

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, ~~WALTER H. YOUNG~~ **JAS. H. YOUNG**, 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

ALBERTSON'S, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **12th** day of **March, 1957**,

original articles of amendment, as provided by Sections 30-146, 30-147 and 30-148, Idaho Code, amending Article Fifth increasing capital stock to 10,010,000 shares divided into 10,000 shares Preferred at \$100 each and 10,000,000 shares Common at \$1.00 each,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **98** of Record of Domestic Corporations of the State of Idaho,

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **12th** day of **March**, in the year of our Lord one thousand nine hundred **fifty-seven**, and the Independence of the United States of America the One Hundred **Eighty-first**.

Secretary of State

ARTICLES OF AMENDMENT

OF

ALBERTSON'S, INC.

STATE OF IDAHO)
) SS.
COUNTY OF ADA.)

J. A. Albertson and Bertie Estes being separately sworn each upon oath deposes and says: That the said J. A. Albertson is the duly appointed, qualified and acting President, that the said Bertie Estes is the duly appointed, qualified and acting Secretary, that on March 4, 1957, pursuant to call for a meeting of the Stockholders of Albertson's, Inc. issued by the Board of Directors on January 28, 1957 and pursuant to a thirty-day written notice of the time, place and purpose of the meeting given to all of the Stockholders of said corporation, the notice stating among other things the specific purpose being to amend Section "Fifth" of the Articles of Amendment of the said Albertson's, Inc. dated April 21, 1947 by increasing the total number of shares of the stock which the corporation shall have authority to issue to 10,010,000 shares of which 10,000 shares having a par value of \$100.00 and amounting in the aggregate to \$1,000,000 shall be preferred stock, and of which 10,000,000 shares having a par value of \$1.00 each and amounting in the aggregate to \$10,000,000 shall be common stock, and shall not be subject to assessment,

The meeting of the Stockholders of said corporation was duly convened and held, whereas a two-thirds majority of all of the shares of the corporation, issued and outstanding were present and represented; that at the said meeting by resolution duly presented and unanimously adopted by two-thirds majority vote of all the issued and outstanding shares of the said corporation, Section "Fifth" of the Articles of Amendment of Albertson's, Inc., a corporation, was amended to read as follows:

"FIFTH"

"That the total authorized number of par value shares of this corporation shall be 10,010,000 shares of which 10,000 shares having a par value of \$100.00 each and amounting in the aggregate to \$1,000,000 shall be preferred stock and of which 10,000,000 shares at a par value of \$1.00 each, amounting in the aggregate to \$10,000,000 shall be common stock, and shall not be subject to assessment.

"The designations, powers, privileges, rights, qualifications, limitations or restrictions thereof are as follows:

"The Preferred stock shall be entitled to semi-annual dividends at the rate of 6% per annum payable out of the profits before any dividend on common stock is declared. Preferred stock dividend rights shall be cumulative, and preferred stock shall be preferred in dissolution to the extent of the par value thereof and any unpaid dividends that shall have accumulated thereon. After the payment of par and accumulated dividends, the remaining assets of the corporation shall, in the event of dissolution be distributed pro rata among the holders of the common stock. Preferred stock shall not carry any voting rights unless and until four semi-annual payments of dividends shall have been omitted, in the event of which omission, after the lapse of thirty days, such stock shall have voting rights until all accumulated dividends thereon shall have been paid.


"Preferred stock shall have no right of participation in the profits of the corporation beyond the 6% cumulative dividend allotted to it. The surplus profits shall belong to the holders of the common stock. The directors may at any time, and from time to time, distribute in the form of dividends to holders of the common stock, such portion of such surplus as may be determined by the Board of Directors.


"The preferred stock is subject to redemption at any time in whole or in part at \$105.00 per share, plus accrued dividends. When the directors by resolution determine to retire any portion of said preferred stock less than the amount then outstanding they may in said resolution also select any particular share or shares of stock thus to be retired. In the event of the failure to deliver stock for cancellation upon notice by registered mail, the corporation may deposit the sum required for retirement in any bank to be turned over to such stockholder upon delivery of his stock for cancellation, and the right to dividends shall cease from the time of the giving of such notice by registered mail.

"Each and every holder of preferred stock, by acceptance of his Certificate therefor, irrevocably waives and releases any and all right to subscribe to any common stock of the company, and consents to the issue and disposition of such common stock to such persons and upon such terms and conditions as the Board of Directors may from time to time fix and determine."

All of which appears upon and is of record in the Minutes of said meeting duly recorded in the Minute Book of said corporation.

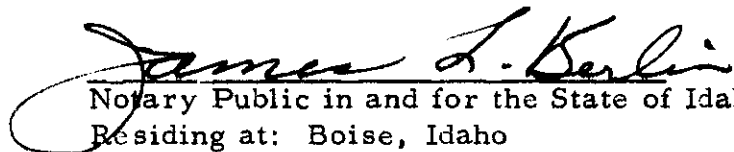
Signed in triplicate this 9th day of March, 1957.



President


Secretary

The triplicate originals are subscribed and sworn to before me this 9th day of March, 1957.



Notary Public in and for the State of Idaho
Residing at: Boise, Idaho