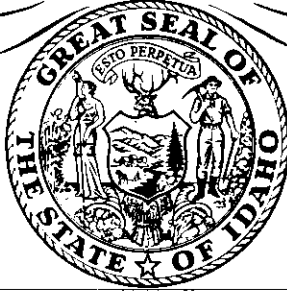


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

REED DRUG STORE, INC.

was filed in the office of the Secretary of State on the **first** day of **September,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **108** 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 **Rigby,** in the County of **Jefferson.**

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 **first** day of **September**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
REED DRUG STORE, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH OF WHOM IS A RESIDENT OF THE UNITED STATES OF AMERICA, OF LEGAL AGE, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND PURSUANT THERETO WE HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE REED DRUG STORE, INC.

ARTICLE II

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED ARE AS FOLLOWS:

(A) TO BUY, SELL, BARTER, EXCHANGE, AND DEAL GENERALLY IN ALL CLASSES OF GOODS, WARES AND MERCHANDISE, AND ARTICLES OF TRADE, BARTER OR EXCHANGE, WHETHER NORMALLY CONSIDERED DRUGS OR ORDINARY GOODS, WARES, MERCHANDISE, ARTICLES OF TRADE, BARTER, AND EXCHANGE OF THE ORDINARY RETAIL MERCHANT; TO PURCHASE, MAINTAIN AND OPERATE RETAIL AND WHOLESALE DRUG STORES; TO MANUFACTURE AND COMPOUND DRUGS, CHEMICALS AND MEDICINES; TO BUY, SELL AT WHOLESALE AND RETAIL, AND TO DEAL IN ALL KINDS OF DRUGS, CHEMICALS, OILS, PAINTS AND PATENT, PROPRIETARY AND OTHER MEDICINES, AND TO CARRY ON A GENERAL MERCHANDISE AND DRUG BUSINESS; TO BUY AND SELL, IMPORT, EXPORT AND DEAL IN AT WHOLESALE AND RETAIL ALL DRUGS, MEDICINES, PAINTS, CHEMICALS, OILS, DYESTUFFS, GLASSWARE, TOILET AND FANCY ARTICLES, FANCY GOODS, DRUGGISTS SUNDRIES, SOAPS, PERFUMERIES, SURGICAL INSTRUMENTS, APPLIANCES AND APPARATUS, PHYSICIANS' AND HOSPITAL SUPPLIES, PHARMACEUTICAL AND GENERAL

MERCHANDISE AND ALL OTHER GOODS AND OTHER ARTICLES PERTAINING TO THE DRUG BUSINESS; TO OPERATE SODA WATER FOUNTAINS; TO SELL ICE CREAM AND OTHER REFRESHMENTS; TO CONDUCT A RESTAURANT, CAFETERIA OR LUNCH COUNTER; TO BUY, SELL, AND DEAL IN CIGARS, CIGARETTES, TOBACCO, CANDIES, TOILET ARTICLES, AND ALL OTHER ARTICLES INCIDENTAL TO THE DRUG BUSINESS; TO FILL PRESCRIPTIONS; TO LEASE STORES; AND TO DO ALL OTHER ACTS AND THINGS IN CONNECTION WITH SUCH BUSINESS.

(B) TO CARRY OUT THE PURPOSES HEREINABOVE SET FORTH IN ANY STATE, TERRITORY, DISTRICT OR POSSESSION OF THE UNITED STATES OR IN ANY FOREIGN COUNTRY, TO THE EXTENT THAT SUCH PURPOSES ARE NOT FORBIDDEN BY THE LAW OF SUCH STATE, TERRITORY, DISTRICT, OR POSSESSION OF THE UNITED STATES, OR BY SUCH FOREIGN COUNTRY; AND, IN THE CASE OF ANY STATE, TERRITORY, DISTRICT OR POSSESSION OF THE UNITED STATES, OR ANY FOREIGN COUNTRY, IN WHICH ONE OR MORE OF SUCH PURPOSES ARE FORBIDDEN BY LAW, TO LIMIT THE PURPOSE OR PURPOSES WHICH THE CORPORATION PROPOSES TO CARRY ON IN SUCH STATE, TERRITORY, DISTRICT, OR POSSESSION OF THE UNITED STATES, OR FOREIGN COUNTRY, TO SUCH PURPOSE OR PURPOSES AS ARE NOT FORBIDDEN BY THE LAW THEREOF IN ANY CERTIFICATE FOR APPLICATION TO DO BUSINESS IN SUCH STATE, TERRITORY, DISTRICT OR POSSESSION OF THE UNITED STATES, OR FOREIGN COUNTRY.

(C) TO HAVE THE CAPACITY TO ACT POSSESSED BY NATURAL PERSONS, BUT TO HAVE AUTHORITY TO PERFORM ONLY SUCH ACTS AS ARE NECESSARY, CONVENIENT OR EXPEDIENT TO ACCOMPLISH THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE.

(D) TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.

(E) TO ACT IN THE STATE OF COLUMBIA AND IN ANY STATE, TERRITORY, DISTRICT OR POSSESSION OF THE UNITED STATES, OR IN ANY FOREIGN COUNTRY IN THE CAPACITY OF AGENT OR REPRESENTATIVE FOR ANY INDIVIDUAL, ASSOCIATION, CORPORATION, OR OTHER LEGAL ENTITY, RESPECTING ANY BUSINESS, THE PURPOSE OF WHICH IS SIMILAR TO THE

PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE.

(F) TO ACQUIRE (BY PURCHASE, EXCHANGE, LEASE, HIRE OR OTHERWISE), HOLD, OWN, IMPROVE, MANAGE, OPERATE, LET AS LESSOR, SELL, CONVEY OR MORTGAGE, EITHER ALONE OR IN CONJUNCTION WITH OTHERS, REAL ESTATE OF EVERY KIND, CHARACTER AND DESCRIPTION WHATSOEVER AND WHERESOEVER SITUATED, AND ANY INTEREST THEREIN.

(G) TO ACQUIRE (BY PURCHASE, EXCHANGE, LEASE, HIRE OR OTHERWISE), HOLD, OWN, MANAGE, OPERATE, MORTGAGE, PLEDGE, HYPOTHECATE, EXCHANGE, SELL, DEAL IN AND DISPOSE OF, EITHER ALONE OR IN CONJUNCTION WITH OTHERS, PERSONAL PROPERTY AND COMMODITIES OF EVERY KIND, CHARACTER AND DESCRIPTION WHATSOEVER AND WHERESOEVER SITUATED, AND ANY INTEREST THEREIN.

(H) TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH SHARES OR OTHER INTERESTS IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF.

(I) TO PURCHASE, TAKE, RECEIVE, OR OTHERWISE ACQUIRE, HOLD, OWN, PLEDGE, TRANSFER, OR OTHERWISE DISPOSE OF THE SHARES OF THE CORPORATION, BUT IT SHALL NOT PURCHASE, EITHER DIRECTLY OR INDIRECTLY, ITS OWN SHARES EXCEPT OUT OF ITS EARNED SURPLUS, OR, WITH THE AFFIRMATIVE VOTE OF THE HOLDERS OF AT LEAST TWO-THIRDS OF ALL SHARES ENTITLED TO VOTE THEREON, OUT OF ITS CAPITAL SURPLUS, EXCEPT AS OTHERWISE PERMITTED BY THE ACT, OR BY OTHER LAW, OR BY THESE ARTICLES OF INCORPORATION.

(J) TO ACQUIRE (BY APPLICATION, ASSIGNMENT, PURCHASE, EXCHANGE, LEASE, HIRE OR OTHERWISE), HOLD, OWN, USE, LICENSE, LEASE, SELL, CONVEY OR MORTGAGE, EITHER ALONE OR IN CONJUNCTION WITH

OTHERS, THE ABSOLUTE OR ANY PARTIAL OR QUALIFIED INTEREST IN AND TO CHARTERS, FRANCHISES, LICENSES, PERMITS, WHETHER INDETERMINATE OR OTHERWISE, CERTIFICATES OF CONVENIENCE AND NECESSITY, CERTIFICATES OF AUTHORITY, MEMBERSHIPS, SEATS ON COMMODITY AND OTHER EXCHANGES, AND OTHER AUTHORIZATIONS, NECESSARY LAWFULLY TO ACCOMPLISH THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE, INCLUDING BUT WITHOUT LIMITING THE GENERALITY THEREOF, AUTHORIZATIONS, AND LICENSES TO CONDUCT PUBLIC WAREHOUSES FOR COMMODITIES, OR OTHER PERSONAL PROPERTY OF ALL KINDS UNDER THE PROVISIONS OF THE FEDERAL WAREHOUSE ACT AND COLUMBIA GENERAL WAREHOUSE ACT.

(K) TO ACQUIRE (BY APPLICATION, ASSIGNMENT, PURCHASE, EXCHANGE, LEASE, HIRE OR OTHERWISE), HOLD, OWN, USE, LICENSE, LEASE AND SELL, EITHER ALONE OR IN CONJUNCTION WITH OTHERS, THE ABSOLUTE OR ANY PARTIAL OR QUALIFIED INTEREST IN AND TO INVENTIONS, IMPROVEMENTS, LETTERS, PATENT AND APPLICATIONS THEREFOR, LICENSES, FORMULAS, PRIVILEGES, PROCESSES, COPYRIGHTS AND APPLICATIONS THEREFOR, TRADEMARKS AND APPLICATIONS THEREFOR, AND TRADE NAMES AND APPLICATIONS THEREFOR.

(L) TO ACQUIRE (BY PURCHASE, EXCHANGE, LEASE, HIRE OR OTHERWISE), HOLD, OWN, USE, ASSIGN, LEASE, SELL, CONVEY OR MORTGAGE, EITHER ALONE OR IN CONJUNCTION WITH OTHERS, THE RIGHTS, PROPERTY, AND BUSINESS OF ANY PERSON, ENTITY, PARTNERSHIP, ASSOCIATION, OR CORPORATION HERETOFORE OR HEREAFTER ENGAGED IN ANY BUSINESS, THE PURPOSE OF WHICH IS SIMILAR TO THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE.

(M) TO ENTER INTO ANY LAWFUL ARRANGEMENT FOR SHARING PROFITS, UNION OF INTEREST, RECIPROCAL ASSOCIATION, OR CO-OPERATIVE ASSOCIATION WITH ANY CORPORATION, ASSOCIATION, PARTNERSHIP, INDIVIDUAL, OR OTHER LEGAL ENTITY, FOR THE CARRYING ON OF ANY BUSINESS, THE PURPOSE OF WHICH IS SIMILAR TO THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE, AND TO ENTER INTO

ANY GENERAL OR LIMITED PARTNERSHIP, THE PURPOSE OF WHICH IS SIMILAR TO SUCH PURPOSES.

(N) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT, OR CANCEL AND RESCIND, CONTRACTS FOR ANY LAWFUL PURPOSES PERTAINING TO ITS BUSINESS.

(O) TO MAKE ANY GUARANTY RESPECTING STOCKS, DIVIDENDS, SECURITIES, INDEBTEDNESS, INTEREST, CONTRACTS OR OTHER OBLIGATIONS CREATED BY ANY INDIVIDUAL, PARTNERSHIP, ASSOCIATION, CORPORATION, OR OTHER ENTITY, TO THE EXTENT THAT SUCH GUARANTY IS MADE IN PURSUANCE OF THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE.

(P) TO BORROW OR RAISE MONEYS FOR ANY OF THE PURPOSES OF THE CORPORATION SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE, AND, FROM TIME TO TIME, WITHOUT LIMIT AS TO AMOUNT: TO EXECUTE, ACCEPT, ENDORSE, AND DELIVER, AS EVIDENCE OF SUCH BORROWING, ALL KINDS OF SECURITIES, INCLUDING, BUT WITHOUT LIMITING THE GENERALITY THEREOF, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES AND OTHER NEGOTIABLE OR NON-NEGOTIABLE INSTRUMENTS AND EVIDENCES OF INDEBTEDNESS; AND TO SECURE THE PAYMENT AND FULL PERFORMANCE OF SUCH SECURITIES BY MORTGAGE ON, OR PLEDGE, CONVEYANCE, OR ASSIGNMENT IN TRUST OF, THE WHOLE, OR ANY PART, OF THE ASSETS OF THE CORPORATION, REAL, PERSONAL, OR MIXED, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED.

(Q) TO LEND MONEY FOR ANY OF THE PURPOSES SET FORTH IN SUB-PARAGRAPH (A) OF THIS ARTICLE, INVEST ITS FUNDS FROM TIME TO TIME, AND TO TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LEANED OR INVESTED; BUT TO MAKE NO LOANS SECURED BY THE SHARES OF THE CORPORATION.

(R) TO LEND MONEY TO, AND OTHERWISE ASSIST, ITS EMPLOYEES, OTHER THAN ITS OFFICERS AND DIRECTORS; BUT TO MAKE NO LOANS SECURED BY THE SHARES OF THE CORPORATION.

(S) TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES; AND IN TIME OF WAR TO MAKE DONATIONS IN AID OF WAR ACTIVITIES.

(T) THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR, OFFICER OR EMPLOYEE, OR FORMER DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION, OR ANY PERSON WHO MAY HAVE SERVED AT ITS REQUEST AS A DIRECTOR, OFFICER, OR EMPLOYEE OF ANOTHER CORPORATION IN WHICH IT OWNS SHARES OF CAPITAL STOCK, OR OF WHICH IT IS A CREDITORS, AGAINST EXPENSES ACTUALLY AND NECESSARILY INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE IS MADE A PARTY BY REASON OF BEING OR HAVING BEEN SUCH DIRECTOR, OFFICER, OR EMPLOYEE, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE SHALL BE ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY. THE CORPORATION MAY ALSO REIMBURSE TO ANY DIRECTOR, OFFICER, OR EMPLOYEE THE REASONABLE COSTS OF SETTLEMENT OF ANY SUCH ACTION, SUIT OR PROCEEDING, IF IT SHALL BE FOUND BY A MAJORITY OF A COMMITTEE COMPOSED OF THE DIRECTORS NOT INVOLVED IN THE MATTER IN CONTROVERSY (WHETHER OR NOT A QUORUM) THAT IT WAS TO THE INTERESTS OF THE CORPORATION THAT SUCH SETTLEMENT BE MADE AND THAT SUCH DIRECTOR, OFFICER, OR EMPLOYEE, WAS NOT GUILTY OF NEGLIGENCE OR MISCONDUCT. SUCH RIGHTS OF INDEMNIFICATION AND REIMBURSEMENT SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH DIRECTOR, OFFICER, OR EMPLOYEE MAY BE ENTITLED UNDER ANY BE-LAW, AGREEMENT, VOTE OF SHAREHOLDERS, OR OTHERWISE.

(U) TO HAVE AND EXERCISE ALL POWERS NECESSARY FOR CONVENIENT TO EFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED.

ARTICLE III

THE REGISTERED OFFICE OF THIS CORPORATION AND THE PRINCIPAL PLACE FOR THE TRANSACTION OF ITS BUSINESS IS HEREBY DESIGNATED AS RIGBY, JEFFERSON COUNTY, IDAHO.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, DIVIDED INTO ONE THOUSAND (1,000) SHARES OF COMMON CAPITAL STOCK WITH EQUAL VOTING RIGHTS OF THE PAR VALUE OF ONE HUNDRED (\$100.00) DOLLARS EACH.

SUCH STOCK IS AND SHALL REMAIN NON-ASSESSABLE.

ARTICLE VI

THE PRIVATE PROPERTY OF THE STOCK HOLDERS OF THIS CORPORATION SHALL NOT BE SUBJECT TO THE PAYMENT OF CORPORATION DEBTS TO ANY EXTENT, WHATSOEVER.

ARTICLE VII

THE AMOUNT OF CAPITAL STOCK ACTUALLY SUBSCRIBED BY THE PERSONS WHOSE RESIDENCES ARE HEREINAFTER SET FORTH APPEAR OPPOSITE THE NAMES OF THE SAID PERSONS, AS FOLLOWS, TO-WIT:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK SUBSCRIBED</u>
H. D. REED	RIGBY, IDAHO	ONE (1) SHARE
ZETTA REED	RIGBY, IDAHO	ONE (1) SHARE
MARGARET BONHAM	16572 SOUTHEAST FRANKLIN PORTLAND 36, OREGON	ONE (1) SHARE

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS ON TRIPLICATE ORIGINALS THIS 30TH DAY OF JUNE, 1959.

Henry D. Reed

Zetta Reed


Margaret Bonham

STATE OF IDAHO
COUNTY OF JEFFERSON

SS

ON THIS 31st DAY OF August, 1959, BEFORE THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED H. W. REED AND ETTA REED, HUSBAND AND WIFE, AND MARGARET BONHAM, KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE DAY AND YEAR FIRST ABOVE WRITTEN.


NOTARY PUBLIC IN AND FOR THE STATE
OF IDAHO, RESIDING AT BIGEY, IDAHO
MY COMMISSION EXPIRES: 3-26-62