

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

Fidelity Union S&M
WENDALL DRUG, INC.

was filed in the office of the Secretary of State on the **Seventh** day of **September** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ **will be** duly recorded on ~~microfilm~~ **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 **Wendall** in the County of **Cooding.**

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 **September**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

WENDELL DRUG, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons and of full age and citizens of the United States and of the State of Idaho, by these presents associate ourselves together for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, and we do hereby certify as follows:

I

That the name of the corporation is Wendell Drug, Inc.

II

That the corporation is formed for the following purposes:

To purchase, maintain and operate retail and wholesale drug stores; to manufacture and compound drugs, chemicals and medicines; to buy, sell at wholesale and retail, and to deal in all kinds of drugs, chemicals, oils, paints and patent, proprietary and other medicines, and to carry on a general merchandise and drug business; to buy and sell, import, export and deal in at wholesale and retail all drugs, medicines, paints, chemicals, oils, dyestuffs, glassware, toilet and fancy articles, fancy goods, druggists' sundries, soaps, perfumeries, surgical instruments, appliances and apparatus, physicians' and hospital supplies, pharmaceutical and general merchandise and all other goods and other articles pertaining to

the drug business; to operate soda water fountains; to sell ice cream and other refreshments; to conduct a restaurant, cafeteria or lunch counter; to buy, sell, and deal in cigars, cigarettes, tobacco, candies, toilet articles, and all other articles incidental to the drug business; to fill prescriptions; to lease stores; and to do all other acts and things in connection with such business.

To purchase farms and to carry on and engage in the business of farming and of producing, merchandising, and preserving all kinds of farm products, and of cultivating, growing, harvesting, picking, cleaning and assorting, packing, shipping, buying and selling, at wholesale and retail, all kinds of farm products, including livestock, and to carry on all other business incident thereto or connected therewith.

To exercise all authority conferred upon corporations by Section 30-114, Idaho Code, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it and in general to deal and trade in its own stock.

III

The corporation is to have perpetual existence, subject only to dissolution in the manner provided by law.

IV

The location and postoffice address of the registered office of the corporation is Wendell, Idaho.

The amount of the total authorized capital stock of this corporation is two hundred fifty (250) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock.

VI

The names and postoffice addresses of each of the incorporators thereto, and a statement of the number of shares subscribed by each is as follows:

NAME OF INCORPORATOR	POSTOFFICE ADDRESS	NUMBER OF SHARES SUBSCRIBED
Charles E. Miller	Wendell, Idaho	One Share
Mary Rita Miller	Wendell, Idaho	One Share
Irene N. Miller	Wendell, Idaho	One Share

VII

The private property of the stockholders of the corporation shall not be subject to payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation or for any other reason.

VIII

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, providing the number of directors of the

corporation shall not be less than three. In case of any increase in the number of directors, the additional director may be elected by the directors then in office and the director so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this

3 day of September, 1965.

Charles E. Miller

Mary Rita Miller

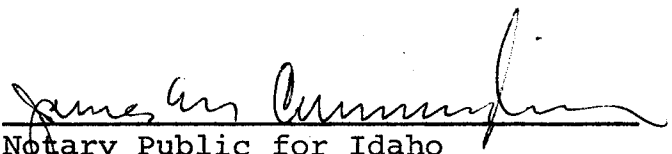
Doreen N. Miller

STATE OF IDAHO

County of Twin Falls) ss.

On this 3 day of September, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Charles E. Miller, Mary Rita Miller and Irene N. Miller, 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 above written.


Notary Public for Idaho
Residing at