



CERTIFICATE OF INCORPORATION
OF

SPRINGER FAMILY CORPORATION

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 _____

SPRINGER FAMILY CORPORATION

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: **January 28, 1983.**



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION
OF
SPRINGER FAMILY CORPORATION

We, the undersigned, all of whom are of full legal age, hereby associate ourselves for the purpose of forming a corporation according to the laws of the State of Idaho under I.C. §30-1-54 and for that purpose execute these Articles of Incorporation in duplicate.

ARTICLE I. NAME

The name of this corporation shall be Springer Family Corporation.

ARTICLE II. PURPOSES AND POWERS

§2.1 Purposes: The nature of the business of the corporation and its objects are:

(a) To engage in all forms of supermarket and grocery sales, lease, purchase and servicing of equipment. To engage in the acquisition and financing of all inventory and equipment ancillary to such sales and leases. To engage persons for sales and service of all equipment, products and supplies. To engage in all enumerated acts for wholesale and retail purposes.

(b) To engage in any other business, the conduct of which is not forbidden to general business corporation by the Constitution, statutes or common law of the State of Idaho.

(c) To purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer, and convey real and personal property of every kind and description or any part therein, irrespective of its nature or use, including stock in other corporations, and particularly including buildings, plants, warehouses, and factories and all kinds of commodities.

(d) To purchase, rent, lease, apply for, register and otherwise acquire, own or dispose of patents, patent rights, copy

rights, trade-marks, trade-names, trade secrets, formulae, inventions and improvements thereon, licenses or concessions of any and all kinds; to deal in, operate and manufacture the same.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or in inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

§2.2 Powers: In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Idaho, the corporation shall have the following powers:

(a) To sue and be sued, complain and defend, in its corporate name.

(b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(e) To lend money to its employees, officers and directors. No loans shall be made by the corporation to its officers or directors, unless first approved by the holders of 2/3 of the voting shares, and no loans shall be made by the corporation secured by its shares.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in

and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, to form other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships, or other corporations.

(h) To make contracts, guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country.

(k) To make and alter By-Laws, not inconsistent with its Articles of Incorporation, or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(m) In time of war to transact any lawful business in aid of the United States in the prosecution of the war.

(n) To indemnify any director or officer or former director or former officer of the corporation, or any person who may have

served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or by any By-Laws or resolution adopted by the shareholders after notice.

(o) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(p) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

(q) To cease its corporate activities and surrender its corporate franchise.

(r) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(s) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

(t) To make any tax elections now or hereafter authorized.

(u) To become a party to agreements among all or a majority of the shareholders, which agreements may provide, among other things, for the redemption of stock.

ARTICLE III. DURATION

The duration of the existence of the corporation shall be perpetual.

ARTICLE IV. REGISTERED AGENT

The address of the corporation's initial registered office shall be 308 Elder Building, Coeur d'Alene, Idaho 83814, and the name of the corporation's initial registered agent at such address is Cameron Phillips, Attorney.

ARTICLE V. CAPITAL AND LIABILITIES

§5.1 Authorized: The authorized capital stock of the corporation is 50,000 shares common stock having a par value of \$1.00.

§5.2 Paid-In: The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of its shares.

§5.3 Incorporators' Name and Address: The name and address of the incorporator of this corporation is as follows:

Ronald E. Springer; East 1028 Rockwood Boulevard;
Spokane, WA 99203

§5.4 Initial Plan for Stock Issuance: The Board of Directors is authorized to accept subscriptions and issue 50,000 shares of common stock at the price of \$1.00 per share to be paid in money. The maximum amount to be received by the corporation in consideration of the stock to be issued pursuant to this plan, shall be \$50,000.00. This authorization is deemed to be a plan adopted pursuant to Section 1244 of the Internal Revenue Code of 1954 and shall expire within two years after the adoption of these Articles. Such other action shall be taken by the corporation as shall qualify the stock offered and issued under this plan as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

§5.5 Post-Plan Issuances: Subject to any preemptive rights provided in §5.7, any stock not issued pursuant to the plan adopted in §5.4, any stock authorized in excess of the initial

shares authorized in §5.1, may be issued by the Board of Directors from time to time for such consideration in labor, services, money or property as may be fixed by the Board of Directors.

§5.7 Fully Paid Non-Assessable: No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further cost or assessment.

§5.7 Preemptive Rights: The shareholders of the corporation shall have the preemptive right to purchase at the price established under the §5.4 plan, or subsequently at such respective equitable prices, term and conditions (including adjustments of such cash or fractional shares as may be necessary to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the capital stock of the corporation (a) as may be authorized from time to time over and above the shares initially authorized in §5.1, or (b) as may be shares held in the treasury of the corporation, from time to time whether derived from such original shares authorized or from shares thereafter authorized. Such preemptive right shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

§5.8 Surrender for Cancellation: The corporation may redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by the affirmative vote of the holders of 2/3 of the shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed surrender shall be adopted upon receiving the affirmative vote of the holders of 2/3 of the shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. In order to obtain the necessary vote on the

redemption and cancellation of shares, authorized herein, the corporation shall follow the procedure to amend Articles of Incorporation as presently codified in Idaho Code 30-1-61.

§5.9 Limitation on Transfer: No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders, or in effect among a part or all of the shareholders and the corporation. The corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

§5.10 Personal Liability: The property of the shareholders of this corporation shall not be subject to the payment of the debts of this corporation except for unpaid stock subscriptions.

ARTICLE VI. MANAGEMENT

§6.1 Board of Directors: This corporation shall be managed by a Board of Directors of not less than two directors, the number of which shall be fixed by the By-Laws.

§6.2 Original Director: The name and post office address of the director selected to serve as such until the first annual meeting or until his successor is chosen and qualified, is as follows:

Ronald E. Springer; East 1028 Rockwood Boulevard;
Spokane, WA 99203

§6.3 Conflict of Interests: No contract or other transaction between the corporation shall be affected or invalidated by the fact that one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated

by the fact that any director or directors of this corporation, is a party, or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

ARTICLE VII. MEETINGS

§7.1 Annual Meetings: The annual meetings of shareholders and directors shall be held at such time and at such place as may be provided in the By-Laws.

§7.2 Special Meetings: Special meetings of shareholders and directors may be held upon such notice and at such time and place as may be provided by the By-Laws. The Board of Directors may meet and transact business of this corporation at any place within or without the state of incorporation.

§7.3 Approval of Minutes and Resolutions: Minutes and resolutions approved in writing by all of the shareholders or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders or of the directors duly called and constituted.

ARTICLE VIII. BY-LAWS

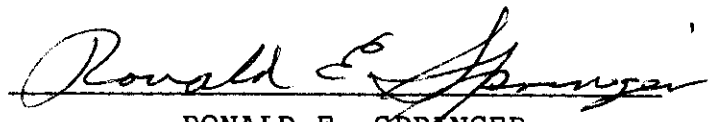
§8.1 Amendment to By-Laws: The Board of Directors shall have authority to make and alter the By-Laws, subject to the power of the shareholders to amend or repeal them. The Board of Directors shall not make or alter any By-Laws fixing their compensation, qualifications, classifications, or terms of office. No amendment to the By-Laws shall be made that alters or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change,

add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the state of incorporation. All rights and powers conferred by these Articles of Incorporation are granted, subject to this reservation. No amendment to these Articles shall be made that alters or removes any provision for the protection of minority shareholders without their consent.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation in duplicate, and have signed and sealed the same and each of them on the 19th day of January, 1983.


RONALD E. SPRINGER

STATE OF WASHINGTON)
)
County of Spokane)

THIS IS TO CERTIFY that on the 19th day of January, 1983, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared:

RONALD E. SPRINGER

to me known to be the identical person who has executed the foregoing Articles of Incorporation as incorporator, and acknowledged to me that he signed, sealed and executed said Articles as his free and voluntary act and deed, for the uses and purposes therein mentioned.

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

Carrie J. May
NOTARY PUBLIC in and for the State
of Washington, Residing at Spokane