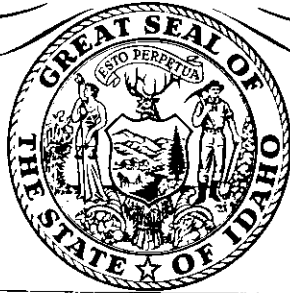


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

MORGAN BROS. CO., INC.

was filed in the office of the Secretary of State on the **first** day of **October** A.D. One Thousand Nine Hundred **Fifty-Nine**, and duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Lewiston,

in the County of

Nez Perce.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **first** day of **October**, A.D., 19 **59**.

Secretary of State.

1
2 ARTICLES OF INCORPORATION

3 OF

4 MORGAN BROS. CO., INC.

5 KNOW ALL MEN BY THESE PRESENTS, that we, the under-
6 signed, at least two-thirds of whom are citizens of the United States,
7 and of full legal age, have this day voluntarily associated our-
8 selves together for the purpose of forming a corporation under the
9 laws of the State of Idaho, and we hereby certify in writing:

10 I.

11 The name of said corporation shall be MORGAN BROS. CO.,
12 INC.

13 II.

14 The objects and purposes for which the corporation is
15 formed are to conduct a wholesale and retail grocery business in
16 all its branches, including the buying, selling, brokering and
17 otherwise handling and dealing with foodstuffs and personal property
18 of all kinds, in connection with any of the foregoing; in fact, to
19 do any and all things that may be necessary or pertinent in connect-
20 ion with any of the foregoing objectives, and to do all acts per-
21 mitted by the foregoing, and by I C. 30-114, and all laws amendatory
22 thereof or supplemental thereto, and all of such other acts as are
23 necessary and expedient to accomplish any of the foregoing.

24 III.

25 The registered office and place where the principal
26 business of said corporation is to be transacted is at the office
27 of the company in Lewiston, Nez Perce County Idaho.

28 IV.

29 The duration of this corporation and the term of its
30 existence is perpetual.
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V.

The number of directors of said corporation shall be four, each of whom must be a shareholder. The number of directors may be increased by the shareholders at any regular meeting or at any special meeting of which notice of such purpose is given. A director shall hold office for the term for which he was named or elected, or until his successor is elected and qualified.

VI.

The total authorized shares of the capital stock of said corporation is 2,500 shares of the par value of \$100.00 per share; each share entitles its holder to one vote without preference; the stock shall be common stock and shall be non-assessable.

VII.

The Board of Directors of this corporation shall be and they hereby are authorized to determine the value of any property or consideration, other than money, which is offered, tendered or paid for corporate stock.

VIII.


The amount of capital stock of the corporation which has actually been subscribed is four shares, which shares have been subscribed to by the following named persons, who are also the incorporators, and the names and addresses of said incorporators, and the amount of stock subscribed by each, are as follows:

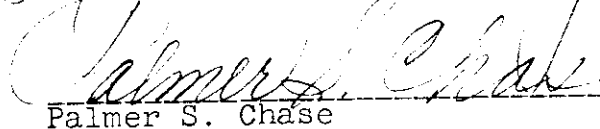
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
William L. Morgan	1594 Maple, Clarkston, Wash.	1
Ernest M. Morgan	617 Highland, Clarkston, Wash.	1
Richard L. Morgan	1802-7th Ave., Lewiston, Idaho	1
Palmer S. Chase	1159 E.-16th Ave., Clarkston, Wash.	1

1
2 IN WITNESS WHEREOF, we have hereunto set our hands
3 and seals this 29th day of September, 1959.

4  (SEAL)
5 William L. Morgan

6  (SEAL)
7 Ernest M. Morgan

8  (SEAL)
9 Richard L. Morgan

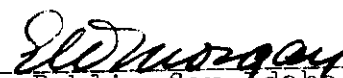
10  (SEAL)
11 Palmer S. Chase

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13
14
15 STATE OF I D A H O)
16 County of Nez Perce) ss.

17 On this 29th day of September, 1959, before me the
18 undersigned, a Notary Public in and for said State, personally
19 appeared WILLIAM L. MORGAN, ERNEST M. MORGAN, RICHARD L. MORGAN
20 and PALMER S. CHASE, known to me to be the persons whose names are
21 subscribed to the within instrument, and acknowledged to me that
22 they executed the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and
24 affixed my official seal the day and year first above written.

25
26
27 (SEAL)


Notary Public for Idaho, Residing
at Lewiston, therein.