



CERTIFICATE OF INCORPORATION  
OF

AUSTIN REXALL DRUG, INC.

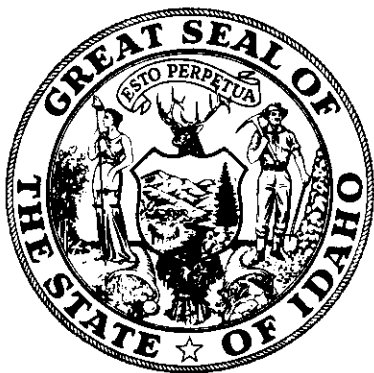
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

AUSTIN REXALL DRUG, 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 May 11, 19 81.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

MAY 11 8 40 AM '81  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
of  
AUSTIN REXALL DRUG, INC.

KNOW ALL MEN BY THESE PRESENTS that we, all citizens of the United States, of legal age and residents of the State of Idaho, do, pursuant to the statutes of the State of Idaho, voluntarily associate ourselves together for the purpose of organizing and forming a corporation under and pursuant to the statutes of the State of Idaho, which corporation shall have the following powers, rights, authorities and duties:

I.

The corporate name of such corporation shall be:

AUSTIN REXALL DRUG, INC.,  
an Idaho corporation

II.

The corporation shall have a perpetual existence.

III.

The principal place of business of said corporation and its registered office shall be:

Austin Rexall Drug, Inc.  
301 N. First Street  
Sandpoint, Idaho 83864

IV.

The purposes for which this corporation is organized, as provided by 30-1-54 (c) Idaho Code, are:

To manufacture, produce, compound, prepare and sell at wholesale and/or at retail all kinds of drugs, chemicals, medicines, physicians' and surgeons' supplies, instruments, medical instruments, crutches, artificial limbs, all medical supplies and all appliances and conveniences required for and on behalf of the sick, invalid and ailing; including cosmetics, perfumes, toilet articles and supplies,

soaps, stationery, novelties, sundries, confectioners and tobacco, and any other allied and related undertakings.

Said corporation shall be authorized, pursuant to the statutes of the State of Idaho, to buy, own, hold and acquire by lease, deed, contract or agreement, real and/or personal properties and to execute notes, bonds and mortgages in relation thereto.

V.

The corporation shall have all of those corporate powers as are authorized and provided by the provisions of 30-1-4, Idaho Code. The corporation specifically reserves, pursuant to 30-1-6, Idaho Code, the right to buy, purchase and acquire its own shares of stock and/or shares of stock in any other corporation.

VI.

The corporation shall have the right to enter into such agreements and arrangements with its officers and/or directors to provide for their indemnification in acts for and on behalf of the corporation in accordance with and pursuant to the provisions of 30-1-5 Idaho Code.

VII.

No preemptive right of shareholders shall exist by virtue of 30-1-26 Idaho Code, of shareholders and/or stockholders to buy, purchase or acquire stock issued by the corporation.

VIII.

The capital of this corporation shall consist of 180 shares of common stock, having an aggregate par value of \$180,000.00 and having a total authorized number of par value shares of 180 shares at \$1,000.00 per share. All stock issued by this corporation shall have a par value of \$1,000.00 per share and the corporation shall be authorized to issue stock at par only. All stock to be issued by this corporation shall be common stock possessing equal and full

voting powers and shall be non-assessable.

IX.

The name and post office address of each of the incorporators herein shall be:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES</u>
Ross D. Payne	404 St. Clair Sandpoint, Idaho 83864	1

X.

The Registered Office of the corporation and the Registered Agent of the corporation, as required by 30-1-54 (i), Idaho Code, shall be:

Ross D. Payne  
~~404 St. Clair~~ 301 N. First Street  
Sandpoint, Idaho 83864 *as per Laura*

XI.

The total number of Shareholders under this corporation shall not exceed ten (10) in number and this corporation is organized pursuant to the provisions of those Internal Revenue Service Rules and Regulations authorizing a Sub-Chapter S Corporation.

XII.

The Board of Directors of the corporation shall not be required to be Shareholders to serve as a Director and shall be not less than three (3) in number nor more than five (5) in number, who shall be elected and who shall hold office pursuant to the statutes of the State of Idaho as defined by the By-laws of the corporation. The Board of Directors shall have at all times the power and authority by a two-thirds majority vote at any special meeting called for the express purpose, to amend, vacate or annul the By-laws or any provision of the By-laws or to adopt By-laws for and on behalf of the corporation.

XIII.

The original Board of Directors who shall serve until the first annual meeting shall be three (3) in number and shall be:

Ross D. Payne  
404 St. Clair  
Sandpoint, Idaho 83864

James L. Austin, Jr.  
707 Oak Street  
Sandpoint, Idaho 83864

Susan A. Austin  
707 Oak Street  
Sandpoint, Idaho 83864

XIV.

The Secretary of the Corporation shall be empowered pursuant to 30-1-54 (h) Idaho Code, to refuse to transfer any stock in or issued by the corporation which would result in derogation of any of the qualifications of the corporation as a Sub-Chapter S Corporation.

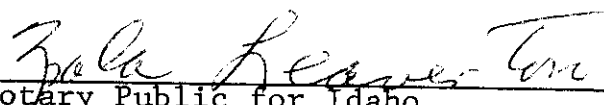
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 30 day of April, 1981.

  
\_\_\_\_\_  
Ross D. Payne

STATE OF IDAHO :  
: ss.  
County of Bonner :

On this 30 day of April, 1981, before me, the undersigned Notary Public, personally appeared ROSS D. PAYNE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

WITNESS my hand and seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho.  
Residing at Sandpoint.  
My commission expires: 6-1581