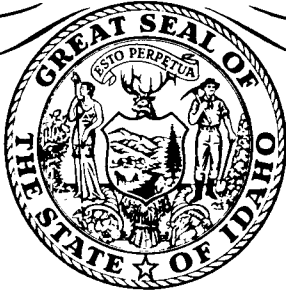


# State of Idaho



## 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

**J. & D. WHOLESALE CO.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ **will be** duly recorded on ~~film~~ **microfilm** 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 **Rexburg** in the County of **Madison.**

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 **28th** day of **May**, A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

of

J. & D. WHOLESALE CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

"J. & D. WHOLESALE CO."

SECOND

That the nature of the business and the object and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To merchandise, sell, offer for sale, and distribute at wholesale and retail, candy, cigarettes, foods and foodstuffs, and dry goods, of all kinds, and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption, and dry goods suitable for public use.

(b) To engage in any business related to or unrelated to that described in Clause "a" of this article and from time to time authorized or approved by the Board of Directors of this Corporation.

(c) To act as a partner or in a joint venture in any transaction.

(d) To have and exercise all rights and powers from time to time granted to a corporation by law.

(e) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

(f) To purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

### THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

### FOURTH

That the principal place of business and the registered office of this corporation in this state shall be in Rexburg, County of Madison, State of Idaho.

### FIFTH

(a) That the amount of the capital stock of this corporation shall be \$10,000.00 divided into 10,000 shares of common stock of

the par value of \$1.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these articles, and in the By-laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate By-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

(c) The corporation shall have the power to adopt by appropriate By-laws a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the shareholders; provided that said provisions shall be in compliance with applicable law.

#### SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of 3 shares of common stock for the sum of \$3.00, and following are the names and addresses of the persons and number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

NAME	ADDRESS	NO. OF SHARES	AMOUNT PD.
James H. Barrett	Rexburg, Idaho	One	\$1.00
Phylus H. Barrett	Rexburg, Idaho	One	\$1.00
James D. Barrett	Rexburg, Idaho	One	\$1.00
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#### SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-laws and adopt new By-laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this

corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-laws made by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any By-laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-law is adopted it shall be recorded in the Book of By-laws immediately after them, and shall not take affect until so recorded.

#### EIGHTH

That the management of this corporation shall be vested in a board of not less than three nor more than five directors, as may be fixed by the By-laws. The directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Rexburg, Madison County, Idaho, on a day at the time to be specified in the By-laws; and until the first election of directors to be held within three months of the filing of these articles, the directors of this corporation shall be James H. Barrett, Phylus H. Barrett, and James D. Barrett.

#### NINTH

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or

are directors or officers of, such other corporation. Any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and affect as if he were not such director or officer of such other corporation or not so interested.

#### TENTH

The corporation shall have the power to adopt, by appropriate By-laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

#### ELEVENTH

The directors may be given the power, by appropriate By-law to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the

shareholders by any provision of law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 27th day of May, 1965.

James H. Barrett  
Phylus H. Barrett  
James D. Barrett

STATE OF IDAHO,       )  
                              )  
                              ) SS.  
County of Madison. )

On this 27th day of May , 1965, before me, the undersigned,  
a Notary Public in and for said county and state, personally  
appeared James H. Barrett, Phylus H. Barrett, and James D.  
Barrett, known to me to be the persons whose names are subscribed  
to the within 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 in this certificate first  
herein written.

Grant Jolley  
Notary Public  
For the State of Idaho  
Residing at Rexburg, Idaho  
Comm. Expires: 2-5-69