



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**COOKS FOODLAND, INC.**

was filed in the office of the Secretary of State on the 28th day of August A.D., One Thousand Nine Hundred seventy-five and will be duly recorded on ~~Film-Neumicrofilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-108, 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 Gooding, Idaho in the County of Gooding

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 August, A.D., 19 75 .

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

FOR

COOKS FOODLAND, INC.

The undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopted the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is COOKS FOODLAND, INC..

ARTICLE II.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purposes and Powers

The object and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To engage generally in the retail grocery and meat business, together with any and all related acts incidental thereto for carrying out said purpose.

(b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(c) Capacity to Act. To have the capacity to act

possessed by natural person. To carry on its business within or without the State of Idaho, and in foreign countries.

(d) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(e) To Act as Agent. To act in the State of Idaho and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

(f) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate or every kind, character and description whatsoever and wheresoever situated and any interest therein.

(g) To deal in personal property, generally. To acquire, (by purchase, exchange, lease, hire or otherwise) hold, own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(h) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates or convenience and necessity, certificates of authority, memberships and other authorizations.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell convey or mortgage, either alone or in conjunction

with others, the right, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(j) To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

(k) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any individual, partnership, association corporation or other entity.

(m) To Borrow Funds. To borrow or raise moneys for any of the purpose of the Corporation, and, from time to time, without limit as to an amount, to execute, accept endorse and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(o) To enter into contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

(p) To exercise all of the rights, power and authority permitted under the Blue Sky Law of the State of Idaho, being Chapter 18, Title 26, Idaho Code.

(q) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporation, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

#### ARTICLE IV.

##### Registered Office --- Location

The address of the registered office of the Corporation is 305 Texas Street, Gooding, Idaho, 83330.

#### ARTICLE V.

##### Authorized Shares--Stock Non-assessable--Voting Power--Dividends

Section 1. Authorized shares. The total authorized capital stock of the Corporation shall be divided into 25,000 (Twenty-five Thousand) Shares of common stock with a par value of \$10.00 per share.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock,

who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporation Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

#### ARTICLE VI.

##### Provisions for Regulations of the Internal Affairs of the Corporation

Section 1. Meeting of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

## ARTICLE VII.

### DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members, who shall all be residents of the State of Idaho, but need not be shareholders of the corporation.

Section 2. Increase or decrease of Directors. The number of directors shall not be less than three, nor more than seven, which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have effect on shortening the term of any incumbent director. In case any increase in 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.

## ARTICLE VIII.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interest in, or are Directors or officers of, such other corporation; and Director individually, or any firm of which a 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 disclosed or shall have been known to the Board of Directors of 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 meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director of office of such other corporation or not so interested.

ARTICLE IX.

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

RONALD L. COOK	305 Texas St. Gooding, Idaho 83330	1 share
LeELLA JEAN COOK	305 Texas St. Gooding, Idaho 83330	1 share
RONALD KOLE COOK	305 Texas St. Gooding, Idaho 83330	1 share
SAUL K. COOK	617 Montana St. Gooding, Idaho 83330	1 share
GARY COOK	Mountain View Drive Jerome, Idaho 83338	1 share
NOLA COOK	Mountain View Drive Jerome, Idaho 83338	1 share

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 27 day of August, 1975.

Ronald L. Cook

Le Ella Jean Cook

Ronald Kole Cook

Saul K. Cook

Gary Cook

Nola M Cook



STATE OF IDAHO                    )  
                                      ) SS..  
County of Gooding                )

On this 27 day of August, 1975, before me,  
the undersigned, a Notary Public in and for said State,  
personally appeared RONALD L. COOK, LeELLA JEAN COOK, RONALD KOLE  
COOK, SAUL K. COOK, GARY COOK and NOLA COOK, known to me to be  
the persons whose names are subscribed to the within instrument and  
acknowledged to me that they 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.

Phillip M. Becker  
Notary Public for State of Idaho  
Residing at Gooding, Idaho