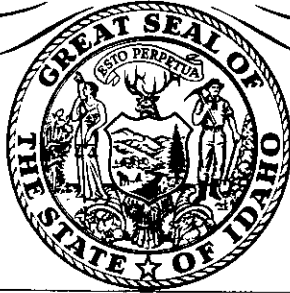


# State of Idaho



## 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

**IATERS, INC.**

was filed in the office of the Secretary of State on the **Seventh** day of **February,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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

**St. Anthony**

in the County of

**Fremont**

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 **7th** day of **February**, A.D., **1962**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LATERS, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho and we do hereby certify:

I.

That the name of said corporation shall be

LATERS, INC.

II.

That the purposes for which said corporation is formed are to engage in the general mercantile and grocery business, both wholesale and retail. To acquire and pay for, in cash, shares of stock, bonds or notes of this corporation or otherwise the assets including the good will of any person, firm, association or corporation and to undertake or assume the whole or any part of the obligations or liabilities therefor and to buy and sell the stock in this corporation and any evidence of indebtedness in this corporation.

1. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

2. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

3. To enter into any kind of contract or agreement, co-operative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the

directors may deem fit.

4. To build houses or other buildings of every kind and character, either for sale or lease or on contract or otherwise; to lay out, subdivide, resubdivide and plat tracts of land and sell same, either by such subdivision or resubdivision; and to improve lands laid out, subdivide or resubdivide, grade, oil and improve streets, alleys, parks and other places, and sidewalk, curb, and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

5. To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

6. To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

7. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.

8. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

9. To enter into, make, perform and carry out contracts of

every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

10. To engage in and conduct any and all kinds of manufacturing businesses.

11. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in part of the world.

12. The several clauses contained in this statement or purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### III.

That the principal office of the said corporation shall be located in the City of St. Anthony, County of Fremont, State of Idaho, but other offices of the said corporation may be established in other cities and in other States.

### IV.

That the capitalization of this company shall be Seventy Five Thousand Dollars (\$75,000.00) divided into seventy-five

thousand shares, each share having a par value of One Dollar (.01.00). Such stock may be issued by the company from time to time for such consideration as may be fixed by the Board of Directors.

V.

That the life and term of the corporation shall be perpetual.

VI.

That the number of the Directors of this corporation shall be three who shall be stockholders, and the names and addresses of the persons who are appointed as the first Directors and to hold office until the selection and qualification of their successors are:

Stephen Call Later - St. Anthony, Idaho - 1 Share

Lena Lillian Later - St. Anthony, Idaho - 1 Share

Monte Quinn Later - St. Anthony, Idaho - 1 Share

IN WITNESS WHEREOF, the persons named herein as subscribers have hereunto set their hands this 5th day of July, 1962.

Stephen Call Later  
Lena Lillian Later  
Monte Quinn Later

STATE OF IDAHO :  
COUNTY OF BANNOCK : ss.

On this 5 day of July, 1962, before me, B. A. McDevitt, Notary Public in and for said county and state, personally appeared Stephen Call Later, Lena Lillian Later, Monte Quinn Later, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

B. A. McDevitt  
Notary Public for the State of  
Idaho.  
Residing at Pocatello, Idaho