors must be stockholders of the corporation. An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of a majority of the outstanding shares, unless specifically prohibited by law; then, by such vote as the law requires.

IV.

The duration of this corporation shall not be limited to any number of years but shall be PERPETUAL.

V.

The location and post office address of the registered office of this corporation shall be 11th Avenue and Lindeke, Spokane, Washington; and the directors may establish such other branch offices as, in their judgment are proper.

VI.

The total number of par value shares of this corporation is Five Hundred (500), having a par value of One Hundred Dollars (\$100.00) each, making a total of Fifty Thousand Dollars (\$50,000.00), all of said shares being non-assessable common shares with equal voting rights and powers and without restriction in preference.

VI.

The amount of liability of any shareholder of this corporation shall not exceed the amount of his investment in the corporation (\$100.00).

VI.

Article (3)

Directors and Officers

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
J. M. Rosauer	North 2518 Coleman Road, Spokane, Washington
Jessie A. Rosauer	North 2518 Coleman Road, Spokane, Washington
James H. Fujita	3220 Trinity Loop, Spokane, Washington

IX.

That the name and post office address of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
J. M. Rosauer	North 2518 Coleman Road, Spokane, Wash.	Forty-eight (48)
Jessie A. Rosauer	North 2518 Coleman Road, Spokane, Wash.	One (1)
James H. Fujita	3220 Trinity Loop, Spokane, Washington	One (1)

X.

The authority to make By-Laws of this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, The incorporators have executed this instrument on the 18th day of March, 1949.

J. M. Rosauer

Jessie A. Rosauer

James H. Fujita

STATE OF WASHINGTON)
ss.
County of Spokane)

I, the undersigned, a Notary Public in and for the above named County and state, do hereby certify that on this 18th day of March, 1949, personally appeared before me, J. M. ROSAER, JESSIE A. ROSAER, and JAMES H. FUJITA, the incorporators, to me known to be the individuals described in and who executed the within instrument, and acknowledged that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes herein mentioned.

Given under my hand and official seal, this 18th day of March, 1949, written

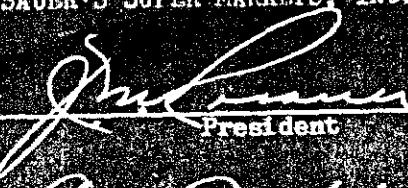
Notary Public in and for the County of Spokane
State of Washington

NOTICE OF CHANGE OF LOCATION AND POST OFFICE ADDRESS OF REGISTERED
OFFICE OF ROSAUER'S SUPER MARKETS, INC., A CORPORATION.....

This is to certify that at a meeting of the Directors of Rosauer's Super Markets, Inc., a corporation, held at 2:00 o'clock P. M., on July 17, 1956, at South 25 Ferrall Street, Spokane, Washington, at which meeting all of the Directors were present, the hereinafter resolution was unanimously adopted:

"RESOLVED that on and after July 20, 1956, the location and post office address of the registered office of Rosauer's Super Markets, Inc., shall be South 25 Ferrall Street, Spokane, Washington."

ROSAUER'S SUPER MARKETS, INC.

BY 
President

BY 
Secretary

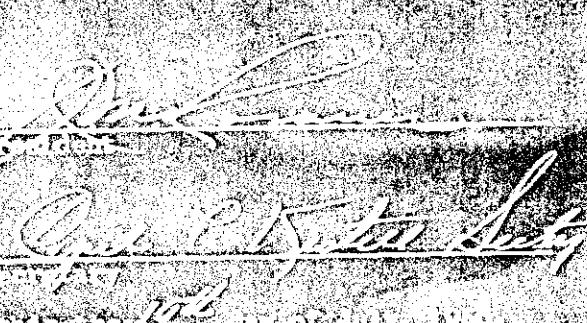
STATE OF WASHINGTON) 3 ss.
County of Spokane

J. M. Rosauer and Carl W. Carmill, both being first duly sworn, on oath say, That they do hereby adopt and adopt the resolution and

Certificate thereto is as follows:

FILED
JUL 23 1956
EARL COE
SECRETARY OF STATE

Subscribed and sworn to before me on 17th day of July, 1956.


EARL COE
SECRETARY OF STATE

N^o 112274

Articles of Incorporation

OF THE

J. M. Rosauer & Co. Ind.

Place of business Spokane
Time of existence Perpetual
Capital stock, \$ 20,000.00

State of Washington, ss.

Filed for record in the office of the Secretary of State
March 28, 1949

at 11:52 o'clock A. M.

Recorded in Book 244 Page 277-282

Domestic Corporations


Secretary of State.

Filed at request of
David, Rosauer & Charlock, Attorneys
Wiegler Building
Howard & Riverside
Spokane 8, Washington

Filing and recording fee, \$ 25.00
License to June 30, 1949, \$ 15.00

Certificate mailed APR 12 1949
to above address.

Indexed  Photographed

S. F. No. 110-44-6 - 1st. 18808.

282

AMENDMENT TO ARTICLES OF INCORPORATION

o f

J. M. ROSAUER & CO., INC.

THIS IS TO CERTIFY that at a meeting of the shareholders of J. M. Rosauer & Co., Inc., a corporation, duly called and regularly held on the 16th day of October, 1951, at which all of the shareholders were present and all outstanding stock represented, the hereinafter stated Amendment to the Articles of Incorporation was unanimously adopted:

" ARTICLE VI.

The total number of par value shares of this corporation is One Thousand (1,000), having a par value of One Hundred Dollars (\$100.00) each, making a total corporation capital of One Hundred Thousand Dollars (\$100,000.00), all of said shares being non-assessable common shares with equal voting rights and powers and without restrictions in preference.

It is, therefore, certified that the Articles of Incorporation of said corporation be and they are hereby amended to the extent that Article VI. reads as above stated.

J. M. ROSAUER & CO., INC.

By


as its president


as its secretary

APPROVED

JOHN D. EYRE CO.

ATTORNEY FOR

J. M. ROSAUER & CO.

STATE OF WASHINGTON, }
County of Spokane. } ss.

J. M. ROSAUER and JAMES H. FUJITA, each being first duly sworn, on oath depose and say: That they are respectively President and Secretary of J. M. Rosauer & Co., Inc. That the above and foregoing Amendment and Certificate thereto are true.



President



Secretary

Subscribed and sworn to before me this 16th day of October, 1951.



Notary Public for State of Washington,
residing at Spokane.

ROLL NO. 1
PAGE 1

Nº 119003

AMENDED

**Articles of Incorporation
of the
J. M. ROUSSEAU & CO. INC.
(Increasing Capital to \$100,000.00)**

Place of business, Spokane
Time of existence, Perpetual years
Capital stock, \$ 100,000.00

Shares on Washington, ss.

Filed for record in the office of the Secretary of State, Oct. 17, 1951

at 3:30 o'clock P. M.

Recorded in Book 28 Page 577-578

Domestic Corporations

[Signature]
Secretary of State.

Filed at request of

Paine, Love and Gerrick
Spokane and Eastern Bldg.
Spokane 1, Washington

Filing and recording fee, \$ 25.00

License to June 30, 19

Certificate mailed NOV 2 1951

to above address.

Indexed

Photographed

S. F. No. 110-8-19-10M. 22857.

362

PAGE No.
28
ROLL No.

AMENDMENT TO ARTICLES OF INCORPORATION

OF

J. M. ROSAUER & CO., INC.

This is to certify that at a special meeting of the shareholders of J. M. Rosauer & Co., Inc., a corporation, duly called and held on the 22nd day of October, 1951, at which all of the shareholders were present and all outstanding stock represented, the hereinafter stated amendment to the Articles of Incorporation was unanimously adopted:

" ARTICLE I.

The name of this corporation shall be "ROSAUER'S SUPER MARKETS, INC."

It is, therefore, certified that the Articles of Incorporation of said corporation be and they are hereby amended to the extent that Article I reads as above stated.

J. M. ROSAUER & CO., INC.

By *John Rosauer* as its President

Attest: *James A. Gupta* Secretary

APPROVED
AND FILED



STATE OF WASHINGTON, }
County of Spokane. } ss.

J. M. ROSAUER and JAMES H. FUJITA, being each first duly sworn, on oath depose and say: That they are respectively President and Secretary of J. M. Rosauer & Co., Inc. That the above and foregoing Amendment and Certificate thereto are true.

J. M. Rosauer
President

James H. Fujita
Secretary

Subscribed and sworn to before me this 22nd day of October, 1951.

R. S. F.
Notary Public for State of Washington,
residing at Spokane.

NOTICE OF CHANGE OF LOCATION AND POST OFFICE ADDRESS OF REGISTERED OFFICE
OF
ROSAUER'S SUPER MARKETS, INC.
A Corporation
Spokane, Washington

This is to certify that at a meeting of the directors of Rosauer's Super Markets, Inc., a corporation, held, at 2:00 o'clock P. M., on October 5, 1953, in room 715 Old National Bank Building, Spokane, Washington, at which meeting all the directors were present, the hereinafter resolution was unanimously adopted:

"RESOLVED, that on and after October 10, 1953, the location and post office address of the registered office of Rosauer's Super Markets, Inc., shall be North 2 Lee Street, Spokane, Washington."

ROSAUER'S SUPER MARKETS, INC.

BY


President

Attest:


Secretary

STATE OF WASHINGTON {
COUNTY OF SPOKANE }
ss.

FILED
OCT 13 1953

EARL COE
SECRETARY OF STATE

J. M. Rosauer and William Vander Wal, each being first duly sworn, on oath say: That they are respectively President and Secretary of Rosauer's Super Markets, Inc., that they signed their names as written above; and that the above Resolution and Certificate thereto are true.


President


Secretary

Subscribed and sworn to before me this 6 day of October, 1953.

Nº 119039

AMENDED

Articles of Incorporation

OF THE

(Change the name to Roman's Super Markets, Inc.)

Place of business..... Spokane

Time of existence..... Perpetual years

Capital stock, \$..... 100,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State..... Date..... 23, 1951

at..... 3:45 o'clock P. M.

Recorded in Book 28 Page 1092 - 1094

Domestic Corporations

[Signature]
Secretary of State

Filed at request of

Paine, lone and Coffin

Spokane and Eastern Bldgs.

Spokane, I., Washington

Filing and recording fee, \$10.00

License to June 30, 19..... \$

Certificate mailed..... NOV - 9 1951

..... to above address

Indexed..... Photographed.....

S. & No. 1190-8-48-1084, 2887.

AGREEMENT OF MERGER

THIS AGREEMENT, made and entered into this 11th day of
October, 1959, by and between J. M. Rosauer, Jessie Rosauer, and
James J. Symbol, being all of the directors of Rosauer's Super Markets,
Inc., a corporation organized and existing under the laws of the State
of Washington, hereinafter referred to as Rosauer's Inc., and J. M.
Rosauer, Jessie Rosauer and R. H. Rosauer, being all of the directors
of Rosauer's Super Market No. 3, Inc., a corporation organized and
existing under the laws of the State of Washington, and hereinafter
referred to as Rosauer's No. 3, Inc., and J. M. Rosauer, Jessie Rosauer
and James J. Symbol, being all of the directors of Rosauer's East
Trent Super Market, Inc., a corporation organized and existing under
the laws of the State of Washington, and hereinafter referred to as
Rosauer's East Trent, Inc.,

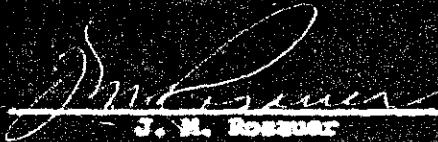
WITNESSETH:

That Rosauer's No. 3, Inc. and Rosauer's East Trent, Inc. shall
transfer to Rosauer's Inc. all of their assets of whatsoever kind or
nature, including all debts owing to it, unpaid subscriptions to its
stock, if any, or any other choses in action, together with the good
will of said companies, together with any rights which they may have
for the purchase or handling of any food, food products, goods, wares
or merchandise and any contracts they may have for the sale of such
food, food products, goods, wares and merchandise; that Rosauer's
No. 3, Inc. and Rosauer's East Trent, Inc. will furnish to Rosauer's
Inc. a list of all their creditors and the written consent of each
creditor to the creation of valid debts to Rosauer's Inc. and an
agreement of each of such creditors to look to Rosauer's Inc. only
for payment of their claims against Rosauer's No. 3, Inc. and Rosauer's
East Trent, Inc., and to release Rosauer's No. 3, Inc. and Rosauer's
East Trent, Inc. themselves in consideration of Rosauer's Inc. assuming
and agreeing to pay such claims, but in consideration of Rosauer's
No. 3, Inc. and Rosauer's East Trent, Inc. to pay all their debts and liabilities.

of Rosauer's No. 3, Inc. and Rosauer's East Trent, Inc. and will issue and deliver to the shareholders of Rosauer's No. 3, Inc. and Rosauer's East Trent, Inc. one share of the stock of Rosauer's Inc. for each share of stock held by such shareholders in Rosauer's No. 3, Inc. and Rosauer's East Trent, Inc. upon such shareholders surrendering his certificate of stock or right to stock in the respective corporations; and that upon the surrender of such certificates or rights in Rosauer's No. 3, Inc. and Rosauer's East Trent, Inc. said certificates or rights All shares held by Rosauer's Inc. in the other two shall be cancelled./corporations shall be cancelled.

That the said corporations shall be merged and Rosauer's Inc. shall survive the merger; and that this merger shall become effective as of the close of business October 31, 1959.

IN WITNESS WHEREOF the parties to this agreement have signed their names this day as directors of their respective corporations.


J. M. Rosauer


J. K. Rosauer


Jessie A. Rosauer


Jessie A. Rosauer


James J. Sybold


James J. Sybold

Directors of Rosauer's East Trent Directors of Rosauer's Super Markets,
Super Market, Inc. Inc.


S. M. Rosauer


Jessie A. Rosauer


Jessie A. Rosauer

This is to certify that at a duly called special meeting of the shareholders of Rosauer's Super Markets, Inc., held at the registered offices of the company in Spokane, Washington, on the 25th day of October, 1959, the holders of all of the shares of stock of such corporation voted in favor of the adoption of the foregoing agreement of merger between Rosauer's Super Markets, Inc., Rosauer's Super Market No. 3, Inc. and Rosauer's East Trent Super Market, Inc.

James A. Rosauer
Secretary, Rosauer's Super Markets,
Inc.

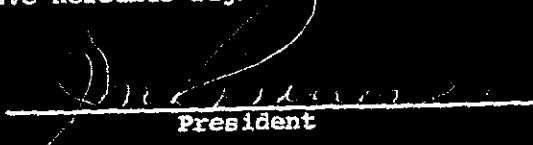
This is to certify that at a duly called special meeting of the shareholders of Rosauer's Super Market No. 3, Inc. held at the registered offices of the company in Spokane, Washington, on the 28th day of October, 1959, the holders of all of the shares of stock of such corporation voted in favor of the adoption of the foregoing agreement of merger between Rosauer's Super Markets, Inc., Rosauer's Super Market No. 3, Inc. and Rosauer's East Trent Super Market, Inc.

H. S. Rosauer
Secretary, Rosauer's Super Market
No. 3, Inc.

This is to certify that at a duly called special meeting of the shareholders of Rosauer's East Trent Super Market, Inc. held at the registered offices of the company in Spokane, Washington, on the 28th day of October, 1959, the holders of all of the shares of stock of such corporation voted in favor of the adoption of the foregoing agreement of merger between Rosauer's Super Markets, Inc., Rosauer's Super Market No. 3, Inc. and Rosauer's East Trent Super Market, Inc.

RECORDED IN SPANISH
RECORDED IN ENGLISH

In witness of the above agreement, the President and Secretary of Rosauer's Super Markets, Inc. have hereunto signed their names.



President



Secretary

STATE OF WASHINGTON)
(ss.
County of Spokane)

On this 28th day of October, 1959, personally appeared before me J. M. ROSAUER, to me known to be the President of Rosauer's Super Markets, Inc., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

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



Edward J. Harris
Notary Public in and for the State of Washington, residing at Spokane

In witness of the above instrument, I, Edward J. Harris, Notary Public in and for the State of Washington, residing at Spokane, do hereby certify that the foregoing instrument was acknowledged before me on this 28th day of October, 1959, by the persons whose signatures are affixed thereto.

STATE OF WASHINGTON)
(ss.
County of Spokane)

On this 28th day of October, 1959, personally appeared before me J. M. ROSAUER, to me known to be the President of Rosauer's Super Markets, Inc., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

me J. M. Rosauer, to me known to be the President of Rosauer's Super Market No. 3, Inc., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

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

Edward J. Harris
Notary Public in and for the State
of Washington, residing at Spokane

In witness of the above agreement, the President and Secretary of Rosauer's East Trent Super Market, Inc. have hereunto signed their names.

John J. Rosauer
President

James W. Rosauer
Secretary

STATE OF WASHINGTON
County of Spokane

On this 10th day of January, 1955, we, John J. Rosauer, to me known to be the President of Rosauer's East Trent Super Market, Inc., the corporation that executed the within and foregoing instrument of agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and to be his free and voluntary act and deed, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

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



Edward J. Harris
Notary Public in and for the State
of Washington, residing at Spokane

No. 146938

MERGER

Articles of Incorporation

of the

Rosauer's Super Markets, Inc.
(merging with and into itself Rosauer's
Super Market No. 3, Inc. and Rosauer's
East Trent Super Market, Inc.)

Place of business Spokane

Time of existence Perpetual years

Capital stock, \$ 100,000.00

STATE OF WASHINGTON, ss

Filed for record in the office of the Sec-
retary of State, October 22, 1959

at 3:25 o'clock P. M.

Microfilmed, Roll No. 187

Page 529 - 535

Domestic Corporations

John C. Preyer

Secretary of State.

Filed at request of

Edward V. Harris, Attorney

Old National Bank Bldg.
Spokane 1, Washington

Filing and recording fee, \$ 10.00

Certified Copy, \$

License to June 30, 19

Certificate mailed to above address
NOV 17 1959

S. F. No. 1108-12-98-2M, 5017.

APPROVED
AS TO FORM AND FILED

MAY 24, 1960

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ROSAUER'S SUPER MARKETS, INC.

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Victor A. Meyers*
ASSISTANT SECRETARY OF STATE

This is to certify that at a special meeting of the shareholders of Rosauer's Super Markets, Inc., a corporation, duly called and regularly held on the 2nd day of May, 1960, at which all the shareholders were present and all the outstanding stock represented, an amendment to the Articles of Incorporation was unanimously adopted whereby Article VI was amended to read as set forth on the pages attached hereto.

ROSAUER'S SUPER MARKETS, INC.

J. M. Rosauer
As its President

BY *Jessie A. Rosauer*
As its Secretary

STATE OF WASHINGTON)
SS.
County of Spokane)

J. M. ROSAUER and JESSIE A. ROSAUER, each being first duly sworn on oath, depose and say, that they are respectively President and Secretary of Rosauer's Super Markets, Inc., and that the above and foregoing (Attachment) amendment are true.

J. M. Rosauer
Jessie A. Rosauer

Subscribed and sworn to before me on the 2nd day of May,

1960.

John E. Burns
JOHN E. BURNS, Notary Public
State of Washington
Notary Public for the State
of Washington, City of Spokane

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ROSAUER'S SUPER MARKETS, INC.

ARTICLE VI

"The total capital stock of this corporation shall consist of two classes of stock, namely 300,000 shares of common stock of the par value of \$1 each, and 100,000 shares of preferred stock of the par value of \$10 each.

(a) Common Stock

1. The common stock of this corporation shall be voting stock, each share of stock entitled to one vote.
2. The common stock may be issued by the corporation from time to time for such consideration in labor, services, money, or property as may be fixed from time to time by the Board of Directors; provided that said stock is issued at not less than the par value thereof; and the consent of the shareholders is hereby given to the fixing of such consideration from time to time by the Board of Directors.
3. Save as expressly hereinafter provided, the holders of said stock shall have all the rights, powers and duties as by law provided for common stock.

(b) Exchange of only authorized common stock for old common stock.

(c) Preferred Stock

The preferred par value stock of Rosauer's Supermarkets, Inc. shall have the following preferences:

1. The holders of preferred shares shall be entitled to receive dividends thereon at the rate of 6% per annum and no more, payable out of surplus or net profits of the corporation quarterly, as and when declared by the Board of Directors before any dividend shall be declared, set apart for, or paid upon the common or shares of the corporation. The dividends on the preferred stock shall be cumulative so that if the corporation fails in any fiscal year to pay such dividends on all of the issued and outstanding preferred stock, such deficiency in the dividends shall be fully paid, but without interest, before any dividends shall be paid or set apart for the common shares. Subject to the foregoing provisions, the preferred stock shall not be entitled to participate in any other or additional surplus or net profits of the corporation.

2. In the event of the dissolution or liquidation of the corporation, or a sale of all or substantially all of its assets, or upon any distribution of its capital, there shall be paid to the holders of the preferred stock the following sums:

(a) In the event that the dissolution, liquidation, or sale aforesaid are voluntary, the payment shall be a sum equal to the redemption price as described in paragraph 4(g) hereinafter set forth.

(b) In the event that the dissolution, liquidation, or sale aforesaid shall be involuntary, the payment shall be at the rate of \$10.50 per share, plus the amount of unpaid accrued dividends without interest.

The payments described in paragraphs (a) and (b) aforesaid shall be made before any sum shall be paid to or any assets distributed among the holders of the common shares. After the payment involved to the holders of the preferred stock, the remaining assets and funds of the corporation shall be divided and paid to the holders of the common shares in proportion to the respective holdings.

3. In the event of dissolution or liquidation, the preferred stockholders shall receive the dividends on the common shares, and the dividends on the preferred stock shall be paid to the preferred stockholders before any dividends on the common shares shall be paid to the common stockholders. The preferred stockholders shall receive the dividends on the common shares before any dividends on the preferred stock shall be paid to the preferred stockholders.

4. The 6% cumulative preferred stock of this corporation of \$10 par value hereinafter called convertible shares of stock may at the option of the holder thereof at any time on or before the 1st day of June, 1965, be converted into common stock of this corporation of \$1 par value upon the following terms:

(a) Any holder of any of the converted shares desiring to avail himself of the option for conversion of his stock as herein provided on or before the 1st day of June, 1965, shall deliver duly endorsed in blank the certificate or certificates representing the stock to be converted to the secretary of the corporation at its office, and at the same time notify the secretary in writing over his signature that he desires to convert his stock into common stock of \$1 par value pursuant to these provisions.

(b) Upon receipt by the secretary of the corporation of a certificate or certificates representing the shares of convertible stock and the notice that the holder thereof desires to convert the same pursuant to the terms of the conversion, the corporation shall forthwith cause to be issued to the holder of the convertible shares surrendering the same one share of the common stock of the corporation for each share of convertible stock surrendered and deliver to such holder a certificate in due form for such one share.

(c) 100,000 shares of the common stock of this corporation shall be set aside and such shares shall be issued only in conversion for the preferred stock as herein provided.

(d) Shares of stock which have been converted hereunder shall revert to the status of unissued shares and shall not be reissued. Such shares may be eliminated as provided by law.

(e) Any holder of any of the convertible shares desiring to avail himself of the option for conversion of his stock as herein provided, may do so between the 1st day of June, 1965, and the 1st day of June, 1970, on the same terms and conditions as hereinabove provided for the exercise of his conversion rights prior to the 1st day of June, 1965, save that the basis of conversion instead of being one share of common stock for each share of convertible stock, shall be one share of common stock for each share of convertible stock.

In consideration of the option hereinabove given the option of conversion of the convertible shares of stock, the holder of common stock of the corporation, hereby agrees to convert his shares of convertible stock into common stock of the corporation, and to replace the shares of convertible stock which he holds by preferred shall be converted.

(f) The basis of the conversion of the convertible shares herein authorized into the class of common stock of the corporation of \$1 par value, including the terms upon which this conversion may be made, may be changed by the corporation by majority vote of the directors thereof at any meeting lawfully held, provided approval of such change is also given by three-quarters of each class of stockholders of the corporation, either in writing or at a meeting called for the purpose of considering the matter. However, the time within which the conversion may be made shall not be altered. Notwithstanding the foregoing, the basis of conversion shall not be changed as herein provided, nor shall such change if made be effective unless at the time of making such change and thereafter during the entire period in which the conversion is authorized the capital represented by the convertible shares is at least equal to the contribution to capital required by law for the shares to be issued pursuant to the conversion.

(g) The corporation shall have the right at any time to purchase in the market or at private sale its preferred stock or any number of shares thereof issued and outstanding at a cost to it not exceeding \$12.50 per share. The corporation shall also have the right upon 30 days written notice (to be given in the manner hereinafter set forth) to redeem, call in, and retire any part of its preferred stock issued and outstanding by paying to the respective holders thereof \$12.50 for each share of such stock redeemed, together with the amount of such accrued dividends as may have accumulated thereon at the time of redemption.

The notice hereinabove described shall be in writing and shall be mailed by registered mail addressed to the shareholders involved at the last address of such shareholder known to the corporation, and if there be any transfer agent, a copy of said notice shall likewise be mailed to said transfer agent. Notice shall commence to run beginning with the date of mailing.

The corporation may apply toward the purchase or redemption of preferred stock as herein provided any part of its surplus funds or an amount of its capital which is not greater than the capital represented by the shares purchased or redeemed, but under no circumstances shall the corporation apply any other funds or any further part of its capital toward the purchase or redemption of such stock. The purchase or redemption of any such stock shall not be made above the fair value of such purchase or redemption and application of capital, to be determined as the actual value of the assets of the corporation, to an amount less than the total amount of its debts and liabilities, plus the amount of its capital in excess of the amount of capital so applied.

The board of directors of the corporation in exercising the power hereinabove given to it to do so on a prospective basis at the rate of \$12.50 per share and in accordance with the terms and conditions hereinabove set forth, shall have the right to make such an application for the registration of the proposed shares, as such shall be required by law, at the earliest date as possible in connection with the proposed that time as planned by the corporation program.

contemplated that prorata redemption of shares held shall mean prorata redemption of entire shares held at the time of this redemption.

In all instances the Board shall have complete authority to determine upon and take the necessary proceedings fully to effect the redemption, calling in and retirement of the shares selected for redemption and the cancellation of the certificates representing such shares. Upon the completion of such proceedings, the rights of holders of the shares of such preferred stock which have been redeemed and called in shall in all respects cease, except that such holders shall be entitled to receive the redemption price for the respective shares.

Whenever any shares of such preferred stock of the corporation are purchased or redeemed as herein authorized, the corporation may, by resolution of its board of directors, retire such shares and in that connection comply with the applicable provisions of the laws of the State of Washington relative to reduction of capital.

5. Preferred shares shall have no voting power whatever; provided, however, that if at any time during the existence of the preferred shares accumulated dividends thereon shall be in arrears to the extent of four or more dividends, each share of preferred stock shall be entitled to one vote and said voting right shall continue until the arrearage shall have been reduced to less than four dividends. This provision shall be applicable throughout the life of the preferred stock, the voting power coming into existence or terminating, as the case may be, depending upon the extent of the dividend arrearages at any particular time.

6. No holder of shares of common or preferred, as such, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock of any kind whatsoever, whether now or hereafter authorized and whether issued for cash, property, services by way of dividends or otherwise.

7. The preferred stock may be issued by the corporation from time to time for such consideration in labor, services, money, or property as may be fixed from time to time by the Board of Directors; provided that said stock is issued at not less than the par value thereof, and the consent of the shareholders is hereby given to the fixing of such consideration from time to time by the Board of Directors.

8. The redemption price of one hundred percent value shares shall be at \$100.00 per share.

No. 149735

AMENDED

Articles of Incorporation

of the

Rosauer's Super Markets, Inc.

(Increasing capital to \$1,300,000.00)

Place of business Spokane
Time of existence Perpetual years
Capital stock, \$ 1,300,000.00

STATE of WASHINGTON, ss.
Filed for record in the office of the Sec-
retary of State May 24, 1960

at 11:02 o'clock A. M.

Microfilmed, Roll No 196
Page 40 - 46

Domestic Corporations

John A. Negele

Secretary of State.

Filed at request of
Edward F. Harris, Attorney
Old National Bank Bldg.
Spokane 1, Washington

Filing and recording fee, \$ 1,000.00
Certified Copy, \$ 0
License to June 30, 1960, \$ 0
Certificate mailed to above address