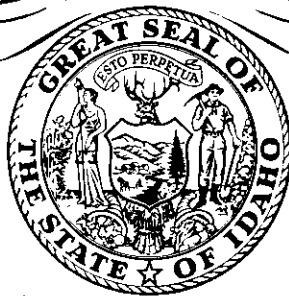


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

R & B MARKET OF PAYETTE, INC.

was filed in the office of the Secretary of State on the **twenty-third** day of **November**, A.D. One Thousand Nine Hundred **Fifty-nine**, and duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Payette**, in the County of **Payette**.

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 **23rd** day of **November**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
of
R & B MARKET OF PAYETTE, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States of America, and over the age of 21 years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the Laws of the State of Idaho, and we do hereby certify:

ARTICLE I

Name

The name of this corporation shall be "R & B Market of Payette, Inc."

ARTICLE II

Purposes

(a) To own, purchase, sell, dispose of and deal in or handle at retail or wholesale prices, groceries, produce, meats, foods and food products of all and every kind, together with any other line of merchandise commonly bought and sold incidental to or in anywise connected with the general retail trade in the grocery business.

(b) To buy, sell and distribute food products and any other related or incidental products at retail and/or wholesale prices within the State of Idaho and any place outside the State of Idaho, and to do any and all acts necessary and incidental thereto arising out of or in connection with said business.

(c) To enter into contracts, agreements or understandings with any person, persons, firms, organizations or corporations for the purchase or sale of food products and merchandise of any nature or kind.

(d) To acquire, own, operate, buy, sell, exchange, let or lease, or build buildings, retail stores, wholesale enterprises and warehouses dealing in any of the merchandise referred to expressly or by implication in paragraph (a) above.

(e) To acquire, buy, own, hold, sell, exchange, let or lease real estate or personal property within the State of Idaho, or outside the State of Idaho.

(f) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property or real property of the corporation, including the income of said corporation.

(g) To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation; to hold or in any manner dispose of the whole or any part of the business or business property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(h) To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation or evidences of indebtedness of any kind or nature created

1 by any corporation or corporations, wherever organized, whether public or
2 private.

3 (i) To have offices, conduct its business and promote its objects
4 within and without the State of Idaho, in other States, Territories and
Colonies of the United States and in foreign countries without restriction
as to the place or amount.

5 (j) To exercise generally the powers customarily exercised by busi-
6 ness corporations, and particularly the powers provided by the Laws of the
State of Idaho, referring especially to Section 30-114 Idaho Code, in any
7 State in the United States and throughout the world.

8 (k) To carry on any other business, or to do anything in connection
9 with the objects and purposes above mentioned that may be necessary or
proper to accomplish successfully or promote the said objects and purposes.
10 The foregoing clauses, by reason of the specific enumeration of powers,
shall not be held to restrict or limit the powers of the corporation to do
any of the things within the purview of its general purposes.

11 ARTICLE III

12 Duration

13 This corporation shall have perpetual existence.

14 ARTICLE IV

15 Place of Business

16 The location and post office address of the registered office of this
17 corporation in this State and principal place of business shall be Payette,
Payette County, Idaho.

18 ARTICLE V

19 Stock

20 That the authorized capital stock of this corporation shall be Fifty
21 Thousand (\$50,000.00) Dollars, divided into Five Thousand (5000) shares of
common capital stock with a par value of Ten (\$10.00) Dollars per share,
22 each share of which said stock shall be entitled to one vote on all matters.
No preference or restrictions are granted to or imposed upon this author-
23 ized stock except that said stock shall be non-assessable.

24 ARTICLE VI

25 Directors

26 The corporate powers of this said corporation shall be vested in a
Board of Directors, five (5) in number, and such additional or lesser
27 number of directors as may be determined from time to time by the By-Laws
of the corporation.

28 ARTICLE VII

29 Incorporators

30 The name and post office address of each of the incorporators of this
31 corporation and the number of shares of common stock subscribed by each,
are as follows:

	<u>Name</u>	<u>Address</u>	<u>Shares</u>
2	Rein W. Baer	Payette, Idaho	1
	Geraldine Baer	Payette, Idaho	1
3	Robert J. Collins	Payette, Idaho	1
4	Roberta Collins	Payette, Idaho	1

5 IN WITNESS WHEREOF, for the purpose of forming this corporation under
 6 the laws of the State of Idaho, we, the undersigned, constituting the
 7 incorporators of this corporation, have hereunto set our hands this 20th
 day of November, 1959.

8 Rein W. Baer
 Rein W. Baer

9 Geraldine Baer
 Geraldine Baer

10 Robert J. Collins
 Robert J. Collins

11 Roberta Collins
 Roberta Collins

12
 13
 14
 15
 16
 17
 18 STATE OF IDAHO)
) ss.
 19 County of Payette)

20 On this 20th day of November, in the year 1959, before me, Dwaine
 21 L. Welch, a Notary Public in and for said State, personally appeared Rein
 W. Baer, Geraldine Baer, Robert J. Collins and Roberta Collins, known to me
 22 to be the persons whose names are subscribed to the foregoing instrument,
 and acknowledged to me that they executed the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
 24 official seal, the day and year in this certificate first above written.

25 Dwaine L. Welch
 26 Notary Public for State of Idaho
 Residing at Payette, Idaho.

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