



## Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that a certified copy of the articles of incorporation of

**THE UNION STORES COMPANY, SAFEWAY SYSTEM**

duly certified by the Recorder of Bingham County, to be a true copy of the original articles on file in his office, was filed in this department on the sixth day of August A. D. One Thousand Nine Hundred and twenty-eight and is duly recorded in Book A-20 of Domestic Corporations, Records of the State of Idaho, and that the said articles contain the statement of facts required by Section 4696 of Idaho Compiled Statutes, to-wit:

FIRST, The name of the Corporation as aforesaid; SECOND, The purpose for which it was formed; THIRD, The place where its principal business is to be transacted; FOURTH, The term for which it is to exist; FIFTH, The number of its directors or trustees; SIXTH, The amount of its capital stock and the number of shares into which it is divided; SEVENTH, The amount of its capital stock actually subscribed and by whom.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a body politic and corporate, by the name stated in the articles, for the term of fifty years.

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 sixth day of August, in the year of our Lord one thousand nine hundred and twenty-eight, and of the Independence of the United States of America the One Hundred and fifty-third.

Secretary of State.

ARTICLES OF INCORPORATION  
OF

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, of which three are bona fide residents of the State of Idaho, and two are bona fide residents of the State of Utah, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify that:

1. The name of this corporation shall be

THE UNION STORES COMPANY  
*Safeway System.*

2. The purposes for which this corporation is formed are as follows: To purchase or trade for and take over, own, control, operate and carry on the business of Hunter Bros. Co., Ltd., now a going concern at Blackfoot, Idaho; to trade its capital stock for the above or any other store, or stores, property or interest therein; to establish, own, operate, control, maintain, carry on said or any other general or special mercantile business, department store, dry goods, groceries, shoes, hardware, stationery, notions or fancy goods; to buy, own, mortgage, sell, trade, acquire, hold, use, manage, improve, maintain, develop, rent, transfer or restrain real estate; to acquire by purchase, subscription, trade, or otherwise, to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, enhancement or improvement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for such purpose; and while owners of any such stock, bonds or other obligations

to exercise all the rights and privileges and powers of ownership thereof; and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock or the principal or interest or both on any bonds or other obligations and the performance of any contracts; to trade for, establish, buy, own, operate, conduct, maintain or control mercantile establishments, department stores, general merchandise stores, special stores, dry goods, hardware, grocery, notions or fancy goods or any kind of general or special stores, chain stores, or otherwise, in any city, town or village in any state or territory permitted by law, and to manage and conduct the same, either as chain stores or individual enterprises; to do any or all of the above acts or things alone or in co-operation with any other corporation or corporations, firm, partnership, joint stock company or individual; to borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind or description; to do everything and anything necessary, suitable or proper for the accomplishment of all or any of the purposes or the attainment of the objects or the furtherance of any of the powers hereinbefore set forth either alone or in association with other corporations, firms or individuals, or incidental or appurtenant to or connected therewith, to the same extent as natural persons could or might; to do any and all things necessary, incidental or proper to carry into effect the foregoing powers, as well as buy, own, trade for, sell mortgage, dispose of, occupy, rent, construct or use buildings of all kinds; it being expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any way the general powers of the company.

3. The principal office and place of business of this corporation shall be at and transacted in the town of Blackfoot, Bingham County, State of Idaho.

4. The period of existence of this corporation shall be fifty

years.

5. The number of its Directors shall be five; the names and residence of the Directors who are appointed for the first year to serve until the election and qualification of such officers are as follows, to-wit:

H. F. Kunter	Idaho Falls, Idaho
W. G. Patrick	Salt Lake City, Utah
Sperry W. Lawson	Salt Lake City, Utah
William Kunter	Shelley, Idaho
W. A. Schultz	Blackfoot, Idaho

6. The Directors of this corporation shall serve for a term of one year and until their successors are elected and qualified. All Directors shall be elected annually at the annual stockholders' meeting of said corporation, which shall be held on the *Last Wednesday of June of Each Year*

7. The amount of the capital stock of this corporation is Twenty Thousand Dollars (\$20,000.00), divided into two hundred (200) shares at the par value of One Hundred Dollars (\$100.00) per share.

8. All the capital stock which has been actually subscribed is Fifteen Thousand Dollars (\$15,000.00), by the following named persons, with the actual subscription by each as follows:

Name	No. of Shares	Par Value
H. F. Kunter	37	\$100.00
Wm. Kunter	23	100.00
August H. Kunter	10	100.00
W. G. Patrick	35	100.00
Sperry W. Lawson	35	100.00
W. A. Schultz	10	100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this  
17 day of July, 1928.

Witness:

*[Signature]*  
*[Signature]*

*[Signature]*  
*[Signature]*  
*[Signature]*

STATE OF IDAHO

County of *Bingham*

ss.

On this *17th* day of July, in the year 1928, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared

*J. H. [Signature]*

personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

*[Signature]*  
Notary Public, residing at *Blackfoot Idaho*

My commission expires *March 1 - 1931*

STATE OF UTAH

County of Salt Lake

ss.

On this 16th day of July in the year 1928, before me, the undersigned, a Notary Public, in and for the State of Utah, personally appeared W. G. Patrick and Sperry W. Lawson, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Salt Lake City, Utah, this 16th day of July, 1928.

*J. E. Nelson*  
Notary Public