

State of Idaho



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.

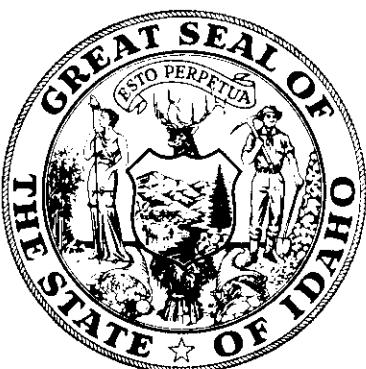
Dated: March 30, 1982.

A handwritten signature in cursive script that appears to read "Pete T. Cenarrusa".

SECRETARY OF STATE

by:

A handwritten signature in cursive script that appears to read "Myron F. Artach".



ARTICLES OF INCORPORATION

OF

ABBOTT STORES, INC.

ONE

The name of this corporation is

"ABBOTT STORES, INC."

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
 of incorporation of designated classes of corporations in the
 Idaho code.

THREE

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

FOUR

FIVE

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

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

11 The amount of capital stock which has been actually
12 subscribed and paid for is the sum of two hundred (200) shares
13 of common stock for the sum of two hundred dollars (\$200),
14 and the following are the names and addresses of the persons
15 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

NTNE

21 The board of directors, subject of the laws of the
22 State of Idaho, shall have the power to repeal and amend the
23 By-Laws and adopt new By-Laws for this corporation. This power
24 may be revoked by two thirds majority of the allotted shares of
25 this corporation at any regular meeting of the shareholders or
at any meeting specifically 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
in the book of By-Laws immediately after them and shall not take
effect until so recorded.

TEN

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

ELEVEN

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

TWELVE

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
were not such director or officer of such other corporation and
not so interested.

THIRTEEN

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

FOURTEEN

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

21 IN WITNESS WHEREOF, we here unto set our hands this
22 19 day of March, 1982.

Dean J. Abbott
Dean J. Abbott

Mary C Abbott
Mary C. Abbott

1 STATE OF IDAHO)
2) ss.
3 County of Madison)

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

9
10 IN WITNESS WHEREOF, I have hereunto set my hand and
11 affixed my official seal the day and year in this certificate
12 first above written.

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W. Clark Pote
Notary Public for Idaho
Residing at Rexburg
My Commission Expires: life