

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

GARKIN, INC.,

was filed in the office of the Secretary of State on the 20th day of October A.D., One Thousand Nine Hundred Seventy Five and will be / duly recorded on ~~Film~~ microfilm 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 Jerome, Idaho in the County of JEROME .

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 20th day of October , A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
GARKIN, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, 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 Idaho.

AND WE DO HEREBY CERTIFY:

FIRST

That the name of this corporation is, and shall be, Garkin, Inc.

SECOND

That the purposes for which this corporation is formed are, and it shall have power and authority:

- (a) To engage generally in the drug store business.
- (b) To engage in business dealing in drugs and merchandise for sale, soda fountain operations, prescriptions, and all goods, wares and merchandise of whatever character, chemicals, stationary, medicines, pharmaceutical preparations and any other merchandise for sale or resale.
- (c) To borrow money and otherwise incur indebtedness, and to draw, make, accept, endorse, transfer, sign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other evidences of indebtedness, negotiable or non-negotiable, whether secured or unsecured.
- (d) To deal in and traffic generally in goods, wares and merchandise, and all other forms of personal property, and all other property of every class and description, and all estates or interest therein, whether owned by it or otherwise, to buy, invest in, take,

lease, rent, option, or in any other manner acquire, own, hold, maintain, possess, handle, improve, operate, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner deal with, dispose of, or encumber such property.

(e) To deal and traffic in real estate, and all estates and interest therein, whether owned by it or otherwise, to buy, invest in, take, lease, rent, option, or in any other manner acquire, own, hold, possess, develop, improve, farm, maintain, manage, operate, sell, exchange, lease, convey, transfer, mortgage, give liens against, or in any other manner deal with, dispose of, or encumber real estate of all kinds and character, wheresoever situate, and the hereditaments and appurtenances thereunto belonging, and any and all interests and estates therein, whether in the State of Idaho or elsewhere, and likewise, water or ditch rights, easements, mineral, oil and gas rights, oil and gas well, rights of way, and franchises, whether classified as real or personal property.

(f) To apply for, procure, and obtain, by purchase or otherwise, any and all kinds of letters patent, trade marks, licenses, and grants for inventions, improvements, and secret processes.

(g) For the purpose of securing all or any of its contracts, obligations, or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate all or any part of the property or assets at any time owned or held by this corporation.

(h) To buy, redeem, or otherwise acquire, own, hold, sell, re-issue, or cancel, any shares of its own capital stock when permitted by law; provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(i) To organize or cause to be organized, incorporate, and reorganize, subsidiary corporations and joint stock companies and associations for any purpose permitted by law, to the same extent as natural persons might or could do.

(j) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, assign, transfer, deal in, exchange, mortgage, pledge, or otherwise dispose of, and to guarantee the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by, any other corporation or corporations, joint stock company or association organized under the laws of this state, or of any other state, country, nation, or government, and while owner of said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(k) To purchase or otherwise acquire the whole or any part of the property, assets, tangible or intangible, business, good will, and rights, or to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations, or any person, firm, association, corporation or organization, and to pay for the same, or any part of combination thereof, in cash, shares of the capital stock, bonds, debentures, debenture stock, notes, and other obligations of this corporation, or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

(l) To loan and invest the funds of this corporation, without limitation as to amount, and either without security or on security of any kind, character or amount.

(m) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government, or colony, or dependency thereof.

(n) To act as agent, factor, or consignee, for any person, firm or corporation, and to carry out all or any of the objects and purposes herein specified, as principal, factor, agent, contractor, consignee, or otherwise.

(o) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interests of the corporation or to enhance the valuation of its property.

(p) To have, exercise, and enjoy all the powers or privileges now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all powers and privileges granted to corporations by Section 30-114 of the Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, or carrying into effect any and all of the aforesaid objects and purposes.

(q) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory, or colony of the United States, the District of Columbia, or any foreign country, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in company with others, and at its option to have one or more offices or places of business outside the State of Idaho, or such offices or places of business as it desires in said state, in addition to its registered and principal place of business.

(r) All the foregoing provisions of this Article Second are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specified objects and powers shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of Idaho now or hereafter existing may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Second of these Articles of Incorporation shall, except as otherwise provided, in no way be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article contained, or in any other provision of these Articles of Incorporation.

THIRD

That the location and post office address of the registered office in the State of Idaho is, and shall be, Jerome, Jerome County, Idaho.

FOURTH

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be One Hundred Thousand shares, each of the par value of One Dollar (\$1.00), and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and post office address of each of the incorporators,

and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Amount</u>
Wain Garrett	Rt. 1, Rio Vista Rd. Pocatello, Idaho 83201	1	\$1.00
Alma W. Garrett	Rt. 1, Rio Vista Rd. Pocatello, Idaho 83201	1	1.00
J. Robin Kinsey	Rt. 1, Eagle, Idaho 83616	1	1.00
Ann G. Kinsey	Rt. 1, Eagle, Idaho 83616	1	1.00

SEVENTH

The first Board of Directors shall consist of four directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than two nor more than eleven.


EIGHTH

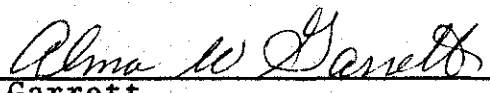
The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

NINTH

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 30th day of September, 1975.


Wain Garrett


Alma W. Garrett

J. Robin Kinsey
J. Robin Kinsey

Ann G. Kinsey
Ann G. Kinsey

STATE OF IDAHO,)
County of Ada.) ss.

On this 9th day of October, 1975, before me, the undersigned Notary Public in and for said State, personally appeared WAIN GARRETT, ALMA W. GARRETT, J. ROBIN KINSEY, and ANN G. KINSEY, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

M.B. Bowler
Notary Public for Idaho
Residence: Boise, Idaho

