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10 OCT 20 PM 12:20  
SECRETARY OF STATE  
STATE OF IDAHO

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**ARTICLES OF INCORPORATION  
OF  
WINCO FOODS FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.**

**NAME**

The name of the corporation is WinCo Foods Foundation, Inc.

**ARTICLE II.**

**PERIOD OF DURATION**

The period of its duration shall be perpetual.

**ARTICLE III.**

**PURPOSE**

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

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## **ARTICLE IV.**

### **POWERS**

The corporation shall have all powers provided for nonprofit corporations under the Idaho Nonprofit Corporation Act.

## **ARTICLE V.**

### **LIMITATIONS**

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over to organizations organized and operated exclusively for charitable or educational purposes and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by a court of general jurisdiction in Ada County, Idaho.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE VI.**

##### **NO MEMBERS**

The corporation shall have no voting members.

## **ARTICLE VII.**

### **BOARD OF DIRECTORS**

All business affairs of the corporation shall be conducted by its Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the corporation's Bylaws, which number shall be no less than five (5). The Directors shall be elected by the existing Directors of the corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors are:

Ben Swanson  
650 N. Armstrong Place  
Boise, ID 83704

Wendy Bell  
650 N. Armstrong Place  
Boise, ID 83704

Ashley Hickerson  
650 N. Armstrong Place  
Boise, ID 83704

David Van Etten  
650 N. Armstrong Place  
Boise, ID 83704

Grant Haag  
650 N. Armstrong Place  
Boise, ID 83704

## **ARTICLE VIII.**

### **REGISTERED OFFICE**

The address of the initial registered office of the corporation is 650 N. Armstrong Place, Boise, Idaho 83704. and the name of its initial registered agent at such address is Ashley Hickerson.

**ARTICLE IX.**

**PRINCIPAL OFFICE**

The address of the principal office of the corporation is 650 N. Armstrong Place, Boise, Idaho 83704.

**ARTICLE X.**

**AMENDMENT**

These Articles of Incorporation may only be amended by vote of at least a majority of the corporation's Directors.

**ARTICLE XI.**

**TAXABLE YEAR**

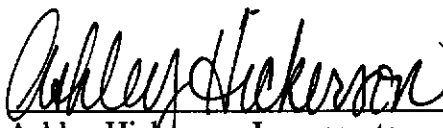
The taxable year of the corporation shall be determined by the corporation's Directors.

**ARTICLE XII.**

**BYLAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the corporation's Bylaws.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 19 day of October, 2010.

A handwritten signature in black ink, appearing to read "Ashley Hickerson", is written over a horizontal line.

Ashley Hickerson, Incorporator  
650 N. Armstrong Place, Boise, Idaho 83704