



CERTIFICATE OF INCORPORATION
OF

STRAW DISTRIBUTING CO.

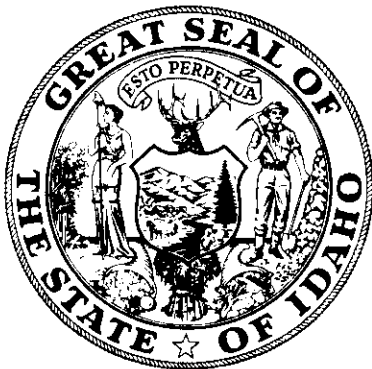
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

STRAW DISTRIBUTING CO.

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 December 20, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE

STRAW DISTRIBUTING CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes herein-after stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is STRAW DISTRIBUTING CO.

SECOND: The purposes and objects for which the corporation is formed are: any and all lawful business, purpose or activity including but not limited to establish, maintain, conduct and operate a retail convenience food marketing distributorship of every kind, nature and description; to purchase, buy, sell, exchange, manufacture, market, export, import, handle, store, distribute and otherwise generally deal in any and all articles of food, food products, groceries, dairy products, and food supplies of all kinds, both at wholesale and retail; and to acquire, construct, establish, maintain, operate or sell or dispose of factories, plants, warehouses, machinery, equipment, markets, stores, depots and gathering and delivery routes and systems for such purposes.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered agent is Charles E. Straw, 3222 Airport Road, Nampa, Idaho 83651.

FIFTH: The amount of capital stock of this corporation shall be and is 50,000 shares of stock of the par value of \$3.00 each, making an aggregate stock of \$150,000.00 which as per Larry Westberg stock shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH: The name and post office address of the incorporators and first Board of Directors and number of shares of each are:

Charles E. Straw 3222 Airport Road Nampa, Idaho 83651	President	1 share
Daniel B. Straw 3222 Airport Road Nampa, Idaho 83651	Vice President	No shares
Shirley M. Straw 3222 Airport Road Nampa, Idaho 83651	Secretary-Treasurer	1 share

SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH: The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws or in accordance with Section 30-139, Idaho Code. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH: Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

ELEVENTH: No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation, any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the corporation who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

TWELFTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders,

represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 11 day of December, 1979.

Charles E. Straw
Charles E. Straw

Shirley M. Straw
Shirley M. Straw

STATE OF IDAHO)
) ss.
County of Ada)

On this 11 day of December, 1979, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Charles E. Straw and Shirley M. Straw, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation of Straw Distributing Co. and they 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.

Paul J. White
Notary Public for Idaho
Residing at Boise, Idaho.