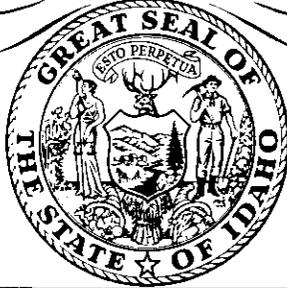


# State of Idaho



## 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

**MODEL MARKET OF BOISE, INC.**

was filed in the office of the Secretary of State on the **Third** day of **November**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Boise** in the County of **Ada**

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 **3rd** day of **November**, A.D., 19 **61**.

Secretary of State.

1 ARTICLES OF INCORPORATION  
2 OF  
3 MODEL MARKET OF BOISE, INC.  
4

5 I.

6 The name of this corporation is: MODEL MARKET OF BOISE,  
7 INC.

8 II.

9 The purposes for which this corporation is formed are:

10 (a) To buy, sell, trade, and deal in, at wholesale and  
11 retail, groceries, provisions, food supplies, wares, vegetables,  
12 produce and other articles and things incidental to a general gro-  
13 cery, vegetable, food supply, poultry, fish, meat, produce and pro-  
14 vision mercantile business.

15 (b) To acquire, own, lease or hold such real and personal  
16 property as may be necessary or convenient for the transaction of  
17 its business.

18 (c) To construct and erect buildings or structures upon  
19 and to improve and maintain any and all real property owned, leased  
20 or held by this corporation; and to equip, improve and generally  
21 operate any and all personal property owned by this corporation.

22 (d) To purchase, hold, sell and transfer the shares of  
23 its own capital stock; provided, it shall not use its funds or  
24 property for the purchase of its own shares of capital stock when  
25 such use would cause any impairment of its capital; and provided  
26 further that the shares of its own capital stock owned by it shall  
27 not be voted upon directly or indirectly.

28 (e) To enter into, make, perform and carry out contracts  
29 of every sort and kind which may be necessary or desirable for  
30 the furtherance of the business of this corporation, with any  
31 persons, firms, corporations, associations, any state, territory,  
32 or municipality of the United States or any foreign country, govern-  
ment or body politic.

(f) To acquire, and hold all or any part of the capital  
stock, assets, or good will of any business, of any person, firm,  
association or corporation engaged in any business in whole or  
in part similar to that of this corporation, consistent with the  
objects and purposes of this corporation, and to hold, utilize and  
in any manner dispose of the whole or any part of the stock, assets,  
good will and rights so acquired and to conduct in any lawful manner  
in whole or in part any business so acquired, and to undertake or  
assume the whole or any part of the obligations or liabilities of  
any person, firm, association or corporation engaged in the business  
so acquired.

(g) To borrow money for any purpose of this corporation,  
without limit as to amount, and to issue bonds, debentures, notes  
or other evidences of indebtedness, secured or unsecured, of this  
corporation for the moneys so borrowed, or in payment for property  
acquired, or for any other objects or purposes of this corporation,  
or in connection with its business; to secure payment of such

1 debentures, notes or other obligations by mortgages or pledges or  
2 other liens upon any or all of the property of this corporation  
wheresoever situated.

3 (h) To carry out all or any part of the foregoing ob-  
4 jects, or purposes as principal or agent, or otherwise, either  
5 alone or in conjunction with any person, association or other corpor-  
6 ation and in any part of the world; and in carrying on its business  
7 and for the purpose of attaining or furthering any of its objects or  
8 purposes, to make and perform such contracts or any kind and descrip-  
tion, to do such acts and such things, and to exercise any and all  
such powers as a natural person could lawfully make, perform, do or  
exercise, provided that the same be not inconsistent with the objects  
or purposes of this corporation, or the statutes of the State of  
Idaho.

9 (i) To conduct its business in all or any of its branches  
10 in the State of Idaho, and in any and all other states, territories,  
11 possessions, colonies and dependencies of the United States of  
12 America and in the District of Columbia, and in any or all foreign  
countries, and to have one or more offices within or outside of  
the State of Idaho.

13 (j) The objects as specified herein shall, except as  
14 otherwise expressed, be in no way limited or restricted by reference  
15 to or inference from the terms of any other clause or paragraph of  
these Articles. The objects, purposes and powers specified in each  
of the clauses or paragraphs in these Articles shall be regarded as  
independent objects, purposes and powers.

16 The foregoing shall be construed as objects and powers  
17 and the enumeration thereof shall not be held to limit or restrain  
18 in any manner the general powers now or hereafter conferred on this  
corporation by the statutes of the State of Idaho.

19 III.

20 The period of existence and the duration of the life of  
21 this corporation shall be perpetual.

22 IV.

23 The location and postoffice address of the registered  
24 office of this corporation in the State of Idaho shall be Boise, in  
the County of Ada, State of Idaho.

25 V.

26 This corporation is authorized to issue one class of  
27 shares of its capital stock to be designated as common stock; the  
28 total number of shares of common stock which this corporation shall  
29 be authorized to issue is 500. The aggregate par value of the  
capital stock of this corporation shall be \$50,000.00; and the par  
value of each of said shares of common stock shall be \$100.00.

30 VI.

31 That the names and postoffice addresses of each of the in-  
32 corporators of this corporation and the number of shares of said  
common capital stock subscribed by each of those incorporators are  
as follows:

1	<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>SHARE SUBSCRIBED</u>
2	John H. Kelly	Caldwell, Idaho	one
	Clyde E. Balding	Caldwell, Idaho	one
3	M. P. Roberts	Nampa, Idaho	one

4 Each of the persons above enumerated as incorporators is  
 5 a natural person over the age of 21 years and is a citizen of the  
 6 United States of America.

7 VII.

8 The capital stock of this corporation shall be non-  
 9 assessable; and the private property of the shareholders of this  
 10 corporation shall not be liable for the debts, obligations or lia-  
 11 bilities of this corporation.

12 VIII.

13 A director of this corporation shall not be required  
 14 to be a holder of any of the shares of the common capital stock of  
 15 the corporation.

16 IN WITNESS WHEREOF, We, the undersigned, for the purpose  
 17 of forming this corporation under the statutes of the State of Idaho,  
 18 have executed these Articles of Incorporation this 3rd day of  
 19 November, 1961.

20 *John H. Kelly*  
 21 John H. Kelly

22 *Clyde E. Balding*  
 23 Clyde E. Balding

24 *M. P. Roberts*  
 25 M. P. Roberts

GIGRAY & BOYD  
 ATTORNEYS AT LAW  
 CALDWELL, IDAHO

26 STATE OF IDAHO )  
 27 County of Canyon ) ss.

28 On this 3rd day of November, 1961, before me, the under-  
 29 signed, a Notary Public in and for said State, personally appeared  
 30 JOHN H. KELLY, CLYDE E. BALDING and M. P. ROBERTS, known to me to be  
 31 the persons whose names are subscribed to the within instrument, and  
 32 acknowledged to me that they executed the same, and I further certify  
 that each of said persons acknowledged that they were over the age  
 of 21 years and were each citizens of the United States of America.

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

*Wm. A. Gray, Jr.*  
 Notary Public for Idaho  
 Residing at Caldwell, Idaho