

# State of Idaho

## Department of State

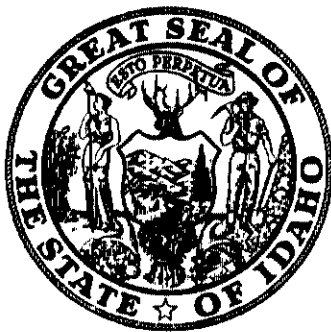
### CERTIFICATE OF INCORPORATION OF

DISCOUNT FOODS, 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 the above named corporation, 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: June 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

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SEC. OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
Discount Foods, Inc.**

WE, THE UNDERSIGNED, incorporators, desiring to form a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE I**

The name of the corporation is Discount Foods, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purposes for which this corporation is organized are:

A. To engage in, operate, conduct, manage, maintain and carry on a retail and wholesale business and to buy, sell, lease, develop, manufacture, maintain and operate any assets and supplies necessary to deal therein at either retail or wholesale.

B. To engage in any lawful businesses for which corporations may be organized under the Idaho Business Corporation Act.

C. To conduct business in Idaho, other states, District of Columbia, Territories and Colonies of the United States and in foreign countries and to have one or more offices and places of business within and without of this State; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situated within or without the State of Idaho.

D. To buy, sell, lease or otherwise acquire or dispose of licenses, franchises, patents, corporations and other personal property as is deemed necessary to carry on the purposes of the corporation.

E. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general 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 to do any act which corporations formed under the laws of Idaho now or hereafter existing, that at the time may not lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these articles of incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference from the terms of any other clause of paragraph of this article of incorporation; and it is the

**ARTICLES OF INCORPORATION 1**

intention that the purposes, objects and powers specified in these articles of incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE IV

A. The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 each. All stock shall have both voting rights and rights of ownership on an equal basis per share. Before any shares of the corporations stock may be sold or transferred by any of its members or shareholders for any reason, as more fully provided in the Bylaws, the corporation itself must be given a thirty-day (30) written option to repurchase the stock; provided, however, that should the corporation not desire to repurchase any stock to be sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day (30) written option to purchase said stock after receipt of said notice that the corporation will not repurchase said stock itself. The stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

B. The capital stock of the corporation shall not be assessable except as agreed by a two-thirds (2/3) majority vote of all the outstanding shares of the corporation.

C. Cumulative voting of shares of stock is authorized.

D. The corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) have been received by it as consideration for issuance of shares.

#### ARTICLE V

The corporate powers shall be vested in and be exercised by a Board of Directors which shall consist of not less than one (1) nor more than five (5) directors, as may be fixed from time to time by the BY LAWS. The directors shall be elected at the annual meeting of the stockholders to be held within or without the State of Idaho at such time and at such places as the BY LAWS may provide. Each director shall hold office until his successor shall have been elected and qualified. The Board of Directors shall hold meetings at such times and places as a majority may from time to time appoint by written notice from the Board of Directors or as may be authorized by Chapter 1, Title 30, Idaho Code, or by the BY LAWS of the corporation. The Board of Directors shall have power to determine the character and value of any non-cash consideration for which shares of the corporation shall be issued. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Fred David Baker  
Colene Baker

1430 Alameda Avenue Idaho Falls, ID  
1430 Alameda Avenue Idaho Falls, ID

#### ARTICLE VI

The address of the initial registered office of the corporation is 1430 Alameda Avenue, Idaho Falls, Idaho 83401, and the name of its initial registered agent is Fred David Baker.

#### ARTICLE VII

The address of the principal place of business is 1430 Alameda Avenue, Idaho Falls, Idaho 83401.

#### ARTICLE VIII

The initial BY LAWS of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend BY LAWS and adopt new BY LAWS is hereby conferred upon the directors as well as the shareholders, to be exercised by such vote of such 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.

#### ARTICLE IX

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the 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 by any firm of which said directors may be a member may be 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 have been disclosed to the Board of Directors or a majority thereof: and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such corporation or so interested.

#### ARTICLE X

The names, addresses, and number of shares subscribed by the incorporators are as follows:

Fred David Baker	1430 Alameda Avenue Idaho Falls, ID 83401	99 Shares
Colene Baker	1430 Alameda Avenue Idaho Falls, ID 83401	1 Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of June, 1993.

Fred David Baker  
Fred David Baker

Colene Baker  
Colene Baker

STATE OF IDAHO

County of Bonneville }

On this 25<sup>th</sup> day of June, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Fred David Baker and Colene Baker, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that they had read the same, understood the contents thereof; the legal effect thereof; and that they had executed the same of their own free will and choice.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Vickie L. Nelson  
NOTARY PUBLIC FOR IDAHO  
Residing at: Idaho Falls

My commission expires: 9-16-97

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