



CERTIFICATE OF INCORPORATION
OF

L. J. THORNTON, INC.

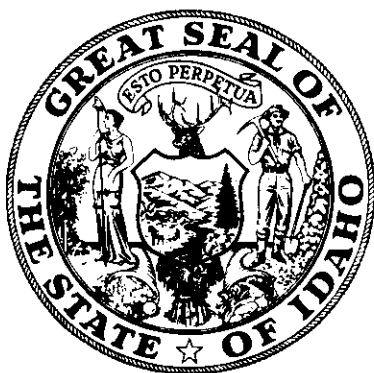
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

L. J. THORNTON, INC.

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 July 28, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

L. J. THORNTON, INC
ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES WITH THE OBJECT OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND CERTIFY AS FOLLOWS:

- 1) THE NAME OF THIS CORPORATION SHALL BE: L. J. THORNTON, INC.
- 2) THE BUSINESS IN WHICH THIS CORPORATION SHALL BE ENGAGED IS
GENERAL TRUCKING AND FREIGHT HAULING
- 3) TO CONDUCT ITS BUSINESS, THIS CORPORATION SHALL BE ENDOWED WITH THE FOLLOWING POWERS:
 - A) TO BORROW MONEY AS NECESSARY FOR OPERATIONS,
 - B) TO CONTRACT, BE A PARTNER IN BUSINESS VENTURES, TO ACQUIRE AND DEAL IN ITS OWN STOCK, SHOULD THE NECESSITY ARISE,
 - C) TO ACQUIRE OTHER BUSINESSES, EITHER BY PURCHASE WITH CASH, SECURITIES, NOTES, OR OTHER ASSETS, OR THROUGH MERGER OR OTHER COMBINATION,
 - D) TO DEAL IN, PURCHASE, LEASE, OR SELL PERSONAL PROPERTY AND EQUIPMENT,
 - E) TO MORTGAGE, PURCHASE, LEASE, OR SELL, OR OTHERWISE DEAL IN REAL PROPERTY FOR ALL PURPOSES,
 - F) TO APPLY FOR OR PURCHASE PATENTS, TRADEMARKS, TRADENAMES, OR OTHER INTANGIBLE OBJECTS THAT MAY BE REQUIRED FOR THE ORDINARY CONDUCT OF BUSINESS,
 - G) TO CARRY ON ANY OTHER LAWFUL BUSINESS OR ENGAGE IN ANY OTHER ACTIVITY PERMISSIBLE UNDER THE LAWS OF THE STATE OF IDAHO.

- 6) THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE
LOCATED AT THE FOLLOWING ADDRESS:

AND THE INITIAL REGISTERED AGENT AT THIS ADDRESS SHALL BE

7) THE BOARD OF DIRECTORS SHALL BE THE FOLLOWING PERSONS:

BILLIE J. THORNTON SAME AS ABOVE

- BILLIE J. THORNTON SAME AS ABOVE

IN WITNESS WHEREOF, WE, THE INCORPORATORS, HEREBY AFFIX OUR HANDS
AND SEALS, THIS 10 DAY OF July 1981.

Belle J. Thornton
Lloyd J. Thornton

THE ABOVE PERSONS PERSONALLY APPEARED BEFORE ME, AND SUBSCRIBED TO
THIS DOCUMENT IN MY PRESENCE ON THIS 10th DAY OF July,
1981.

NOTARY SEAL

Susan K. Pollard

NOTARY PUBLIC, RESIDING AT Jurn

Falls, IDAHO

State of Idaho

Office of the Secretary of State

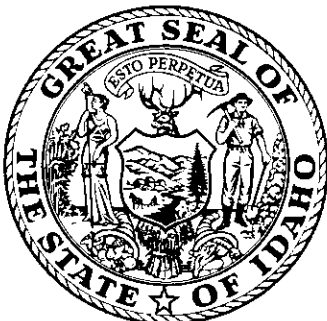
**CERTIFICATE OF AUTHORITY
OF
BROOKSHIRE GROCERY COMPANY**

File Number C 150121

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 22 July 2003



Ben Yursa

SECRETARY OF STATE

By *Colli Damewall*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
03 JUL 22 AM 10:43
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Brookshire Grocery Company

2. The name which it shall use in Idaho is: Brookshire Grocery Company

3. It is incorporated under the laws of: Texas

4. Its date of incorporation is: 06/30/1953

5. The address of its principal office is:

1600 S.W. Loop 323, P.O. Box 1411, Tyler, TX 75710

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

and its registered agent in Idaho at that address is: C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>see attached</u>		

Dated: 7/11/2003

Signature: Marvin S. Massey, Jr.

Typed Name: Marvin S. Massey, Jr.

Capacity: Executive Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

0150121
IDAHO SECRETARY OF STATE
07/22/2003 05:00
CK: 89736 CT: 20168 BH: 692338
1 @ 100.00 = 100.00 AUTH PRO # 2

BROOKSHIRE GROCERY COMPANY-CORPORATE OFFICERS, DIRECTORS

DIRECTORS

Bruce Glenn Brookshire	Chairman of the Board
Bruce Tim Brookshire	President-Human Resources and Financial Group*
Bradley Wood Brookshire	President-Corporate Development*
Britton Parker Brookshire	President-Retail Operations*
Mark Howard Brookshire	President-Marketing*
Marvin Suttles Massey, Jr.	Executive Vice President-CFO, Secretary/Treasurer

**Presidents rotate as Vice Chairman of the Board annually.*

CORPORATE OFFICERS

Ronnie Horton	Executive Vice President-Director Retail Operations
Louis Mathis	Senior Vice President-Super 1 Foods Division
James Randall Duke	Senior Vice President-Eastern Division
John Redd Penn	Senior vice President-Western Division
Johnny David Skelton	Senior Vice President-Director Perishable Operations
Rick Rayford	Senior Vice President-Distribution
Richard Eugene Ellis	Senior Vice President-Procurement
Frederic Reagan Calvert, Jr.	Senior Vice President-Manufacturing
Hugh Erwin Kirksey	Vice President-Tyler Distribution
James Gregory Nordyke	Vice President-Transportation/Fuel Services
David Lavelle Dupree	Vice President-Produce & Floral Procurement
John Broderhausen	Vice President-Real Estate
Jerry Wayne Sherrill	Vice President-Construction
Jimmie Don Cousineau	Vice President-Pharmacy
Kenny Mark Holt	Vice President-Human Resources
Sheri Lou Satterwhite	Vice President-Risk Management
Nathan Williamson	Vice President-Corporate Taxation
Roger L. Story	Vice President-Merchandising/Ole Foods
Gary R. Butler	Vice President-Chef Information Officer
Rebecca Sanders	Vice President-Marketing
Evan Grover Nielsen	Vice President-Advertising
Timothy B. King	Vice President-Controller
Linda M. Wiggins	Vice President-Director Deli/Bakery Operations
Peter A. Leung	Vice President-Perishable Operations
Gary Wayne Roberts	Vice President-District 1
Jerry Nick	Vice President-District 2
Brian Johnson	Vice President-District 6
Guy Kenneth Green	Vice President-District 7
Kevin Paul Santone	Vice President-Director or Marketing/Super 1 Foods
William Ellwood Aiken	Vice President-District 10

*Corporate Address of Officers/Directors:
1600 WSW Loop 323, Tyler, Texas 75701*



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for BROOKSHIRE GROCERY COMPANY (filing number: 11568300), a Domestic Business Corporation, was filed in this office on June 30, 1953.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 16, 2003.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State