

Department of State.

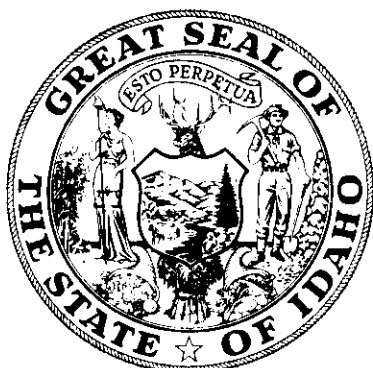
**CERTIFICATE OF AUTHORITY
OF**

CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.** to transact business in this State under the name **CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated January 22, 19 82



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Pursa
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Clarkston Heights Town & Country Plaza, Inc.
2. *The name which it shall use in Idaho is Clarkston Heights Town & Country Plaza, Inc.
3. It is incorporated under the laws of the State of Washington
4. The date of its incorporation is November 16, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Fifth Ave. and Appleside Blvd., Clarkston, Asotin County, Washington
6. The street address of its proposed registered office in Idaho is Main Street, P. O. Box 638, Lapwai, ID 83540, and the name of its proposed registered agent in Idaho at that address is Douglas Brian Poole
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The purchase and sale of food related items, sundries, petroleum related items, and other things necessary and related thereto
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dwight Poole</u>	<u>President</u>	<u>2035 Crestview Dr., Clarkston, WA 99403</u>
<u>Nancy Poole</u>	<u>1st Vice President</u>	<u>2035 Crestview Dr., Clarkston, WA 99403</u>
<u>Sylvia Joan Wilson</u>	<u>2d Vice President</u>	<u>1915 Parkview Ct., Clarkston, WA 99403</u>
<u>Robert E. Wilson</u>	<u>Secretary/Treasurer</u>	<u>1915 Parkview Ct., Clarkston, WA 99403</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u>common</u>	<u>\$.10 per share</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500,000	common	\$.10 per share

500,000	common	\$.10 per share
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II. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 20th, 1982

CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.

By Kevin M. Poole

Its _____ President

and Robert Wilson

Its _____ Secretary

STATE OF WASHINGTON)
)ss:
COUNTY OF ASOTIN)

I, the undersigned, a notary public, do hereby certify that on
this 20th day of January, 1982, personally appeared before
me DWIGHT POOLE, who being by me first duly sworn, declared that he
is the President of Clarkston Heights Town & Country
Plaza, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[Signature]

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

2-315952-8
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.
a domestic corporation of Clarkston, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Lloyd L. Pike
Little & Pike
726 Sixth St.
Clarkston, WA 99403

Filing and recording fee \$ _____
License to June 30, 19____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 16, 1981

Microfilmed, Roll No. 1603

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FILED

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RECEIVED BY STATE
CLERK

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ARTICLES OF INCORPORATION
OF

CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.

The undersigned domestic corporation comes for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof, does hereby sign and deliver in duplicate to the Secretary of State of the State of Washington the following Articles of Incorporation, and does state as follow:

ARTICLE I

The name of the corporation shall be:

CLARKSTON HEIGHTS TOWN & COUNTRY PLAZA, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

To do all things necessary and pertinent relating to the purchase and sale of food related items, sundries, petroleum related items, and other things necessary and related thereto; and in addition thereto, but without limitation, the corporation shall have the power to purchase stock, invest money and deal in real estate, and do any and all other business related activities not in violation of the laws of the State of Washington or the United States of America.

ARTICLE IV

1. The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares.

2. Such shares are to consist of one class only (common) and shall have a par value of ten cents (\$.10) per share.

Articles of
Incorporation

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LITTLE & PIKE
Attorneys at Law
TELEPHONE (509) 758-2501
726 SIXTH STREET
CLARKSTON, WASHINGTON

1 3. The aggregate value of all shares shall be Fifty
2 Thousand Dollars (\$50,000.00).

3 ARTICLE V

4 The preemptive right of shareholders to acquire ad-
5 ditional shares of the corporation and/or to acquire the
6 shares of a deceased shareholder(s) who wishes to sell,
7 shall be as follows: Existing shareholders shall have a
8 first right to purchase additional shares of the corporation
9 or a predeceased or selling shareholder's shares on an equal
10 basis at a market value established at the annual meeting as
11 hereinafter described, and if any existing shareholder does
12 not wish to purchase any of said shares, then the remaining
13 shareholder(s) shall have first option to purchase any of
14 said stock.

15 Further, subject to the laws of the State of Washington,
16 the corporation shall have the preemptive rights heretofore
17 stated to purchase and/or redeem its own stock. Said power
18 to purchase and/or redeem shall be in accordance with RCW
19 23A.08.030.

20 ARTICLE VI

21 The corporate shares of the stock either issued or
22 nonissued shall not be used as collateral in any negoti-
23 ations or monied business dealings, either individually or
24 corporately, unless so authorized by a unanimous vote of all
25 shareholders.

26 ARTICLE VII

27 This corporation is organized and all operations shall
28 be with the intent of operating within the scope of Section
29 1244 of the Internal Revenue Code of the United States of
30 America.

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ARTICLE VIII

The voting rights of the shareholders and the powers of the board of directors shall be set out in the by-laws of the corporation.

ARTICLE IX

The address of the initial registered office of the corporation shall be as follows: 843 Seventh Street, Post Office Box 191, Clarkston, Washington 99403-0191. The name of the intial registered agent of the corporation at such address is Lloyd L. Pike.

ARTICLE X

The corporation shall have the power to buy and sell its own stock upon the vote of a majority of the shareholders.

ARTICLE XI

The number of directors constituting the initial board of directors of the corporation shall be four (4). Thereafter the board may be increased or decreased in accordance with the laws of the State of Washington.

The names and addresses of the persons who are to serve as directors until the fourth Monday of October of each year, which is designated as the annual meeting of shareholders, are as follows:

Robert E. Wilson	1915 Parkview Court Clarkston, WA 99403
Sylvia Joan Wilson	1915 Parkview Court Clarkston, WA 99403
Dwight Dwight	2035 Crestview Drive Clarkston, WA 99403
Nancy Poole	2035 Crestview Drive Clarkston, WA 99403

ARTICLE XII

The name and address of the incorporators are as

1 follows:

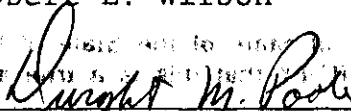
2 Robert E. Wilson 1915 Parkview Court
Clarkston, WA 99403

3 Dwight Poole 2035 Crestview Drive
4 Clarkston, WA 99403

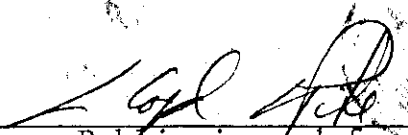
5 IN WITNESS WHEREOF, the incorporators have hereunto set
6 their hands this 12th day of November, 1981.

7
8 CLARKSTON HEIGHTS TOWN & COUNTRY
PLAZA, INC.

9
10 
Robert E. Wilson

11 
12 Dwight Poole

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14 SUBSCRIBED and sworn to before me this 12th day of
15 November, 1981.

16 
17 Notary Public in and for the State of
18 Washington, residing at Clarkston.

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Articles of
Incorporation

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LITTLE & PIKE
Attorneys at Law
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726 SIXTH STREET
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