

FILED/EFFECTIVE

2002 OCT 23 AM 9:06

**ARTICLES OF INCORPORATION
OF
WADE'S FOODS, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be :

WADE'S FOODS, INC.

**ARTICLE II
EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including without limitation, operating one or more retail grocery stores.

**ARTICLE IV
CAPITALIZATION**

The capital stock of this corporation shall consist of 500,000 shares of common stock, having no par value per share. Each of such shares shall be nonassessable upon receipt of full payment therefor. The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

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The capital stock shall be transferred in accordance with such rules and regulations as may be established from time to time by the Board of Directors and set forth in the bylaws of the corporation. All restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

ARTICLE V REGISTERED OFFICE

The initial registered office of this corporation shall be located at 1234 8th Street, Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Will R. Wade.

ARTICLE VI INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The below named individuals are the incorporators and shall constitute the initial Board of Directors who shall serve as the directors until the first annual meeting of shareholders or until their successors are duly elected and qualified.

Will R. Wade
3614 19th Street
Lewiston ID 83501.


ARTICLE VII LIMITED LIABILITY

The directors and officers of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer to the maximum extent permitted by Idaho statute, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the director's or officer's duty of loyalty to the corporation or its stockholders;
2. For any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For any transaction from which the director or officer derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed this ____ day of October, 2002.

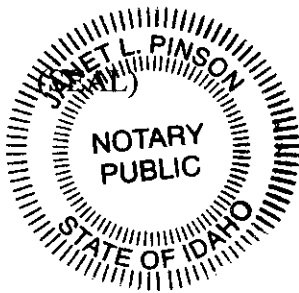
 10.24.2

Will R. Wade

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 24th day of October, 2002, before me, the undersigned, a notary public in and for said state, personally appeared Will R. Wade known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Janet L. Pinson
Notary Public in and for said State,
residing at or employed in Lewiston.
My Commission Expires: 12/12/05