



CERTIFICATE OF INCORPORATION
OF

K-MARK, INC.

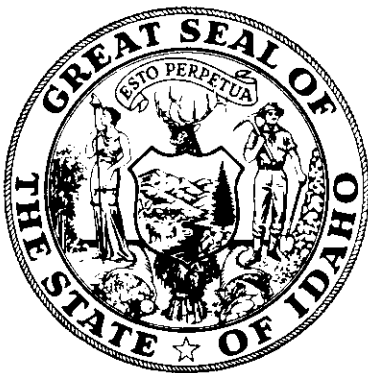
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

K-MARK, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 11, 1984.



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

K-MARK, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS,, That we, the undersigned, have this day voluntarily associated ourselves together, and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter set forth, and do hereby make and subscribe the following Articles of Incorporation:

ARTICLE I.

That the name of this corporation is and shall be:

K-MARK, INC.

ARTICLE II.

That said corporation is formed for the following purposes, and shall have the following powers, to-wit:

1. To engage in the business of buying, selling and otherwise dealing in petroleum, grocery, meat, produce and beverage products, including beer and wine, which are for sale to the general public, and to maintain and operate sales rooms and other facilities for the handling, storing and displaying of such products, and to do all things necessary and proper to be done for the successful conduct of such business.

2. To buy, sell and generally deal in goods, wares, merchandise, property and commodities of any and every class and description, and all articles used or useful in connection therewith, dealing with products which are for sale to the general public, and to engage in and carry on and conduct any business which the corporation may deem advantageous or useful in connection with any or all of its objects or purposes, or which may be incidental, applicable or contributory thereto.

3. To acquire, purchase, construct, improve, lease, manage, own, mortgage, hypothecate, exchange, sell and otherwise handle real property and improvements thereon which the corporation may deem necessary, proper or advantageous in the operation of its principal business, both at the principal place of business of the corporation and at any other place it may have any branch office, agency or other establishment.

4. To operate, own, lease and conduct one or more offices, warehouses and storage spaces to carry on its business.

5. To carry on any business whatsoever in connection with any of the foregoing that the corporation deems calculated to promote the interests of the corporation or enhance the value of its stock.

6. In general, to do any and all things and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the laws of the State of Idaho or any other laws that my now or hereafter be applicable to the corporation.

7. The foregoing clauses shall be construed both as objects and powers and as in furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the owers of this corporation.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The place where the principal business of this corporation is to be transacted is at 220 E. Highway 20, in the City of Oldtown, Bonner County, State of Idaho 83822, which shall be the registered office of this corporation, but said corporation may do business at such other places within or without the State of Idaho as may be designated or desired by the corporation and permitted under the laws of the State where it is proposed to transact said business. The post office address of the registered office is Box 774, Newport, Washington 99156.

ARTICLE V.

The total authorized number of par value shares is 2,500.00. The aggregate par value of the total authorized number of par value shares is \$25,000.00. The stock of the corporation is all of one class, that is, common stock, and non-assessable.

ARTICLE VI.

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed for by each are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Cheney S. Kondo	P. O. Box 774, Newport, WA 99156	25
Violet M. Kondo	P. O. Box 774, Newport, WA 99156	24
Jay C. Kondo	100 E. 5th St., N. Oldtown, ID 83822	1

All of the incorporators are citizens of the United States of America.

ARTICLE VII.

The number of Directors of this corporation shall be not less than three (3) nor more than five (5), the number of which, within such limits, shall be fixed by the by-laws of the corporation. The first Directors, and their post office addresses, who shall serve as Directors of this corporation for the terms expiring on the fourth Monday in October, 1984, are as follows:

NAME	ADDRESS
Cheney S. Kondo	P. O. Box 774, Newport, WA 99156
Violet M. Kondo	P. O. Box 774, Newport, WA 99156
Jay C. Kondo	100 E. Highay 20, N. Oldtown, ID 83822

ARTICLE VIII.

The following named incorporated, who is a resident of the State of Idaho, is hereby designated as the Resident Agent of the corporation, and consents to serve as such:

Jay C. Kondo, registered office address 220 E. Highway 20, Oldtown, Idaho 83822, post office mailing address P. O. Box 774, Newport, WA 99156.

IN WITNESS WHEREOF, we have hereunto set our hands in quadruplicate, this 13th day of August, 1984.

Cheney S. Kondo
Violet M. Kondo
Jay C. Kondo

STATE OF IDAHO,)
) ss.
County of Bonner)

On this 13th day of August, 1984, before me, the undersigned, a Notary Public, in and for said state, personally appeared CHENEY S. KONDO, VIOLET M. KONDO and JAY C. KONDO, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date first above written.

Janita D. Lenzi
Notary Public, residing at Oldtown, ID.