



CERTIFICATE OF INCORPORATION
OF

ORCHARDS PHARMACY, INC.

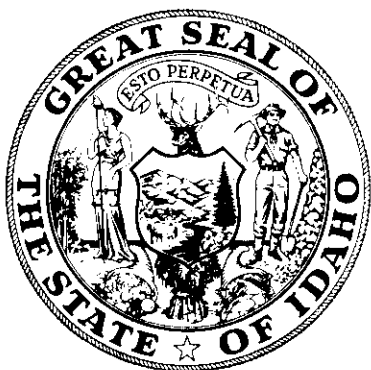
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ORCHARDS PHARMACY, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **June 25, 1982**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

JUN 25 8 55 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ORCHARDS PHARMACY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of legal age, and being a citizen of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is ORCHARDS PHARMACY, INC..

SECOND:

The purposes for which said corporation is formed are retail sale of pharmaceuticals and general merchandise and all related business activities and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 523 Thain Road, Lewiston, Nez Perce County, Idaho 83501, and the registered agent is Dennis R. Smith.

FOURTH:

The total authorized number of par value shares is 100,000 shares of the par value of \$1.00 per share, aggregate par value, \$100,000.

FIFTH:

The name and post office address of the incorporator and the number of shares subscribed to are as follows:

Dennis R. Smith	621 24th Avenue	Lewiston, Idaho
Dennis R. Smith	1 share	

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The initial board of directors shall consist of 2 directors, namely: Dennis R. Smith and Judith A. Smith who are to serve as directors until the first annual meeting of shareholders or until his successors be elected and qualify, or such other number as shall be established by the Bylaws of the corporation, and whose addresses appear below. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

Dennis R. Smith	621 24th Avenue	Lewiston, Idaho
Judith A. Smith	621 24th Avenue	Lewiston, Idaho

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working

ARTICLES OF INCORPORATION

capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.


TENTH:

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

ARTICLES OF INCORPORATION

DATED at Lewiston, Idaho, this 24th day of June, 1982.



DENNIS R. SMITH

STATE OF IDAHO)
 : ss
County of Nez Perce)

BE IT REMEMBERED that on this 24th day of June, 1982,
personally appeared before me DENNIS R. SMITH, party to the
foregoing certificate of incorporation, known to me personally to
be such, and I have first made known to him, the contents of said
certificate, and he did acknowledge that he signed, sealed and
delivered the same as his voluntary act and deed, and deposes that
the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year
hereinabove first written.

(Seal)


NOTARY PUBLIC in and for said State
Residing at Lewiston, therein.

ARTICLES OF INCORPORATION