

# State of Idaho

Office of the Secretary of State

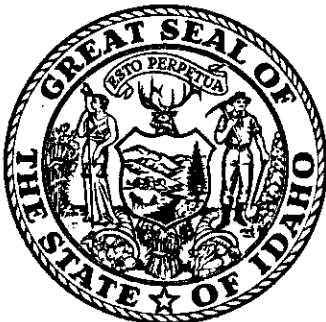
**CERTIFICATE OF AUTHORITY  
OF  
KROGER GROUP COOPERATIVE, INC.**

File Number C 177430

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 4, 2008



*Ben Yursa*

SECRETARY OF STATE

By

A large, stylized handwritten signature, likely of Ben Yursa, is written over a horizontal line.



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 MAR -4 PM 1:18

SECRETARY OF STATE  
STATE OF IDAHO

FILED EFFECTIVE

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Kroger Group Cooperative, Inc.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is incorporated under the laws of: Ohio

4. Its date of incorporation is: 11/07/2001

5. The address of its principal office is:

1014 Vine Street, Cincinnati, OH 45202

6. The address to which correspondence should be addressed, if different from Item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Address
SEE ATTACHMENT		

Dated: February 25, 2008

Signature: Dorothy D. Roberts

Typed Name: Dorothy D. Roberts

Capacity: Director

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\app\information  
knowledge\certificates\app\cert.pdf  
Revised 02/2005

Web Form

IDAHO SECRETARY OF STATE  
03/04/2008 05:00  
CK: NONE CT: 1157 BH: 1102686  
1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C177430

**KROGER GROUP COOPERATIVE, INC.**  
an Ohio corporation  
(cooperative association)

**DIRECTOR AND OFFICER LIST**  
**(as of February 2008)**

**DIRECTORS**

Bruce M. Gack  
1014 Vine Street, Cincinnati, OH 45202

Dorothy D. Roberts  
1014 Vine Street, Cincinnati, OH 45202

Mary Elizabeth Van Offen  
1014 Vine Street, Cincinnati, OH 45202

**OFFICERS**

David B. Dillon, PRESIDENT AND CHIEF OPERATING OFFICER  
1014 Vine Street, Cincinnati, OH 45202

Paul W. Heldman, VICE PRESIDENT AND SECRETARY  
1014 Vine Street, Cincinnati, OH 45202

Scott M. Henderson, VICE PRESIDENT AND TREASURER  
1014 Vine Street, Cincinnati, OH 45202

David W. Deatherage, VICE PRESIDENT  
3800 S.E. 22<sup>nd</sup> Ave., Portland, OR 97202

Donna Giordano, VICE PRESIDENT  
10116 NE 8<sup>th</sup> Street, Bellevue, WA 98004

James E. Hodge, VICE PRESIDENT  
1014 Vine Street, Cincinnati, OH 45202

Bruce M. Gack, VICE PRESIDENT AND ASSISTANT SECRETARY  
1014 Vine Street, Cincinnati, OH 45202

Martha Cutright Sarra, VICE PRESIDENT AND ASSISTANT SECRETARY  
1014 Vine Street, Cincinnati, OH 45202

Mary Elizabeth Van Offen, VICE PRESIDENT AND ASSISTANT TREASURER  
1014 Vine Street, Cincinnati, OH 45202

Dorothy Roberts, ASSISTANT SECRETARY  
1014 Vine Street, Cincinnati, OH 45202

Thomas A. Smith, ASSISTANT TREASURER  
1014 Vine Street, Cincinnati, OH 45202

**UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show KROGER GROUP COOPERATIVE, INC., an Ohio not for profit Corporation, Charter No. 1268466, having its principal location in Cincinnati, County of Hamilton, was incorporated on November 07, 2001, and is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 29th day of February, A.D. 2008.*

*Jennifer Brunner*  
Ohio Secretary of State