

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

THRIFTWAY DISCOUNT DRUG STORES, INC.

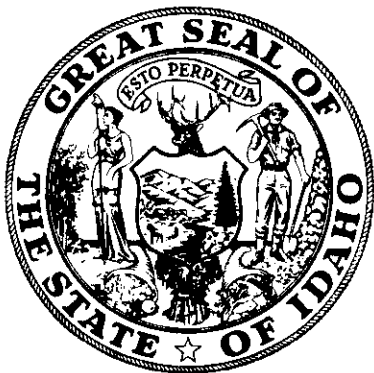
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THRIFTWAY DISCOUNT DRUG STORES, 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 October 24, 19 80.



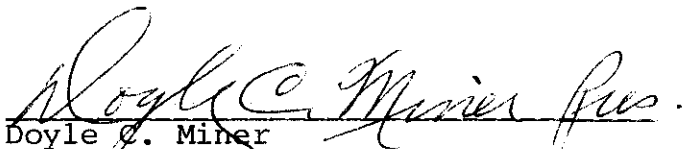
Pete T. Cenarrusa

SECRETARY OF STATE

Mary E. Artich
Corporation Clerk

CONSENT TO USE
OF CORPORATE NAME

The undersigned, President of Thriftway Drugstore Company, understands that John B. Jr. and Diane Tucker wish to cause a corporation to be organized in the State of Idaho, using the name Thriftway Discount Drugstore, Inc. and that the corporation will do business in the state under that name or something similar thereto. The corporation holding the name Thriftway Drugstore Co. has no objection to the Tuckers' use of the above described name as a corporate name nor to the use of a similar name in their business and hereby through its president consents to the use of the above described name by the Tuckers.


Doyle C. Miner
President - Thriftway Drugstore Co.

Date: 10/20/80

ARTICLES OF INCORPORATION
OF
THRIFTWAY DISCOUNT DRUG STORES, INC.

SEP 24 8 51 AM '80
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be THRIFTWAY DISCOUNT DRUG STORES, INC.

II

The term for which said corporation shall exist shall be in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 300 First Security Building, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be MTB&B Service Company.

IV

The purposes for which this corporation is organized shall be and are:

- (1) To engage in the retail drug store and sundry business.
- (2) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (3) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (4) To lend money and use its credit to assist its employees.
- (5) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage,

lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(6) To purchase, hold, sell and reissue the shares of the stock of this corporation to the extent of unreserved and unrestricted capital surplus available therefor.

(7) To carry on any business whatsoever which the corporation may deem proper or convenient to promote the interests of the corporation or to enhance the value of its property.

(8) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(9) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(10) To conduct its business, carry on its operations and have offices and exercise the powers granted by these articles, within or without this state.

(11) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(12) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(13) To make donations for the public welfare or for charitable, scientific or educational purposes.

(14) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(15) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(16) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise.

(17) To have and exercise all powers necessary or convenient to effect its purposes.

(18) To do all things authorized or permitted by the Idaho Business Corporation Act now in effect or as it may be subsequently amended.

(19) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the state of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business as shall be determined by its board of directors within the state of Idaho in addition to its registered and principal place of business as set out in these Articles.

(20) It is the intention of the incorporators that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation; but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment or attainment of any one or more of its purposes, or incidental to its purposes and objects, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation to the same extent and as fully as a natural person might or could do.

V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
John B. Tucker, Jr.	11446 Orchard Lane Reston, Virginia 22090
Diane J. Tucker	11446 Orchard Lane Reston, Virginia 22090

VI

The aggregate number of shares which this corporation shall have authority to issue shall be 200 shares of nonassessable, common stock having a par value of \$200.00, or a par value of \$1.00 per share.

VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Barbara Beck	300 First Security Bank Bldg. Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of October, 1980.

Barbara Beck

STATE OF IDAHO)
) ss.
County of Ada)

On this 23 day of October, 1980, before me, a notary public in and for said county and state, personally appeared BARBARA BECK, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Sharon J. Tatten
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho