

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

THE MERC OF REGIMS, INC.

was filed in the office of the Secretary of State on the

Fourth

day

of Years

A.D. One Thousand Nine Hundred

Sixty-four

and

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

Riccins

in the County of

Idaha.

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 Ath day of Movember, A.D., 1964.

Secretary of State.

ARTICLES OF INCORPORATION

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THE MERC OF RIGGINS, Inc.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, Being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the general corporation laws of the State of Idaho and the Acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

FIRST

THE NAME OF THE CORPORATION IS THE MERC OF RIGGINS INC.

SECOND

THE PURPOSES AND OBJECTS FOR WHICH THE CORPORATION IS FORMED ARE:

- (A) TO CONDUCT AND CARRY ON A GENERAL WHOLESALE AND RETAIL BUSINESS IN GOODS, WARES, FOOD PRODUCTS, COMMODITIES AND MERCHANDISE OF ALL KINDS, AND GENERALLY TO BUY, SELL, PREPARE FOR MARKET, LEASE, TRADE AND OTHERWISE DEAL IN AND WITH ALL SUCH MERCHANDISE, ARTICLES OF TRADE, THINGS AND MATERIALS AS ARE OR MAY BE SOLD IN GENERAL OR DEPARTMENT STORES;
- (B) TO CONDUCT AND CARRY ON ALL OR ANY OF THE BUSINESS OF MANUFACTURERS, MERCHANTS, WHOLESALE AND RETAIL, IMPORTERS, AND EXPORTERS, WITHOUT LIMITATION AS TO CLASS OF PRODUCE AND MERCHANDISE, BUT INCLUDING DRY GOODS OF EVERY CLASS AND DESCRIPTION, WEARING APPAREL OF ALL KINDS, TEXTILE FABRICS OF EVERY NATURE AND CHARACTER, HOUSEHOLD FITTINGS, FIXTURES, FURNITURE AND FURNISHINGS, AND ALL ARTICLES AND COMMODITIES OF HOUSEHOLD USE AND CONSUMPTION;
- (c) To act as agent, factor, broker, middleman, forwarder or any other capacity for manufacturers of, or dealers in, goods, wares, food products, commodities and merchandise of every kind and description, and to employ agents, brokers, salesmen, employees and servants for carrying on any business of the corporation, and to engage in and conduct any or all lines of mercantile business either as principal or as agent for others, or on commission, consignment or otherwise;

- (D) TO BUY, SELL, EXCHANGE AND OTHERWISE TRADE OR DEAL IN OR WITH, EXPORT, IMPORT, MANUFACTURE, GROW, RAISE, OTHERWISE PRODUCE, PREPARE, ADAPT, HANDLE, STORE AND DISTRIBUTE GROCERIES, DAIRY PRODUCTS, MEATS AND VEGETABLES, PROVISIONS, PRODUCE, FOODSTUFFS, PRODUCTS AND SUPPLIES OF EVERY CHARACTER AND DESCRIPTION, WHITE GOODS, LINENS, SILKS, NOTIONS, AND DRY GOODS OF ALL KINDS, WEARING APPAREL, HOUSEHOLD FURNISHINGS AND ALL ARTICLES OF SIMILAR CHARACTER; AND TO CARRY ON AND CONDUCT A GENERAL WHOLESALE AND/OR RETAIL GROCERY, PROVISION AND RESTAURANT BUSINESS, STORES, BAKERIES, MEAT MARKETS, WAREHOUSES AND ANY OTHER BUSINESS OR TRADE SUITABLE OR CONVENIENT TO BE CARRIED ON IN CONNECTION THEREWITH, OR ANY OTHER PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED;
- (E) TO ESTABLISH, MAINTAIN AND OPERATE STORES FOR THE PURPOSE OF KEEPING, SELLING, TRADING AND DEALING IN OR WITH AND OTHERWISE DISPOSING OF SUCH GOODS, WARES, FOOD PRODUCTS, MERCHANDISE, COMMODITIES AND OTHER PROPERTY OF ALL KINDS; AND IN CONNECTION THEREWITH MAINTAIN AND OPERATE ANY AND ALL KINDS OF TRADES, OCCUPATIONS, VOCATIONS, PURSUITS, ARTS AND CRAFTS, EITHER AS PRINCIPAL, AGENT OR LICENSEE, OR BY ITS LESSEES OR LICENSEES, AND ALSO RECREATIONAL AND REST ROOMS, AND ALL OTHER FACTILITIES SUITABLE OR CONVENIENT IN CONNECTION THEREWITH;
- (F) To acquire and pay for in cash, stock or bonds of this corporation, or otherwise, the good will rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation;
- (g) To apply for, procure and obtain by purchase or other-wise any and all kinds of letters patent, trade marks, licenses and/or grants, both foreign and domestic, for inventions, improvements, secret processes, designs, trade marks and labels, useful or desirable in connection with the Company's business, and to exploit and develop any and all such inventions, improvements, trade marks, licenses, grants and processes controlled in whole or in part by the Company;
- (H) To Buy, SELL, ACQUIRE, HOLD, OWN, MORTGAGE, PLEDGE, LEASE, ASSIGN, TRANSFER, TRADE AND DEAL IN AND WITH ALL KINDS OR PERSONAL PROPERTY, GOODS, WARES, AND MERCHANDISE OF EVERY KIND, NATURE AND DESCRIPTION;
- (I) TO BUY, SELL, LEASE, LET, MORTGAGE, EXCHANGE OR OTHER⇔ WISE ACQUIRE OR DISPOSE OF LANDS, LOTS, HOUSES, BUILDINGS AND REAL PROPERTY, HEREDITAMENTS AND APPURTENANCES OF ALL KINDS AND WHERESOEVER SITUATED, AND OF ANY INTEREST AND RIGHTS THEREIN TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND WITHOUT LIMIT AS TO AMOUNT;
- (J) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, including its own capital stock, scrip, or any voting trust certificates in respect of the shares of capital stock of, or any bonds,

MORTGAGES, SECURITIES OR EVIDENCE OF 'INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION, JOINT STOCK COMPANY OR ASSOCIATION, PUBLIC OR PRIVATE, OR OF THE GOVERNMENT OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN GOVERNMENT, OR OF ANY STATE, TERRITORY, MUNICIPALITY OR OTHER POLITICAL SUBDIVISION OR OF ANY GOVERNMENTAL AGENCY; AND TO ISSUE IN EXCHANGE THEREFOR, IN THE MANNER PERMITTED BY LAW, SHARES OF THE CAPITAL STOCK, BONDS OK OTHER OBLIGATIONS OF THE CORPORATION; AND WHILE THE HOLDER OR OWNER OF ANY SUCH SHARES OF CAPITAL STOCK, SCRIP, VOTING TRUST CERTIFICATES, BONDS, MORTGAGES OR OTHER SECURITIES OR EVIDENCE OF INDEBTEDNESS TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THEREON;

- (K) To make, perform and carry out contracts of every kind and description made for any lawful purpose without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or Government, or agency thereof;
- (L) To Borrow Money, to Draw, Make, accept, endorse, guarantee, transfer, assign, execute and issue Bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by Law;
- (M) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this Corporation, and provided, further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;
- (N) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;
- (0) TO ORGANIZE, INCORPORATE AND RE-ORGANIZE SUBSIDIARY CORPORATIONS AND JOINT STOCK COMPANIES AND ASSOCIATIONS FOR ANY PURPOSE PERMITTED BY LAW;

- (P) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, systable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conductive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;
- (Q) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of I daho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor:
- (R) THE BOARD OF DIRECTORS SHALL HAVE THE POWER AND AUTHORITY TO SELL, ASSIGN, MORTGAGE, CONVEY OR OTHERWISE DISPOSE OF ANY OR ALL OF THE PROPERTY AND ASSETS OF THE CORPORATION ON SUCH TERMS AND CONDITIONS AS THEY SHALL PRESCRIBE, WHETHER FOR CASH OR PROPERTY, OR BONDS OR STOCK IN OTHER CORPORATIONS:

THE FOREGOING CLAUSES ARE TO BE CONSTRUED BOTH AS OBJECTS AND POWERS. AND IT IS HEREBY EXPRESSLY PROVIDED THAT ENUMERATION HEREIN OF SPECIFIC OBJECTS AND POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE GENERAL POWERS OF THE CORPORATION, PROVIDED, HOWEVER, THAT NOTHING CONTAINED HEREIN SHALL BE DEEMED TO AUTHORIZE OR PERMIT THE CORPORATION TO DO ANY ACT, CARRY ON ANY BUSINESS OR EXERCISE ANY POWER WHICH A CORPORATION FORMED UNDER THE ACT HEREINBEFORE REFERRED TO. OR ANY AMENDMENT THEREOF OR SUPPLEMENT THERETO OR SUBSTITUTE THEREFOR. MAY NOT AT THE TIME LAWFULLY CARRY ON OR DO. IT IS THE INTENTION THAT THE PURPOSES, OBJECT AND POWERS SPECIFIED IN EACH OF THE SUBPARAGRAPHS (a) to (r) inclusive of paragraph Second of these Articles of Incor-PORATION, SHALL, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED, IN NOWISE BE LIMISED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER SUBPARAGRAPH OR CLAUSE OF PARAGRAPH SECOND OF THESE ARTICLES, OR OF ANY OTHER PARAGRAPH OR ARTICLE OF THESE ARTICLES OF INCORPORATION

THIRD

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

FOURTH

THE LOCATION AND POST OFFICE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS

FIFTH

The amount of the authorized capital stock of the corporation shall be \$50,000.00 DIVIDED INTO 5,000 SHARES OF \$300.00 PAR VALUE PER SHARE. \$10.00

SI-XTH

THE NAMES AND POST OFFICE ADDRESSES OF THE INCORPORATORS AND THE NUMBER OF SHARES SUBSCRIBED BY EACH ARE AS FOLLOWS:

Names_	Post Office Addresses	No. OF SHARES OF STOCK SUB- SCRIBED BY EACH		
H. C. FLEENOR	P.O. Box 2870 Boise, Idano	ONE		
M. Duncan	P.O. Box 2870 Boise, Toaho	ONE		
PILAR DOBARAN	P.O. Box 2870 Boise, Idaho	One		

SEVENTH

THE PRIVATE PROPERTY OF THE STOCKHOLDERS OF THE CORPORATION SHALL NOT BE SUBJECT TO THE PAYMENT OF CORPORATE DEBTS TO ANY EXTENT WHATEVER, AND THE SHARES OF THE CORPORATION SHALL NOT BE SUBJECT TO ASSESSMENT FOR THE PURPOSE OF PAYING EXPENSES, CONDUCTING BUSINESS, OR PAYING DEBTS OF THE CORPORATION.

EIGHTH

THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE AS SPECIFIED IN THE BY-LAWS, AND SUCH NUMBER MAY FROM TIME TO TIME BE INCREASED OR DECREASED IN SUCH MANNER AS MAY BE PRESCRIBED IN THE BY-LAWS, PROVIDED THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL NOT BE LESS THAN THREE. IN CASE OF ANY INCREASE IN THE NUMBER OF DIRECTORS, THE ADDITIONAL DIRECTORS MAY BE ELECTED BY THE DIRECTORS THEN IN OFFICE, AND THE DIRECTORS SO ELECTED SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE STOCKHOLDERS AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED.

NINTH

NO STOCKHOLDER OF THE CORPORATION SHALL HAVE ANY PREEMPTIVE OR PREFERENTIAL RIGHT OF SUBSCRIPTION TO ANY SHARES OF STOCK
OF THE CORPORATION, WHETHER NOW OR HEREAFTER AUTHORIZED, OR TO ANY
OBLIGATIONS CONVERTIBLE INTO STOCK OF THE CORPORATION, ISSUED, OR
SOLD, NOR ANY RIGHT OF SUBSCRIPTION TO ANY THEREOF OTHER THAN SUCH

IF ANY, AND AT SUCH PRICE AS THE BOARD OF DIRECTORS IN ITS DISCRETION FROM TIME TO TIME MAY DETERMINE, AND THE BOARD OF DIRECTORS MAY ISSUE STOCK OF THE CORPORATION, OR OBLIGATIONS CONVERTIBLE INTO STOCK. WITHOUT OFFERING SUCH ISSUE OF STOCK, EITHER IN WHOLE OR IN PART, TO THE STOCKHOLDERS OF THE CORPORATION. SHOULD THE BOARD OF DIRECTORS AS TO ANY PORTION OF THE STOCK OF THE CORPORATION, WHETHER NOW OR HEREAFTER AUTHORIZED+ OR TO ANY OBLIGATIONS CONVERTIBLE INTO STOCK OF THE CORPORATION. OFFER THE SAME TO THE STOCKHOLDERS, SUCH OFFER SHALL NOT IN ANY WAY CONSTITUTE A WAIVER OR RELEASE OF THE RIGHT OF THE SAID BOARD OF DIRECTORS SUBSEQUENTLY TO DISPOSE OF OTHER PORTIONS OF SAID STOCK WITHOUT SO OFFERING THE SAME TO THE STOCK-HOLDERS. THE ACCEPTANCE OF STOCK IN THE CORPORATION SHALL BE A WAIVER OF ANY SUCH PREEMPTIVE OR PREFERENTIAL RIGHT WHICH IN THE ABSENCE OF THIS PROVISION MIGHT OTHERWISE BE ASSERTED BY STOCKHOLDERS OF THE corporation, or any of them. The judgment of the Board of Directors AS TO THE PRICE AND TERMS UPON WHICH ANY SHARES OF STOCK, OR OTHER OBLIGATIONS OR SECURITIES, OF THE CORPORATION, SHALL BE SOLD AND AT WHICH ANY PROPERTY SHALL BE PURCHASED OR ACQUIRED BY THE CORPORATION SHALL BE FINAL AND CONCLUSIVE AND BINDING ON THE CORPORATION AND ITS STOCKHOLDERS.

TENTH

No contract or other transaction between the corporation AND ANY OTHER CORPORATION AND NO ACT OF THE CORPORATION SHALL BE IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION; ANT ... DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THE CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DIS-CLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF; AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEET-ING OF THE DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND MAY VOTE THEREAT TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

ELEVENTH

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER NOW, OR HEREAFTER, PRESERIBED BY LAW BY A MAJORITY VOTE OF THE SHAREHOLDERS, REPRESENTED IN PERSON OR BY PROXY, AT ANY ANNUAL MEETING OF THE SHAREHOLDERS OR AT ANY MEETING DULY CALLED FOR THAT PURPOSE, EXCEPT WHERE THE LAWS OF THE STATE OF IDAHO OTHERWISE PROVIDE.

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PUBLIC IN AND FOR	SAID S	TATE, PE	RSONALLY				
H. C. FLEENOR		,		M. Dunc	A N	····	
AND PILAR DOBAR	AN			KNOWN	TO ME	TO BE	THE
PERSONS WHOSE NAM	1ES ARE	SUBSCRIB	ED TO TH	E WITHIN	INSTR	UMENT,	AND
ACKNOWLEDGED TO M	THAT	THEY EXE	CUTED TH	IE SAME, A	ND TH	AT THE	4
WERE CITIZENS OF	THE UNI	TED STAT	ES AND C	VER THE A	GE OF	TWENT	Y

IN WITNESS WHEREOF, I have hereunto set my Hand and AFFIXED MY NOTARIAL SEAL, THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

RESIDENCE: BOISE, 10,000
COMMISSION EXPIRES Dec. 22 196

THE SECRETARY OF STATE STATE OF IDAHO STATE CAPITOL BUILDING BoisE, IDAHO

CONSENT IS HEREBY GRANTED TO THE MERC OF RIGGINS TO USE THE CORPORATE NAME OF THE MERC OF RIGGINS.

ATTEST:

THE RIGGINS MERC, INC.

OCTOBER SUBSCRIBED AND SWORN TO BEFORE ME THIS ____ DAY OF JULY, 1964.

NOTARY PUBLIC - STATE OF IDAHO
RESIDING AT GRANGEVILLE, FDATE