



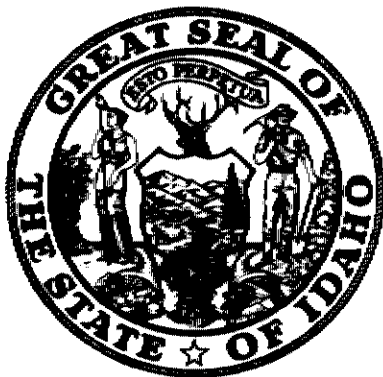
**CERTIFICATE OF INCORPORATION
OF**

R & B HOWELL, 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: **July 25, 1988**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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R & B HOWELL, INC.

The undersigned, acting as incorporators of R & B HOWELL, INC., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is R & B HOWELL, INC..

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(A) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods, meats, fish, sundries and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

(B) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business.

(C) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or

1 are capable of being conveniently used in connection with any
2 of the objects of this corporation, and to enter into, make,
3 perform and carry out contracts of every sort and kind with any
4 person, and to acquire and take over the good will, property,
5 rights, franchises and assets of every kind and the liabilities
6 of any person, firm, association, or corporation, either wholly
7 or in part, and to pay for the same in cash, stocks or bonds of
the corporation, or otherwise.

8 (D) To transact any and all lawful business for
9 which corporations may be incorporated under the Idaho Business
10 Corporation Act.

11 FOURTH: The aggregate number of shares which the
12 corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	25,000	\$1.00	\$25,000.00

14 FIFTH: Provisions denying preemptive rights are:
15 None.

16 SIXTH: Provisions for the regulation of the internal
17 affairs of the corporation are: None.

18 SEVENTH: The address of the initial registered office
19 of the corporation is 729 8th Avenue North, Buhl, Idaho, and
20 the name of the initial registered agent at such address is
Richard L. Howell.

21 EIGHTH: The number of directors constituting the
22 initial board of directors of the corporation is two. This
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number may be changed by the Bylaws of the corporation, and 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:

NAME

ADDRESS

Richard L. Howell

729 8th Avenue North
Buhl, ID 83316

Betti L. Howell

729 8th Avenue North
Buhl, ID 83316

NINTH: The name and address of each incorporator is:

NAME

ADDRESS

Richard L. Howell

729 8th Avenue North
Buhl, ID 83316

Betti L. Howell

729 8th Avenue North
Buhl, ID 83316

DATED this 21st day of July, 1988.


RICHARD L. HOWELL


BETTI L. HOWELL

STATE OF IDAHO)

County of Twin Falls)

) ss.

I, Wm. L. Nungester, a notary public, do hereby certify that on this 21st day of July, 1988, personally appeared before me RICHARD L. HOWELL, who, being by me first duly sworn, declared that he is the President of R & B HOWELL, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public for Idaho


Residing at Buhl, Idaho

1 STATE OF IDAHO)

2 County of Twin Falls)

) ss.

3 I, Wm. L. Nungester, a notary public, do
4 hereby certify that on this 21st day of July, 1988, person-
5 ally appeared before me BETTI L. HOWELL, who, being by me first
6 duly sworn, declared that she is the Secretary of R & B HOWELL,
7 INC., that she signed the foregoing document as Secretary of
8 the corporation, and that the statements therein contained are
9 true.

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Notary Public for Idaho
Residing at Buhl, Idaho