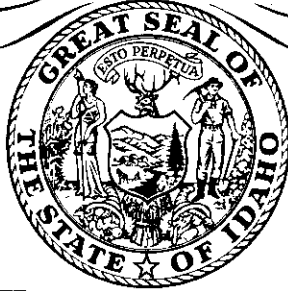


# State of Idaho



## Department of State

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

**PIK KWIK, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-eighth** day of **June**, 19 **63**, original articles of amendment, as provided by Section **30-146, 30-147, 30-151, and 30-152 Idaho Code**, merger agreement by and between **A. AND H. FOOD MARKET, INC., and PIK KWIK, INC.,** both Idaho corporations, the latter being the surviving corporation,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **28th** day of **June**, A. D., 19 **63**.

Secretary of State

AGREEMENT OF MERGER

THIS AGREEMENT, dated this 27<sup>th</sup> day of June, 1963, between PIK KWIK, INC., an Idaho corporation with its principal place of business at Kellogg, Idaho, and its Directors, Parties of the First Part, hereinafter called "Pik Kwik," and A & H FOOD<sup>MARKET</sup> INC., an Idaho corporation with its principal place of business at Coeur d'Alene, Idaho, and its Directors, Parties of the Second Part, hereinafter called "A & H Foods,"

WITNESSETH:

WHEREAS, both corporations are Idaho corporations, have common stockholders, officers and directors all residents of Idaho and who, at meetings duly and legally called and held, have by resolution declared it advisable for the general welfare and advantage of the constituent corporations and their respective stockholders that the said corporations merge pursuant to the laws of the State of Idaho, so as to form a single corporation, to-wit, Pik Kwik, Inc., the Party of the First Part hereto, which shall be the surviving corporation and the constituent corporations, respectively, desire that they so merge pursuant to the provisions of this agreement of merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto hereby agree, in accordance with the applicable laws of the State of Idaho, that Pik Kwik, Inc. and A & H Foods, Inc. shall be, and they are, merged into a single corporation, to-wit, Pik Kwik, Inc., the Party of the First Part hereto, as the surviving corporation and that A & H Foods, Inc. shall merge and it does hereby merge into Pik Kwik, Inc. and that the terms and conditions of the merger hereby provided for and the mode of carrying it into effect are, and shall be, as hereinafter set forth.

## ARTICLE I

The name of the corporation to survive the merger is "PIK KWIK, INC."

## ARTICLE II

The identity, existence, purposes, powers, objects, franchises, rights and immunities of Pik Kwik, Inc. shall continue unaffected and unimpaired by the merger hereby provided for and the corporate franchises, entity, existence and rights of A & H Foods, Inc. shall be continued in and merged into Pik Kwik, Inc. and shall be fully vested therewith. The separate existence and corporate organization of A & H Foods, Inc., except in so far as they may be continued by statute, shall cease as soon as this agreement of merger shall have been authorized, adopted and approved at meetings of the stockholders of both said corporations by the votes of the shareholders representing at least a majority of the total number of outstanding shares of the capital stock entitled to vote thereon and such facts have been certified hereon in the manner provided by Section 30-152, Idaho Code, and this agreement of merger so adopted and certified shall have been signed, acknowledged and filed for recording in the office of the Secretary of State of the State of Idaho as required by the aforesaid provisions of law, and also a certified copy filed with the County Recorder of Shoshone and Kootenai Counties, Idaho, and thereupon Pik Kwik, Inc. and A & H Foods, Inc., shall become a single corporation, to-wit, Pik Kwik, Inc. The date when said corporations shall become a single corporation is hereinafter called effective date of merger.

## ARTICLE III

In addition to the powers conferred upon it by statute, the powers of the surviving corporation until they shall be amended or changed as provided by law, shall be those set forth in the original Articles of Incorporation of Pik Kwik, Inc., and shall be and continue to be the charter of the surviving

corporation, both corporations having been formed with, for all practical purposes, the same design, ends and purposes.

#### ARTICLE IV

The by-laws of Pik Kwik, Inc. now in effect shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed.

#### ARTICLE V

The members of the Board of Directors and officers of Pik Kwik, Inc. prior to merger shall be the members of the Board of Directors and officers, respectively, of the surviving corporation and they shall continue to hold office until their respective successors shall have been elected and qualified pursuant to the by-laws of Pik Kwik, Inc.

The names of the directors and addresses who shall act as the directors of the surviving corporation until their successors are duly elected and qualified are as follows:

Sidney B. Chaffee	President	Kellogg, Idaho
Carroll N. Chaffee	Vice President	Kellogg, Idaho
Louise Chaffee	Secretary	Kellogg, Idaho
Joyce Chaffee	Treasurer	Kellogg, Idaho

#### ARTICLE VI

The stock of the surviving corporation shall not be increased by this merger.

#### ARTICLE VII

The total amount of capital stock of the surviving corporation to be issued for the stock of any class of the merging corporation A & H Foods, Inc. is as follows:

For each share of stock of A & H Foods, Inc. and surrender by the stockholder thereof, the surviving corporation shall issue one hundred shares of its common stock.

#### ARTICLE VIII

The principal office and place of business of the surviving corporation is 100 East Riverside Avenue, Kellogg, Idaho.

#### ARTICLE IX

At the effective date of merger all property, real, personal or mixed, of each corporation and all debts due on whatever account to any of them and all rights, powers and privileges shall be taken and deemed to be transferred to and vested in, or shall continue to be vested in, the surviving corporation, Pik Kwik, Inc., without further act and deed; and the said surviving corporation shall thenceforth be responsible for all debts, liabilities, obligations, and duties of the merging corporation A & H Foods, Inc.; all rights of creditors shall not be affected by the merger and shall be preserved unimpaired.

#### ARTICLE X

The surviving corporation agrees that service of process on it may be made for the enforcement of any obligation of A & H Foods, Inc., as well as the enforcement of any obligation it may own as the surviving corporation.

#### ARTICLE XI

Upon the effective date of merger the books of the surviving corporation shall show the amount of assets, liabilities, losses and surpluses shall be shown of the constituent corporations, and such accounting plans and procedures shall be adopted as may be directed by the surviving corporation.

#### ARTICLE XII

All expenses incident to this merger shall be paid by the surviving corporation.

ARTICLE XIII

When requested by the surviving corporation or by its successors and assigns, each of the constituent corporations shall execute and deliver such deeds, bills of sale, assignments or other instruments as may be necessary to vest in and confirm title in the surviving corporation and needed to carry out the intent and purposes of this agreement of merger.

IN WITNESS WHEREOF, the directors of each of the constituent corporations have entered into this agreement of merger, have duly subscribed their respective names to this agreement of merger and have caused the corporate seal of each of the constituent corporations to be hereunto affixed and attested, all as of the day and year first above written.

PIK KWIK, INC.

Sidney B. Chaffee  
Sidney B. Chaffee

Carroll N. Chaffee  
Carroll N. Chaffee

ATTEST:

Louise S. Chaffee  
Secretary

Louise S. Chaffee  
Louise Chaffee

Joyce Chaffee  
Joyce Chaffee

A & H FOODS, INC.

Sidney B. Chaffee  
Sidney B. Chaffee

Carroll N. Chaffee  
Carroll N. Chaffee

ATTEST:

Louise S. Chaffee  
Secretary

Louise S. Chaffee  
Louise Chaffee

Joyce Chaffee  
Joyce Chaffee



I, Louise Chaffee, hereby certify that I am Secretary of Pik Kwik, Inc. and A & H Foods, Inc., both of which corporations are organized and existing under and by virtue of the laws of the State of Idaho, and do further certify as follows:

The foregoing agreement of merger for the merger of Pik Kwik, Inc., an Idaho corporation, and A & H Foods, Inc., an Idaho corporation, was signed under the corporate seal of Pik Kwik, Inc. and delivered by the corporation and by its directors after the directors of the corporation and its board of directors, by resolution adopted by a unanimous vote of all the members of the board, had approved the agreement of merger and the terms of agreement therein set forth at a meeting of the board duly held for the purpose of considering them.

The agreement of merger was duly submitted to the stockholders of A & H Foods, Inc. at a meeting thereof separately called by the board of directors of the corporation for the purpose of taking the same into consideration, and separately duly held on the 24<sup>th</sup> day of June, 1963, at Coeur d'Alene, Idaho, of the time and place and object of which meeting due notice had been given and waiver of time and place signed by all of the stockholders and directors. The by-laws of Pik Kwik, Inc. and A & H Foods, Inc., in effect at that date, provide, among other things, that special meetings of its stockholders held upon call of its board of directors shall be held at such place within or without the State of Idaho as may be fixed by the board of directors and as may be stated in the notice setting forth such call. The board of directors fixed and the above-mentioned notice stated the above-mentioned address as the place at which meeting should be held.

At the meeting the agreement of merger was considered, and a

vote of the stockholders of Pik Kwik, Inc. who were present or were represented thereat was taken by ballot, in person, for the adoption or rejection of the agreement of merger, and the votes of stockholders representing all the shares was unanimous for the adoption of the agreement of merger.

The meeting of the stockholders of A & H Foods, Inc. was held separately from any meeting of the stockholders of Pik Kwik, Inc.; and at the meeting of the stockholders of A & H Foods, Inc. the agreement of merger was considered, and the vote by ballot for the adoption or rejection thereof was taken, separately from the consideration of the agreement of merger given, and the vote for the adoption or rejection thereof taken, by the stockholders of A & H Foods, Inc., the stockholders voting unanimously for the adoption of agreement of merger.

IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of June, 1963.

Louise S. Chaffer

The foregoing agreement of merger having been duly adopted by the stockholders of each of the corporations parties thereto, and the fact of the adoption thereof as aforesaid having been duly certified by the secretary at an extraordinary meeting of stockholders of each of the corporate parties hereto, all in accordance with law, the agreement of merger is hereby signed in the name of and on behalf of each of the corporations by their respective presidents or one of their respective vice-presidents and by their respective secretaries or one of their respective assistant secretaries, under the respective corporate seals of the corporations this 27<sup>th</sup> day of June, 1963.

PIK KWIK, INC.

ATTEST:

Louise S. Chaffer  
Secretary

By Sidney B. Chaffer  
President

*Market*  
A & H FOODS, INC.

By *Sidney B. Chaffee*  
President

ATTEST:

*Louise A. Chaffee*  
Secretary

STATE OF IDAHO )  
: ss.  
County of Shoshone )

On this 27<sup>th</sup> day of June, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared SIDNEY B. CHAFFEE and LOUISE CHAFFEE, known to me to be the President and Secretary, respectively, of PIK KWIK, INC., and A & H FOODS, INC., <sup>*MARKET*</sup> the corporations that executed the within and foregoing instrument, and acknowledged to me that such corporations executed the same.

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

*[Signature]*  
Notary Public for the State of Idaho  
Residing at Kellogg, Idaho.