


OFFICE OF
JOHN KOONTZ
SECRETARY OF STATE

THE STATE OF NEVADA

DEPARTMENT OF STATE

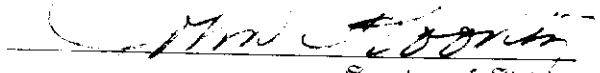
I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

ALBERTSON'S, INC.

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 22ND day of MAY A. D. 1964


Secretary of State

Deputy

ARTICLES OF AMENDMENT

OF

ALBERTSON'S, INC.

STATE OF IDAHO)
) SS.
COUNTY OF ADA)

J. L. BERLIN and ROY G. MAXEY being separately sworn, each upon oath deposes and says:

That the said J. L. Berlin is a duly elected, qualified and acting Vice President; that the said Roy G. Maxey is the duly elected, qualified and acting Secretary; that on May 18, 1964, pursuant to call for the Annual Meeting of the stockholders of Albertson's, Inc. authorized by the Board of Directors at a meeting held March 30, 1964, and pursuant to Notice of said Annual Meeting of Stockholders dated April 17, 1964, to all stockholders of record as at April 10, 1964, said Notice stating among other things, the specific purpose to amend Article "Fourth" and Article "Tenth" of the Articles of Incorporation of the said Albertson's, Inc. dated the 7th day of November, 1958, as amended, to combine the Class "A" and Class "B" common stock into one class of stock designated "Common stock" as the sole capital stock of the said Albertson's, Inc., and to decrease the authorized capital structure by removing therefrom the 10,000 shares of \$100 par value 6% preferred stock from said capitalization,

The meeting of the stockholders of said corporation was duly convened and held whereat a majority of all of the shares of both the Class "A" and the Class "B" common stock of the corporation, issued and outstanding, was present and represented; that at said meeting by resolution duly presented and adopted, by a majority vote of all the issued and outstanding shares of both Class "A" and Class "B" common stock, each voting separately as a class, Article "Fourth" of the Articles of Incorporation of Albertson's, Inc. was amended to read as follows:

"FOURTH

"The amount of the total authorized capital stock of this corporation is \$20,000,000 and the total authorized number of par value shares of this corporation shall be 20,000,000 shares of common stock having a par value of \$1.00 each amounting in the aggregate to \$20,000,000 and said shares of common stock shall be non-assessable.

"Each and every share of the capital stock of this corporation shall be common stock and shall be the only common capital stock and shall in every respect enjoy equal rights and privileges to dividends as may be declared by the Board of Directors on common stock out of any funds legally available for that purpose, and pro rata distribution of the assets of the corporation in the event of liquidation or dissolution of said corporation and said common stock shall be entitled to one vote for each share of said stock in all matters to be voted upon by the shareholders of the corporation.

"At all elections of directors of the corporation, each holder of the common stock shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit.

"The common stock shall have no pre-emptive purchase rights, and each and every holder of the common stock of the corporation by acceptance of the certificate thereof, irrevocably waives and releases any and all right to subscribe to any class of stock of the company or any securities convertible to any class of stock of the Company, and consents to the issue and disposition of any such stock to such persons and upon such terms and conditions as the Board of Directors may from time to time fix and determine.

"Subject to the provisions of law, the corporation may issue shares of its common stock, from time to time, and may issue any securities convertible into stock for such consideration as may be fixed from time to time, by the Board of Directors who are hereby expressly authorized to fix the same in its absolute and uncontrolled discretion, subject as aforesaid."

And Article "Tenth" was amended to read as follows:

"TENTH

"The power to approve, repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors or of the allotted shares of the common stock as the case may be, not less, however, than a majority thereof as may be fixed by the By-laws."

