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FILED

MAR 6 - 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ROSAUER'S SUPER MARKETS, INC.

I.

The name of the corporation is ROSAUER'S SUPER MARKETS,
INC.

II.

The amendment adopted is as follows:

Article VI

The aggregate number of shares which the corporation shall have authority to issue is 300,000 shares of common stock with a par value of \$1.00 for each of such shares.

1. The common stock of this corporation shall be voting stock, each share of stock entitled to one vote.

2. The common stock may be issued by the corporation from time to time for such consideration in labor, services, money, or property as may be fixed from time to time by the Board of Directors; provided that said stock is issued at not less than the par value thereof; and the consent of the shareholders is hereby given to the fixing of such consideration from time to time by the Board of Directors.

3. Save as expressly hereinafter provided, the holders of said stock shall have all the rights, powers and duties as by law provided for common stock, provided that no holder of shares, as such, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock of any kind whatsoever whether now or hereafter authorized and whether issued for cash, property, services by way of dividends or otherwise.

III.

The date of adoption of the amendment by the shareholders

was January 30th 1981.

IV.

The number of shares outstanding and entitled to vote on the amendment were 183,375.

V.

The number of shares voted for the amendment 183,375:

For: 183,375 Against: 0

IN WITNESS WHEREOF, the undersigned officers of ROSAUER'S SUPER MARKETS, INC. have executed these Articles of Amendment on the 30th day of January, 1981.

ROSAUER'S SUPER MARKETS, INC.
a Washington corporation

By

R. M. Rosauer
Its President

By

Jessie A. Rosauer
Its Secretary

STATE OF WASHINGTON)

: SS

COUNTY OF SPOKANE)

R. M. Rosauer, being first duly sworn on oath, deposes and says: That he is the President of Rosauer's Super Markets, Inc.; that he has read the foregoing Articles of Amendment; knows the contents thereof, and believes the same to be a true and accurate representation of actions taken by the Board of Directors and shareholders of Rosauer's Super Markets, Inc. to amend the Articles of Incorporation of said corporation.

SUBSCRIBED AND SWORN to before me this 30th day of January, 1981.

[Signature]
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane