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STATE OF IDAHO

**ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

**ARTICLE I**

The name of the corporation is **TERRY'S BESTWAY FOOD CENTER, INC.**

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of the retail sale to the public of groceries, meat, food products, household items and other goods commonly sold to the public in supermarkets;
- (b) To undertake all other business activities of any kind or nature for which businesses may be lawfully incorporated under the laws of the State of Idaho;
- (c) To do all other things necessary or incidental to the foregoing business purposes.

**ARTICLE IV**

The corporation is authorized to issue one class of shares, in a total amount of 10,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

**ARTICLE V**

The address of the initial registered office of the corporation is **200 N. 1st St., Jerome, Idaho, 83338.**

The name of the initial registered agent at such address is **TERRY L. SALISBURY.**

IDAHO SECRETARY OF STATE

200 N. 1st St., Jerome, Idaho, 83338  
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## ARTICLE VI

The names and addresses of the persons who shall serve as directors of the corporation until the first annual meeting of shareholders are:

TERRY L. SALISBURY - 900 N. Lincoln, Jerome, Idaho 83338  
KATHY SALISBURY - 900 N. Lincoln, Jerome, Idaho 83338

## ARTICLE VII

The name and address of the incorporator is:

TERRY L. SALISBURY - 900 N. Lincoln, Jerome, Idaho 83338

## ARTICLE VIII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.

## ARTICLE IX

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

## ARTICLE X

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 provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 24 day of October, 1997.

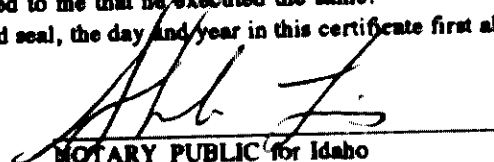
  
TERRY L. SALISBURY

STATE OF IDAHO )

ss:

County of Jerome )

On this 24 day of October, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared TERRY L. SALISBURY, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.  
IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at Jerome, Idaho  
Commission Expires: 3/9/01