

CERTIFICATE OF INCORPORATION
OF

ABBOTT STORES, INC.

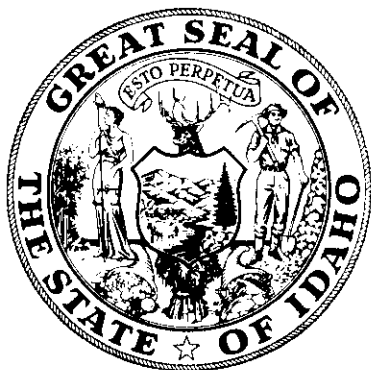
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ABBOTT 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: March 30, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel E. Artich*

1 ARTICLES OF INCORPORATION

2 OF

3 ABBOTT STORES, INC.

4 ONE

5 The name of this corporation is

6 "ABBOTT STORES, INC."

7 TWO

8 The purpose for which this corporation is organized is
9 the transaction of any and all lawful business for which corpor-
10 ations may be incorporated under the General Business Corporations
11 Act of the State of Idaho, except where special provisions are
12 made by law for the preparation, contents, and filing of articles
13 of incorporation of designated classes of corporations in the
14 Idaho code.

15 THREE

16 The existence of this corporation is to be perpetual
17 after the time of its incorporation, unless sooner dissolved or
18 disincorporated pursuant to law.

19 FOUR

20 The principle place of business and registered office of
21 this corporation in this state shall be 120 East Main Street,
22 Rigby, Jefferson County, State of Idaho.

23 FIVE

24 The amount of capital stock of this coporation shall be
25 fifteen thousand dallars (\$15,000), divided into fifteen thousand
26 shares of common stock of the par value of one dollar (\$1) per
27 share; all of said stock to be held, sold and paid for in such
28 time and in such manner as provided in these articles, and by
29 the By-Laws of this corporation, and as the board of directors
may from time to time determine, All capital stock, when fully
paid, shall be non-assessable.

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SIX

The corporation shall have the power to adopt, by appropriate By-Laws, a set of provisions restricting the sale or transfer of shares of stock, provided that the same shall be in accordance with applicable law.

SEVEN

The corporation shall have the power to adopt by appropriate By-Laws a provision or provisions providing for arbitration to decide matters where there is a tie vote of the share holders, provided that said provisions shall be in compliance with applicable law.

EIGHT

The amount of capital stock which has been actually subscribed and paid for is the sum of two hundred (200) shares of common stock for the sum of two hundred dollars (\$200), and the following are the names and addresses of the persons and the number of shares by whom the same have been subscribed and the amount paid thereon, to wit:

| | |
|------------------------|------------|
| Dean J. Abbott | |
| 488 North State Street | |
| Rigby, Idaho 83442 | 100 shares |
| Mary C. Abbott | |
| 488 North State Street | |
| Rigby, Idaho 83442 | 100 shares |

NINE

The board of directors, subject ot the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by two thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specifially called for that purpose. By-Laws by the directors under power so confirmed may be altered or

1 repealed, either by two thirds vote of the board of directors,
2 or by two thirds vote of the allotted shares. The board of
3 directors shall not make or alter any By-Laws fixing their
4 qualification, classification, terms of office or compensation.
5 Whenever any amendment or By-Law is adopted, it shall be recorded
6 in the book of By-Laws immediately after them and shall not take
7 effect until so recorded.

8 TEN

9 The mangement of this corporation shall be vested in
10 a Board of Directors of not less than three or more than seven
11 directors, as may be fixed by the By-Laws. The directors
12 shall be elected at the annual meeting of the share holders to
13 be held at the general office of the corporation in Rigby, Jeffer-
14 son County, Idaho, on a day at the time to be specified in the
15 By-Laws; and until the first election of directors to be held
16 within three months of the filing of these articles, the directors
17 of this corporation shall be Dean J. Abbott, 488 North State Street
18 Rigby, Idaho; Mary C. Abbott, 488 North State Street, Rigby, Idaho
19 and Michael D. Abbott, 120 East Main Street, Rigby, Idaho.

20 ELVEN

21 The registered agent of the corporation shall be Dean J.
22 Abbott, and the initial registered office of the corporation shall
23 be 120 East Main Street, Rigby, Idaho.

24 TWELVE

25 No contract or other transaction between this corpora-
26 tion and any other corporation, whether or not a majority of the
27 shares of the capital stock of such other corporation is owned
28 by this corporation, and no act of this corporation shall in any
29 way be affected or invalidated by the fact that any of the direct-
ors of this corporation are pecuniarily ar otherwise interested
in, any contract or transaction of the corporation, provided that
the fact that he or such firm so interested shall be disclosed

1 or shall be known to the board of directors owning a majority
2 thereof. Any director of this corporation who is also a director
3 or officer of such other corporation, or who is so interested, may
4 be counted in determining the existence of a quorum at any meeting
5 of the board of directors of this corporation that shall authorize
6 such contract or transaction, and may vote thereat to authorize
7 such contract or transaction, with like force and effect as if he
8 were not such director or officer of such other corporation and
9 not so interested.

10 THIRTEEN

11 The corporation shall have the power to adopt, by appro-
12 priate by laws, such program or programs of deferred compensation
13 for directors, officers, and employees of said corporation, as
14 shall be in compliance with law; such programs may include but
15 are not limited to profit sharing plans, pension plans, death
16 benefit payments, life insurance, medical payments, medical
17 insurance programs, and wage continuation plans.

18 FOURTEEN

19 The directors may be given the power by appropriate
20 By-Laws to sell, transfer, assign, mortgage, or otherwise dispose
21 of and convey and corporate property, real or personal, without
22 being required to call a stockholders' meeting to approve the
23 same, provided that such transfer or conveyance is not such as
24 is in violation of any provision of law or which must be by
25 vote of the shareholders by any provision of law.

26 IN WITNESS WHEREOF, we here unto set our hands this

27 19 day of March, 1982.

28 
29 Dean J. Abbott


Mary C. Abbott

1 STATE OF IDAHO)

ss.

2 County of Madison

3 On this 19th day of March, 1982, before me, the under-
4 signed Notary Public in and for the State of Idaho, personally
5 appeared Dean J. Abbott and Mary C. Abbott, known to me to be
6 the persons whose names are subscribed to the within instrument,
and acknowledged to me that they executed the same.

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

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11 
12 Notary Public for Idaho
13 Residing at Rexburg
14 My Commission Expires: life
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