

CERTIFICATE OF AMENDMENT TO ARTICLE SIX
OF THE ARTICLES OF INCORPORATION OF THE DAVIDSON
GROCERY COMPANY.

The Davidson Grocery Company, a corporation incorporated under the laws of the State of Idaho, by its President and its Acting Secretary do hereby certify:

First. That the Davidson Grocery Company was incorporated under the laws of the State of Idaho on the 27th. day of July, 1903, with its principal office and place of business at Boise, County of Ada, State of Idaho.

Second. That the original amount of the capital stock of said corporation was \$100,000.00 divided into 1000 shares of the par value of \$100.00 each, but thereafter, to-wit, on the 15th. day of July, 1907, by an amendment to its Articles of Incorporation the said capital stock was increased to \$250,000.00 divided into 2500 shares of the par value of \$100.00 each, and thereafter to-wit, on the 2nd. day of January, 1914 by an amendment to its Articles of Incorporation, the said capital stock was further increased to \$350,000.00 divided into 3500 shares of the par value of \$100.00 each.

Third. That the Board of Directors of the said Davidson Grocery Company, at a meeting duly called and held at the office of the company in Boise, County of Ada, State of Idaho, on the 25th. day of July, 1919, passed a resolution by a majority vote of the Directors of said corporation, authorizing and directing a special meeting of the stockholders of said corporation to be convened and held on the 8th. day of September, 1919 at 10 o'clock A. M. of said day for the purpose of considering, acting and voting upon an increase in the capital stock of said company from \$350,000.00, divided into 3500 shares of the par

value of \$100.00 a share to \$600,000.00 divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, and amending the Sixth Article of the Articles of Incorporation of said Davidson Grocery Company to correspond thereto.

Fourth. That a copy of the resolution of the Board of Directors authorizing said meeting is as follows, to-wit:

"RESOLVED, That the Secretary of this company, be and he is hereby, authorized and instructed to call a special meeting of the stockholders of the company to be held at the office of the company, 13th. and Front Sts., Boise, Idaho, on Monday the 8th. day of September, 1919, at the hour of 10 o'clock in the morning of said day, for the purpose of considering, acting and voting upon an amendment of the Articles of Incorporation of the company, so as to increase the Capital Stock of said Davidson Grocery Company from \$350,000.00, divided into 3500 shares of the par value of \$100.00 each, to \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each. And he is hereby further instructed to give notice of said meeting by publication of notice of same in the Idaho Sunday Statesman once a week for at least thirty days."

Fifth. That thereafter due and proper notice, a copy of which said notice marked "Exhibit A" is hereto attached and made a part hereof, of said meeting of the stockholders to be held on the 8th. day of September, 1919, was duly and regularly served in the manner as provided by law by publication of said notice in the Idaho Sunday Statesman, a weekly newspaper of general circulation published and printed in Boise, County of Ada, State of Idaho, the place where the principal office and place of business of the Davidson Grocery Company is located, once a week for a period of more than thirty days,

as is shown by the affidavit of R. S. Adams, the chief clerk of the Statesman Printing Company, publisher of the said Idaho Sunday Statesman, a copy of which said affidavit marked "Exhibit B" is hereto attached and made a part hereof. Said notice stated the time and place of said meeting and stated the purpose of said meeting was to consider, vote and act upon an amendment of the Articles of Incorporation of said company, so as to increase the capital stock of said Davidson Grocery Company from \$350,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each to \$600,000.00 divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each.

Sixth. That thereafter pursuant to said resolution and notice, on Monday the 8th. day of September, 1919, at 10 o'clock A. M. of said day at the office of the company, situated on the corner of 15th. and Front Streets in the City of Boise, County of Ada, State of Idaho, a special meeting of the stockholders of said corporation was held. That at said meeting stockholders owning 2432 shares of capital stock of said Davidson Grocery Company were present in person or represented by proxy, and that 2432 shares of capital stock being more than two-thirds of the entire capital stock of said Davidson Grocery Company was voted in favor of increasing the capital stock from \$350,000.00 divided into 3500 shares of the par value of \$100.00 each to \$600,000.00 divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each, and in relation thereto, the following resolution was adopted by the same vote, to-wit, 2432 shares of capital stock, being more than

two-thirds of the entire capital stock of said company voting for the adoption of said resolution and no shares of capital stock were voted against the adoption of said resolution;

"BE IT RESOLVED BY THE STOCKHOLDERS OF THE DAVIDSON GROCERY COMPANY,

That the capital stock of the said Davidson Grocery Company be increased from \$550,000.00, divided into 3500 shares of the par value of \$100.00 each, to \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each;

That the owners or holders of said Preferred Stock shall be entitled to receive dividends at the rate of seven per cent per annum upon the par value of said Preferred Stock, payable semi-annually, in installments of three and one-half per cent each, on the fifteenth days of January and July in each year, at the office of the company in Boise, Idaho, out of the earnings of said company in preference to any dividends upon the common stock, and said dividends shall be cumulative so that any deficiency in the dividends to be paid on said Preferred Stock in any year shall be made good out of the earnings of subsequent years before any dividends shall be paid upon the Common Stock. Such Preferred Stock shall not, however, be entitled to participate in any other or additional earnings or profits, but shall be entitled to be repaid in full upon any distribution of the assets of said corporation in the event of insolvency or dissolution. The Davidson Grocery Company, its successors and assigns, shall possess the right to redeem said Preferred Stock, or any part thereof, at any time after five years from the 8th. day of September, 1919, at \$100.00 per share, together with any accrued unpaid portion of the seven per cent income at the

time of redemption, and upon such payment the owners shall duly assign and surrender all certificates of said Preferred Stock. The holders of said Preferred Stock shall possess no voting rights or right of representation on the Board of Directors or the official Board of the corporation and shall waive the benefit of all statutes, now in force and that shall hereafter be in force, conferring privileges on shareholders or holders of Preferred Stock of corporation; contrary to the Spirit and intent of these conditions;

BE IT FURTHER RESOLVED, That the Articles of Incorporation of this company heretofore filed in the office of the Secretary of the State of Idaho and the Recorder of Ada County, State of Idaho, be amended to read as follows:

Sixth.

That the amount of authorized capital stock of this corporation shall be \$600,000.00 divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each; that said Preferred Stock be issued under all the terms, restrictions, conditions and limitations provided in the resolution authorizing its issue.

BE IT FURTHER RESOLVED, That the President of the company, acting as Chairman of this meeting, and the acting Secretary of this meeting, and a majority of ~~the~~ ^{the} Board of Directors be, and they are hereby authorized, empowered and directed to cause a proper certificate of amendment of the Articles of Incorporation to be prepared, executed and filed in accordance with this resolution and with the provisions of Section 2773 of the Compiled Laws of Idaho.

IN WITNESS WHEREOF, The Davidson Grocery Company has caused these presents and this certificate to be signed by its President and acting Secretary, who acted as Chairman

and Secretary respectively of said meeting of the stockholders, at which said proceedings were had, and a majority of the Board of Directors of said company have hereunto subscribed their names, executing this certificate in duplicate this 17th day of September, 1919.

ATTEST:

Robert Davidson
Acting Secretary.

DAVIDSON GROCERY COMPANY,

By R M Davidson
Its President and Chairman of the meeting.

R M Davidson
Its President and Chairman of the meeting.

Robert Davidson
Its Acting Secretary and Secretary of the meeting.

R M Davidson

Robert Davidson

Harry R. Seckel
Majority of Board of Directors of the Davidson Grocery Company.

STATE OF IDAHO)
COUNTY OF ADA) ss.

R. M. DAVIDSON and ROBERT DAVIDSON, being first duly sworn, according to law, each for himself and not one for the other, deposes and says: That he is the President and Acting Secretary, respectively, of the Davidson Grocery company, and that he acted as Chairman and Secretary respectively of the special meeting of the stockholders of said corporation, held on the 8th. day of September, 1919, at 10 o'clock A. M. of said day at the office of the company in Boise, County of Ada, State of Idaho, referred to in the above and foregoing certificate; that the statements contained in the foregoing certificate are true and correct; that said meeting was called by a majority of all the Directors of said company; that notice of said

meeting was given by publication thereof ~~and was~~ in the Idaho Sunday Statesman, a weekly newspaper of general circulation, published in Boise, County of Ada, State of Idaho, the place where the principal office and place of business of said corporation is located, once a week for more than thirty days preceding the time of said meeting; that said notice contained the time and place of said meeting and announced that the object of said meeting was to consider the increase of the capital stock of said company from \$350,000.00 divided into 3500 shares of the par value of \$100.00 each, to \$600,000.00, divided into 3500 shares of Common Stock of the par value of \$100.00 each and 2500 shares of Preferred Stock of the par value of \$100.00 each; that at the said meeting stockholders representing 2452 shares of capital stock of said corporation were represented in person or by proxy; that 2452 shares of capital stock of said company, being more than two-thirds of the entire capital stock of said corporation voted to adopt said resolution and to increase the capital stock as above stated and set out in the foregoing certificate and that no shares of the capital stock voted against said resolution; that R. M. Davidson, Robert Davidson, and Harry R. Seckel, who subscribed to the foregoing certificate as Directors of the Davidson Grocery Company, now are, and at the time of said special meeting of stockholders were a majority of the duly elected, qualified and acting Directors of said corporation.

R M Davidson

President and Chairman of the Meeting.

Robert Davidson

Acting Secretary and Secretary of the meeting.

Subscribed and sworn to before me this 17th day of September, 1919.

M. Eugene Brasie

Notary Public for State of Idaho
Residing at Boise, Idaho.

EXHIBIT A.

NOTICE TO STOCKHOLDERS OF THE DAVIDSON GROCERY COMPANY
OF A SPECIAL MEETING OF STOCKHOLDERS TO CONSIDER AND VOTE
UPON AN INCREASE OF THE CAPITAL STOCK.

Notice is hereby given that pursuant to a resolution
of the Board of Directors of the Davidson Grocery Company,
a corporation organized under the laws of the State of Idaho,
adopted by a majority vote of the directors at a special meet-
ing of said Board duly held on the 25th. day of July, 1919, at
the office of the company in Boise, Idaho, a special meeting
of the stockholders of said company is hereby called to be
held at the office of the company, situated on the corner of
13th. and Front Streets in the city of Boise, County of Ada,
State of Idaho, on Monday the 8th. day of September, 1919, at
10 o'clock in the morning of said day, for the purpose of
considering, voting and acting upon an amendment of the Articles
of Incorporation of said company, so as to increase the capital
stock of said Davidson Grocery Company from \$350,000.00, divided
into 3500 shares of Common Stock of the par value of \$100.00
each, to \$600,000.00 divided into 3500 shares of Common Stock
of the par value of \$100.00 each and 2500 shares of Preferred
Stock of the par value of \$100.00 each.

Dated this 25th. day of July, 1919.

W. M. Davidson
Secretary.

Exhibit "B"

Notice to Stockholders of the Davidson Grocery Company of a Special Meeting of Stockholders to Consider and Vote Upon an Increase of the Capital Stock.

Whereas, the Davidson Grocery Company, a corporation organized under the laws of the state of Idaho, adopted by a majority vote of the directors at a special meeting of said board duly held on the 25th day of July, 1919, at the office of the company in Boise, Idaho, a special meeting of the stockholders of said company is hereby called to be held at the office of the company, situated on the corner of Thirteenth and Front streets in the city of Boise, county of Ada, state of Idaho, on Monday, the 8th day of September, 1919, at 10 o'clock in the morning of said day, for the purpose of considering, voting and acting upon an amendment of the articles of incorporation of said company, so as to increase the capital stock of said Davidson Grocery Company from \$350,000, divided into 3500 shares of common stock of the par value of \$100 each, to \$800,000 divided into 8000 shares of common stock of the par value of \$100 each and 2500 shares of preferred stock of the par value of \$100 each.—W. M. Davidson, secretary.

Dated this 25th day of July, 1919.

STATE OF IDAHO, }
COUNTY OF ADA. } ss.

R. S. ADAMS, being duly sworn, deposes and says: That he is the Chief Clerk of The Statesman Printing Company, publisher of The Idaho Sunday Statesman, a weekly newspaper printed and published at Boise, Ada County, State of Idaho, and having a general circulation therein and which said newspaper has been continuously and uninterruptedly published in said County during a period of seventy-eight consecutive weeks prior to the first publication of the notice, a copy of which is attached hereto; that said notice was published in the regular edition of The Idaho Sunday Statesman for Six consecutive insertions, beginning with the issue of August 3, 1919, and ending with the issue of September 7, 1919.

R. S. Adams

Subscribed and sworn to before me this 8th day of September, 1919.

John C. Dunham
Notary Public for Idaho, residing at Boise, Idaho.

State of Idaho, }
County of ADA, } ss.

CERTIFICATE

I, STEPHEN UTTER, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that annexed is a full, true and correct copy of certain Articles of Incorporation of the Certificate of Amendment to Article Six of the Articles of Incorporation of the Davidson Grocery Company,

dated 502 as the same appears in my office.

Testimony Whereof, I have hereunto set my hand and affixed my official seal this 18th day of September, 1919.

Francis Wood

Deputy.

Stephen Utter

Ex-Officio Recorder.