

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~IRA H. MASTERS~~ ^{J. D. (CY) PRICE}, 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

ALBERTSON'S FOOD CENTER OF BOISE, INC.
a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the ninth day of May, 1947

original articles of amendment, as provided by Section s 29-115 and 29-116, Idaho Code Annotated, amending ARTICLE FIRST changing the corporate title to: "ALBERTSON'S, INC.", and ARTICLE FIFTH changing the capitalization to \$2,000,000 (divided into 100,000 shares of the par value of \$10 each of common stock, and 10,000 shares of the par value of \$100 each of preferred stock).

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film Roll No. 10 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 12th day of May, in the year of our Lord one thousand nine hundred forty-seven and of the Independence of the United States of America the One Hundred Seventy-First

Secretary of State.

ARTICLES OF AMENDMENT OF
ALBERTSON'S FOOD CENTER OF BOISE, INC.

STATE OF IDAHO, |
 |
 | SS.
COUNTY OF ADA. |

J. A. ALBERTSON and BERTIE ESTES being separately sworn each upon oath deposes and says:

That J. A. Albertson is the duly elected, qualified and Acting President, and that Bertie Estes is the duly elected, qualified and acting Secretary; that on April 21, 1947, pursuant to call for a meeting of the stockholders of Albertson's Food Center of Boise, Inc. issued by the Board of Directors on February 3, 1947, and pursuant to a thirty-day written notice of the time, place and purpose of the meeting given to all of the stockholders of said corporation, which notice stated among other things the specific purpose to be to amend Section "FIRST" in the original Certificate of Incorporation of said Albertson's Food Center of Boise, Inc. by changing the name of the corporation to Albertson's, Inc.; and, to amend Section "FIFTH" in the original Certificate of Incorporation of said Albertson's Food Center of Boise, Inc. by increasing the total number of shares of stock which the corporation shall have authority to issue to 110,000 shares, of which 10,000 shares having a par value of \$100.00 each and amounting in the aggregate to \$1,000,000.00 shall be preferred stock, and of which 100,000 shares having a par value of \$10.00 each and amounting in the aggregate to \$1,000,000.00 shall be common stock, and shall not be subject to assessment.

A meeting of the stockholders of said corporation was duly convened and held, whereas all and every of the issued out-

standing shares of said corporation were present and represented; that at said meeting by resolution duly presented and unanimously adopted by the affirmative vote of all the issued outstanding shares of said corporation Section "FIRST" of the Articles of Incorporation of Albertson's Food Center of Boise, Inc., a corporation, was amended to read as follows:

"FIRST

That the name of this corporation is, and shall be, ALBERTSON'S, INC."

And that Section "FIFTH" of the Articles of Incorporation of said Albertson's Food Center of Boise, Inc., a corporation, was amended to read as follows:

"FIFTH

That the total authorized number of par value shares of this corporation shall be One Hundred Ten Thousand (110,000) shares, of which 10,000 shares having a par value of \$100.00 each and amounting in the aggregate to \$1,000,000.00 shall be preferred stock, and of which 100,000 shares having a par value of \$10.00 each and amounting in the aggregate to \$1,000,000.00 shall be common stock, and shall not be subject to assessment.

The designations, powers, preferences, rights, qualifications, limitations, or restrictions thereof are as follows:

The preferred stock shall be entitled to semi-annual dividends at the rate of six per cent per annum, payable out of the profits before any dividend on common stock is declared. Preferred stock dividend rights shall be cumulative, and preferred stock shall be preferred in dissolution to the extent of the par value thereof and any unpaid dividends which have accumulated thereon. After the payment of par and accumulated dividends the remaining assets of the corporation shall, in the event of dissolution, be distributed pro rata among the holders of the common stock. Preferred stock shall not carry any voting rights unless and until four semi-annual payments of dividends shall have been omitted, in the event of which omission, after the lapse of 30 days, such stock shall have voting rights until all accrued dividends thereon shall have been paid.

Preferred stock shall have no right of participation in the profits of the corporation beyond the six per cent cumulative dividend allotted to it. The surplus profits shall belong to the holders of the com-

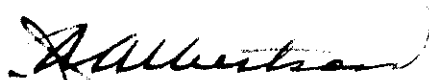
mon stock. The directors may, annually or semi-annually, distribute in the form of dividends to holders of the common stock such portion of such surplus as may be determined by the Board of Directors.

The preferred stock is subject to redemption at any time in whole or in part at \$105.00 per share, plus accrued dividends. When the directors by resolution determine to retire any portion of said preferred stock less than the amount then outstanding they may in said resolution also select any particular share or shares of stock to be thus retired. In the event of the failure to deliver stock for cancellation upon notice by registered mail, the corporation may deposit the sum required for retirement in any bank to be turned over to such stockholder upon delivery of his stock for cancellation, and the right to dividends shall cease from the time of the giving of such notice by registered mail.

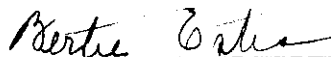
Each and every holder of preferred stock, by acceptance of his Certificate therefor, irrevocably waives and releases any and all right to subscribe to any common stock of the company, and consents to the issue and disposition of such common stock to such persons and upon such terms and conditions as the Board of Directors may from time to time fix and determine."

All of which appears upon and is of record in the minutes of said meeting duly recorded in the minute book of said corporation.

Signed in triplicate this 21st day of April, 1947.



President Albertson's Food
Center of Boise, Inc.



Secretary Albertson's Food
Center of Boise, Inc.

The triplicate originals are subscribed and sworn to before me this 21st day of April, 1947.



Notary Public for Idaho,
Residing at Boise, Idaho.