



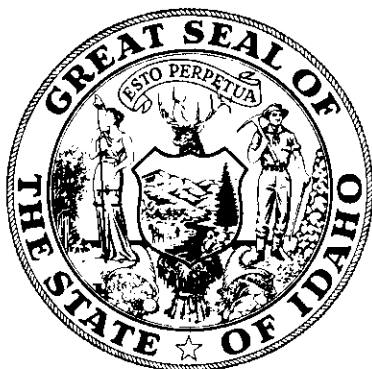
CERTIFICATE OF AUTHORITY  
OF

THE FOX-VLIET DRUG COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE FOX-VLIET DRUG COMPANY 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 THE FOX-VLIET DRUG COMPANY to transact business in this State under the name THE FOX-VLIET DRUG COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated October 15, 1982



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
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 states as follows:

1. The name of the corporation is The Fox-Vliet Drug Company DEPARTMENT OF STATE
2. \*The name which it shall use in Idaho is FoxMeyer
3. It is incorporated under the laws of Kansas
4. The date of its incorporation is September 30, 1903 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 1919 Northern Wichita, KS 67216
6. The street address of its proposed registered office in Idaho is 300 N. 6th St.  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation Systems
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
wholesale drugs and drug sundries
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></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>1,000,000</u>	<u>Common</u>	<u>\$5</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
569,202	Common	\$5

11. 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 September 2, 19 82.

By

Richard H. Bard

Its

E.V. President

and

Darwin McCaskey

Its

ant. Secretary

STATE OF Colorado )

)ss:

COUNTY OF Arapahoe )

I, Mary Alice Acosta, a notary public, do hereby certify that on this Second day of September, 19 82, personally appeared before me Richard H. Bard, who being by me first duly sworn, declared that he is the Exec Vice-President of The Fox-Vliet Drug Company

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

Mary Alice Acosta

Notary Public  
My Commission Expires Dec. 7, 1983

\*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.

September 2, 1982

DIRECTORS

Richard H. Bard  
Executive Vice President  
Secretary Treasurer

Stephen W. Fillo  
General Partner  
Quidnet Company, Inc.

Robert Foley  
DLJ Capital Corporation

Rick Kroon  
President/Chief Operating Officer  
DLJ Capital Corporation

John B. Poindexter  
Vice President  
Smith Barney Capital Corporation

Roger Stangeland  
Senior Vice President  
Household Merchandising Inc.

John N. Stogner  
Executive Vice President  
Assistant Secretary

William Y. Tauscher  
Chairman & President

OFFICERS

William Y. Tauscher  
Chairman & President

Richard H. Bard  
Executive Vice President  
Secretary

John N. Stogner  
Executive Vice President  
Assistant Secretary

Robert H. Dyer  
Senior Vice President  
Assistant Secretary

John M. Walz  
Senior Vice President/Asst. Secretary  
Division Coordinator

Darwin K. Naccarato  
Vice President - Finance & Administration  
Assistant Secretary

Jymie L. Fullerton  
Vice President / Assistant Secretary

Michael C. Webster  
Vice President / Assistant Secretary

John C. Tilley  
Vice President / Assistant Secretary  
Division President

Jerry M. Waddle  
Vice President / Assistant Secretary  
Division President

Sonny J. Tackett  
Assistant Secretary  
Division President

George J. Scott  
Assistant Secretary  
Division President

Gary L. Wood  
Controller

Joseph G. Gschwendtner  
Treasurer

# STATE OF KANSAS

OFFICE OF SECRETARY OF STATE  
JACK H. BRIER • SECRETARY OF STATE



To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

RESTATED ARTICLES OF INCORPORATION  
of  
THE FOX-VLIET DRUG COMPANY

FILED:  
FILED:

AMENDMENT

July 18, 1973  
June 28, 1977

MERGER of TRI-TEST PHARMACEUTICALS, INC. (KS)  
and THE FOX-VLIET DRUG COMPANY (surviving  
corporation being THE FOX-VLIET DRUG COMPANY

FILED:

MERGER OF T.I.M.E. SERVICES, INC. (KS) and THE FOX-VLIET DRUG COMPANY  
with the surviving corporation being THE FOX-VLIET DRUG COMPANY

October 18, 1978

FILED:

MERGER of WOPAT INVESTMENTS, INC. (KS) and THE FOX-VLIET DRUG COMPANY  
With the surviving corporation being THE FOX-VLIET DRUG COMPANY

October 18, 1978

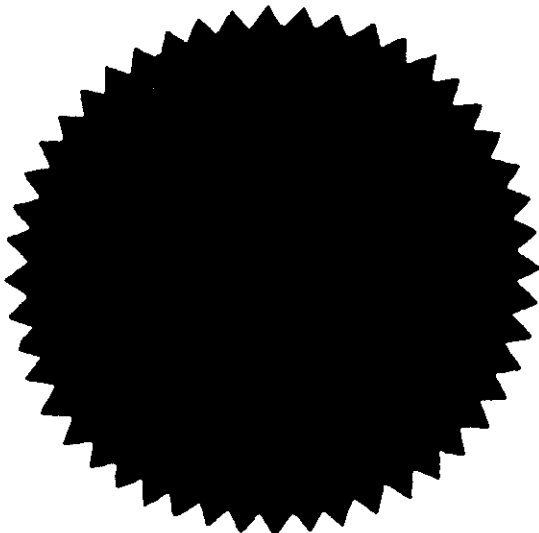
October 18, 1978

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this fifth day of  
October A.D. 1982



*Jack H. Brier*  
JACK H. BRIER  
SECRETARY OF STATE

By *Willa M. Roe*  
ASSISTANT SECRETARY OF STATE  
Willa M. Roe

73 JUN 18 PM 1:29

FILED  
ELWELL H. SHANAHAN  
SECRETARY OF STATE  
KANSAS

D-14450

JUL 17 3 06000 \*\*\*\*\*20.00

RESTATED ARTICLES  
OF  
INCORPORATION  
OF  
THE FOX-VLIET DRUG COMPANY

We, Joseph A. Altieri and Herschel D. Boatright, the president and secretary, respectively, of The Fox-Vliet Drug Company, originally incorporated as The Southwestern Drug Company (originally filed with the Secretary of State of Kansas on September 30, 1903, and all amendments thereto) have been amended, superseded and restated by the following RESTATED ARTICLES OF INCORPORATION, that such RESTATED ARTICLES OF INCORPORATION were approved and adopted by the affirmative vote of a majority of the issued and outstanding common capital stock of The Fox-Vliet Drug Company, at an annual meeting of stockholders held on the 16th day of July, 1973, in accordance with law and the corporation's By-laws, written notice of which meeting was sent to each of the corporation's stockholders more than ten (10) days prior to said meeting, which notice set forth in full these RESTATED ARTICLES OF INCORPORATION and informed the stockholders that said RESTATED ARTICLES OF INCORPORATION would be submitted to and voted upon by them at said meeting, pursuant to a resolution of the Board of Directors of The Fox-Vliet Drug Company duly held on the 11th day of June, 1973, which adopted said RESTATED ARTICLES OF INCORPORATION, declared their advisability, and directed that they be submitted to a vote of the stockholders at the aforesaid annual stockholders meeting, all of which proceedings were in accordance with the provisions of Section 75 and 78 of the General Corporation Code of the State of Kansas (Chapter 52 of 1972 Session Laws of Kansas); and we do hereby further certify that the capital of The Fox-Vliet Drug Company will not be reduced by the following RESTATED ARTICLES OF INCORPORATION:

RESTATED ARTICLES OF INCORPORATION  
OF  
THE FOX-VLIET DRUG COMPANY  
(Originally incorporated as The Southwestern  
Drug Company under Original Articles of Incorporation  
filed with the Secretary of State of  
Kansas on September 30, 1903)

ARTICLE I

Name

COMPANY. The name of this corporation is THE FOX-VLIET DRUG

ARTICLE II

Registered Office and Agent

The address of its registered office is 970 Sutton Place, Market at William, Wichita, Sedgwick County, Kansas, and the name of its resident agent at such address is Herschel D. Boatright.

ARTICLE III

Purposes

The purposes of this corporation are to engage in the business of selling drugs, pharmaceuticals, and other merchandise, to furnish services to retail druggists, to engage in any related businesses, and, without the foregoing recitations operating as any limitation, also to engage in any lawful act or activity for which corporations may be organized under the Kansas corporation code.

## ARTICLE IV

### Capital Stock

This corporation is authorized to issue one million (1,000,000) shares of common stock with each share having a par value of five dollars (\$5.00) or a total authorized capital of five million dollars (\$5,000,000). Each share shall be entitled to one vote and shall be entitled to participate equally with all other shares of common stock in any dividend declared or in the assets of this corporation upon dissolution. No stockholder of this corporation shall be entitled to any preemptive right to subscribe for or to purchase all or any issues of stock of this corporation or to subscribe for or to purchase all or any issues of any security or securities convertible into stock of this corporation. No stockholder shall be liable for any of the corporation's debt.

## ARTICLE V

### Management

The affairs of the corporation shall be controlled and managed by a board of directors, who need not be stockholders, of not less than five (5) nor more than twenty-five (25) members, the exact number to be fixed and determined by the board of directors at any time and from time to time, with full authority in said board of directors to vary said number at any time. Until and unless the board of directors shall determine otherwise, the corporation shall be controlled by a board of directors consisting of five (5) members.

The directors of this corporation shall have exclusive power to adopt, alter, amend, and repeal the by-laws of this corporation, in whole or in part, at any time and from time to time, and shall have and possess



full power and authority to manage, regulate, and govern this corporation in any and all of its assets, properties, business, and affairs, including the right to elect such officers and designate and appoint such agents as the business of the corporation may require or justify, and to allow them suitable compensation. The directors shall also possess any and all other and additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, which are expressly or impliedly granted to or invested in them by the statutes or laws of the State of Kansas.

#### ARTICLE VI

##### Duration

This corporation shall have a perpetual duration.

#### ARTICLE VII

##### Corporate Code Applicable

It is the intention hereof that the terms and provisions of the General Corporation Code of the State of Kansas (Chapter 52 of the 1972 Session Laws of Kansas) shall, except as otherwise specifically provided herein, apply and govern the affairs of this corporation with the same force and effect as if this corporation were originally incorporated under said corporation code.

These RESTATED ARTICLES OF INCORPORATION were duly adopted by the directors and stockholders of this corporation in accordance with the provisions of Sections

75 and 78 of the General Corporation Code of the State of Kansas (K.S.A. 1972 Supp. 17-6602 and 17-6605).

IN WITNESS WHEREOF, these RESTATED ARTICLES OF INCORPORATION OF THE FOX-VLIET DRUG COMPANY have been executed and acknowledged, in duplicate, on this 16th day of July, 1973.

(CORPORATE SEAL)



Joseph A. Altieri, President

ATTEST:

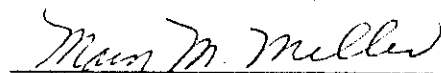
  
Herschel D. Boatright, Secretary

ACKNOWLEDGMENT

STATE OF KANSAS            )  
                                  ) ss.  
COUNTY OF SEDGWICK    )

BE IT REMEMBERED THAT on this 16th day of July, 1973, personally came before me, a notary public in and for the county and state aforesaid, JOSEPH A. ALTIERI and HERSCHEL D. BOATRIGHT, president and secretary, respectively, of The Fox-Vliet Drug Company, both of whom are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public

My Commission Expires:

12-12-74

# CHANGE OF LOCATION OF REGISTERED OFFICE

AND/OR

## CHANGE OF RESIDENT AGENT

FILED  
JUN 27 1977  
SECRETARY OF STATE  
KANSAS

STATE OF Kansas  
COUNTY OF Sedgwick } ss.

JUN 27 3 18000 \*\*\*20

We, Joseph A. Altieri President/~~or Vice-President~~ and Herschel D. Boatright Secretary/~~or Assistant Secretary~~ of The Fox-Vliet Drug Company a corporation organized and existing under and by virtue of the laws of the State of Kansas

do hereby certify that a Regular (Regular or Special) meeting of the Board of Directors of said corporation held on the 23rd day of June 1977, the following resolution was duly adopted.

Be it resolved that the Registered Office in the State of Kansas of said corporation be changed from 970 Sutton Place Bldg. Wichita Sedgwick KS 67202  
(Street and Number) (Town or City) (County) (State) (Zip Code)

the same being of record in the office of the Secretary of State of Kansas to 1919 Northern Wichita Sedgwick KS 67216  
(Street and Number) (Town or City) (County) (State) (Zip Code)

Be it further resolved that the Resident Agent of said corporation in the State of Kansas be changed from (No Change)  
(Individual or Corporation)

(Street and Number) (Town or City) (County) (State) (Zip Code)  
the same being of record in the office of Secretary of State of Kansas to  
(Individual or Corporation)

(Street and Number) (Town or City) (County) (State) (Zip Code)

The President and Secretary are hereby authorized to file and record the same in the manner as required by law.

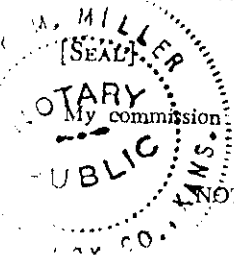
SEAL

Joseph A. Altieri President/~~or Vice-President~~  
Herschel D. Boatright Secretary/~~or Asst. Secretary~~

STATE OF KANSAS  
COUNTY OF Sedgwick } ss.

Be it remembered, that before me Mary M. Miller a Notary Public in and for the County and State aforesaid, came Joseph A. Altieri President/~~Vice-President~~ and Herschel D. Boatright Secretary, ~~Assistant Secretary~~ of The Fox-Vliet Drug Company a corporation, personally known to me to be the persons who executed the foregoing instrument of writing as President and Secretary respectively, and duly acknowledged the execution of the same this 23rd day of June 1977.

Mary M. Miller  
Mary M. Miller Notary Public.



NOTE: This form must be filed in duplicate.  
Address of Resident Agent and Registered Office, as set forth above, must be the same.  
The statutory fee for filing is \$20.00 and must accompany this form.

D-14450

MERGER OF TRI-TEST PHARMACEUTICALS, INC.  
INTO THE FOX-VLIET DRUG COMPANY

OCT 16

3

30400 \*\*\*\*\*20.00

AGREEMENT AND PLAN OF MERGER dated as of March 31, 1978, between TRI-TEST PHARMACEUTICALS, INC., a Kansas corporation, hereinafter called "TRI-TEST," and THE FOX-VLIET DRUG COMPANY, a Kansas corporation, hereinafter called "Fox."

WHEREAS, the Board of Directors, and all the shareholders, of both Fox and TRI-TEST deem it advisable for the general welfare of their respective corporations, including the consolidation of accounting and management functions with the expected resulting efficiency increase and cost decrease, that said corporations merge into a single corporation pursuant to this Agreement and the applicable laws of Kansas, and both Fox and TRI-TEST desire to adopt this Agreement as a Plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a) (1) (A) of the Internal Revenue Code of 1954;

NOW THEREFORE, for good and valuable consideration, the contractual sufficiency of which is acknowledged by the parties hereto, Fox and TRI-TEST hereby agree as follows:

1. TRI-TEST shall be, and is hereby, merged with and into Fox as the surviving corporation in accordance with the applicable laws of Kansas, that the name of the surviving corporation shall continue to be The Fox-Vliet Drug Company.

2. The corporate name of Fox, the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of TRI-TEST, except insofar as it may be continued by statute, shall cease.

3. On the effective date of the merger, all of the estate,

FILED  
JACK H. BRIER  
SECRETARY OF STATE  
KANSAS

73 OCT 18 PM 4:00

JK

property, rights, privileges, powers, franchises and interests of each of the corporate parties hereto, and all the debts due on whatever account of either of them, shall be vested in Fox as the surviving corporation, without further act or deed; and all claims, demands, properties, and every other interest shall be as effectually the property of Fox as the surviving corporation as they were of the two corporations hereto, and the title to all real estate vested in either TRI-TEST or Fox shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in Fox as the surviving corporation. Fox shall thenceforth be responsible and liable for all of the liabilities and obligations of both TRI-TEST and Fox, and any claim or judgment against either TRI-TEST or Fox may be enforced against Fox as the surviving corporation. To the extent permitted by law, from time to time, as and when requested by Fox or by its successors or assigns, TRI-TEST shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further action as Fox may deem necessary or desirable, in order to vest in and confirm to Fox title to, and possession of, any property of Fox acquired by reason of, or as a result of, the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of TRI-TEST, and the proper officers and directors of Fox, are fully authorized, in the name of TRI-TEST or otherwise, to take any and all such action.

4. This Agreement and Plan of Merger was duly adopted and unanimously approved by the Boards of Directors and Stockholders of TRI-TEST and Fox respectively, in a special meeting dated March 27, 1978, in the manner required by the Bylaws of said corporations and the laws of Kansas.

5. This Agreement shall be governed by and construed and enforced in accordance with the laws of Kansas. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed

an original, but all of which together shall constitute one and the same instrument. Invalidation of any of the provisions herein contained by law, judgment, or court order shall in nowise affect any of the other provisions which shall remain in full force and effect.

6. The Plan of Merger is as follows:

6.1 The Articles of Incorporation of Fox, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Fox and shall not be changed or amended by the Merger.

6.2 Fox reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute.

6.3 The Bylaws of Fox, as such By laws exist on the effective date of the Merger, shall remain and be the Bylaws of Fox until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

6.4 The Directors of Fox as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Fox. The officers of Fox immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger.

6.5 On the effective date of the Merger the outstanding shares of common stock of TRI-TEST shall be cancelled and retired and no new shares shall be issued thereafter. On the effective date of the Merger, the separate existence of TRI-TEST shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and

devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignment or other like instruments, when deemed desirable by Fox to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of TRI-TEST by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

6.6 The effective date of the Merger, for tax and accounting purposes, shall be the close of business on March 31, 1978.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first above written.

TRI-TEST PHARMACEUTICALS, INC.

By John N. Stogryn President

ATTEST:

Herschel D. Boatright  
Secretary

(SEAL)

THE FOX-VLIET DRUG COMPANY

By John N. Stogryn President

ATTEST:

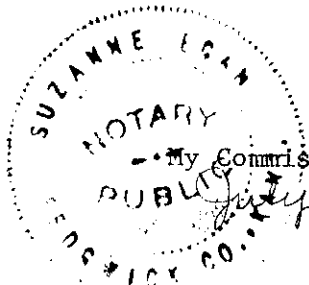
Herschel D. Boatright  
Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of TRI-TEST PHARMACEUTICALS, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.



Suzanne Egan  
Notary Public

STATE OF KANSAS, SEDGWICK COUNTY, ss:

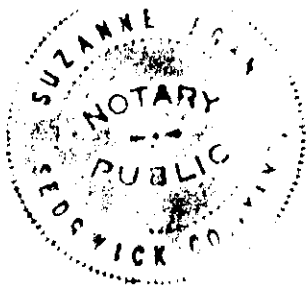
BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1978





CERTIFICATE OF SECRETARY OF  
TRI-TEST PHARMACEUTICALS, INC.

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of TRI-TEST PHARMACEUTICALS, INC., a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

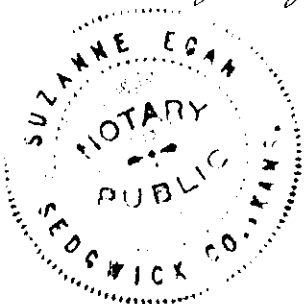
BE IT REMEMBERED, that on this 3rd day of October, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of TRI-TEST PHARMACEUTICALS, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1982



CERTIFICATE OF SECRETARY OF  
THE FOX-VLIET DRUG COMPANY

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of THE FOX-VLIET DRUG COMPANY, a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

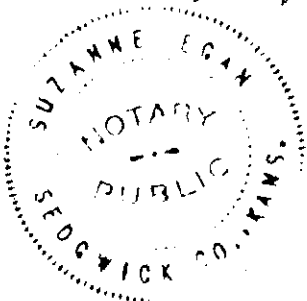
BE IT REMEMBERED, that on this 3rd day of Oct., 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My Commission expires:

July 26, 1982



D-46/238  
~~11150~~

MERGER OF T.I.M.E. SERVICES, INC.  
INTO THE FOX-VLIET DRUG COMPANY

001 16 3 30100 \*\*\*\*20.0

AGREEMENT AND PLAN OF MERGER dated as of March 31, 1978, between  
T.I.M.E. SERVICES, INC., a Kansas corporation, hereinafter called "T.I.M.E.,"  
and THE FOX-VLIET DRUG COMPANY, a Kansas corporation, hereinafter called  
"Fox."

WHEREAS, the Board of Directors, and all the shareholders, of  
both Fox and T.I.M.E. deem it advisable for the general welfare of their  
respective corporations, including the consolidation of accounting and  
management functions with the expected resulting efficiency increase and  
cost decrease, that said corporations merge into a single corporation pur-  
suant to this Agreement and the applicable laws of Kansas, and both Fox and  
T.I.M.E. desire to adopt this Agreement as a Plan of reorganization and to  
consummate the merger in accordance with the provisions of Section 368(a)(1)(A)  
of the Internal Revenue Code of 1954;

NOW THEREFORE, for good and valuable consideration, the contractual  
sufficiency of which is acknowledged by the parties hereto, Fox and T.I.M.E.  
hereby agree as follows:

1. T.I.M.E. shall be, and is hereby, merged with and into Fox  
as the surviving corporation in accordance with the applicable laws of  
Kansas, that the name of the surviving corporation shall continue to be  
The Fox-Vliet Drug Company.

2. The corporate name of Fox, the surviving corporation, and  
its identity, existence, purposes, powers, objects, franchises, rights, and  
immunities shall be unaffected and unimpaired by the merger. On the effect-  
ive date of the merger, the separate existence and corporate organization  
of T.I.M.E., except insofar as it may be continued by statute, shall cease.

On the effective date of the merger, all of the estate,  
property, rights, privileges, powers, franchises and interests of each of  
T.I.M.E. shall be transferred to Fox.

KANSAS  
SECRETARY OF STATE  
JACK H. BRIER

70 OCT 18 PM 3:59

the corporate parties hereto, and all the debts due on whatever account of either of them, shall be vested in Fox as the surviving corporation, without further act or deed; and all claims, demands, properties, and every other interest shall be as effectually the property of Fox as the surviving corporation as they were of the two corporations hereto, and the title to all real estate vested in either T.I.M.E. or Fox shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in Fox as the surviving corporation. Fox shall thenceforth be responsible and liable for all of the liabilities and obligations of both T.I.M.E. and Fox, and any claim or judgment against either T.I.M.E. or Fox may be enforced against Fox as the surviving corporation. To the extent permitted by law, from time to time, as and when requested by Fox or by its successors or assigns, T.I.M.E. shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further action as Fox may deem necessary or desirable, in order to vest in and confirm to Fox title to, and possession of, any property of Fox acquired by reason of, or as a result of, the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of T.I.M.E., and the proper officers and directors of Fox, are fully authorized, in the name of T.I.M.E. or otherwise, to take any and all such action.

4. This Agreement and Plan of Merger was duly adopted and unanimously approved by the Boards of Directors and Stockholders of T.I.M.E. and Fox respectively, in a special meeting dated March 27, 1978, in the manner required by the Bylaws of said corporations and the laws of Kansas.

5. This Agreement shall be governed by and construed and enforced in accordance with the laws of Kansas. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Invalidity of any of the provisions herein contained by law,

judgment, or court order shall in nowise affect any of the other provisions which shall remain in full force and effect.

6. The Plan of Merger is as follows:

6.1 The Articles of Incorporation of Fox, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Fox and shall not be changed or amended by the Merger.

6.2 Fox reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute.

6.3 The Bylaws of Fox, as such By laws exist on the effective date of the Merger, shall remain and be the Bylaws of Fox until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

6.4 The Directors of Fox as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Fox. The officers of Fox immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger.

6.5 On the effective date of the Merger the outstanding shares of common stock of T.I.M.E. shall be cancelled and retired and no new shares shall be issued thereafter. On the effective date of the Merger, the separate existence of T.I.M.E. shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignment or other like instruments, when deemed desirable by Fox to evidence such transfer, vesting or devolution of

any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of T.I.M.E. by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

6.6 The effective date of the Merger, for tax and accounting purposes, shall be the close of business on March 31, 1978.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first above written.

T.I.M.E. SERVICES, INC.

By John N. Stogryn President

ATTEST:

Herschel D. Boatright  
Secretary

(SEAL)

THE FOX-VLIET DRUG COMPANY

By John N. Stogryn President

ATTEST:

Herschel D. Boatright  
Secretary

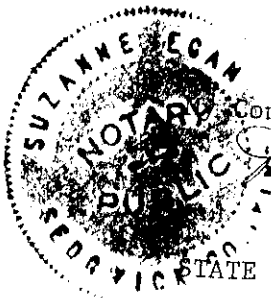
(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of T.I.M.E. SERVICES, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public



Commission expires:

July 26, 1978

STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1978



CERTIFICATE OF SECRETARY OF  
T.I.M.E. SERVICES, INC.

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of T.I.M.E. SERVICES, INC., a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

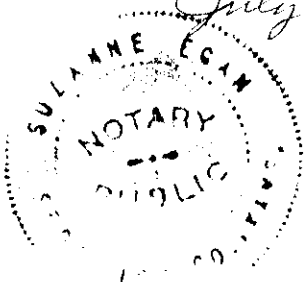
BE IT REMEMBERED, that on this 3rd day of October, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of T.I.M.E. SERVICES, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1982





CERTIFICATE OF SECRETARY OF  
THE FOX-VLIET DRUG COMPANY

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of THE FOX-VLIET DRUG COMPANY, a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

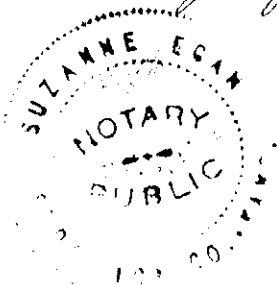
BE IT REMEMBERED, that on this 3rd day of October, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My Commission expires:

July 16, 1982



D-1145

MERGER OF WOPAT INVESTMENTS, INC.  
INTO THE FOX-VLIET DRUG COMPANY

11 17 3 20020 \*\*\*\*\*20.00

AGREEMENT AND PLAN OF MERGER dated as of March 31, 1978, between WOPAT INVESTMENTS, INC., a Kansas corporation, hereinafter called "WOPAT," and THE FOX-VLIET DRUG COMPANY, a Kansas corporation, hereinafter called "Fox."

WHEREAS, the Board of Directors, and all the shareholders, of both Fox and WOPAT deem it advisable for the general welfare of their respective corporations, including the consolidation of accounting and management functions with the expected resulting efficiency increase and cost decrease, that said corporations merge into a single corporation pursuant to this Agreement and the applicable laws of Kansas, and both Fox and WOPAT desire to adopt this Agreement as a Plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1954;

NOW THEREFORE, for good and valuable consideration, the contractual sufficiency of which is acknowledged by the parties hereto, Fox and WOPAT hereby agree as follows:

1. WOPAT shall be, and is hereby, merged with and into Fox as the surviving corporation in accordance with the applicable laws of Kansas, that the name of the surviving corporation shall continue to be The Fox-Vliet Drug Company.

2. The corporate name of Fox, the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of WOPAT, except insofar as it may be continued by statute, shall cease.

FILED  
JACK H. BRIER  
SECRETARY OF STATE  
KANSAS

10:4 PM 01 1978

3. On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises and interests of each of the corporate parties hereto, and all the debts due on whatever account of either of them, shall be vested in Fox as the surviving corporation, without further act or deed; and all claims, demands, properties, and every other interest shall be as effectually the property of Fox as the surviving corporation as they were of the two corporations hereto, and the title to all real estate vested in either WOPAT or Fox shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in Fox as the surviving corporation. Fox shall thenceforth be responsible and liable for all of the liabilities and obligations of both WOPAT and Fox, and any claim or judgment against either WOPAT or Fox may be enforced against Fox as the surviving corporation. To the extent permitted by law, from time to time, as and when requested by Fox or by its successors or assigns, WOPAT shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further action as Fox may deem necessary or desirable, in order to vest in and confirm to Fox title to, and possession of, any property of Fox acquired by reason of, or as a result of, the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of WOPAT, and the proper officers and directors of Fox, are fully authorized, in the name of WOPAT or otherwise, to take any and all such action.

4. This Agreement and Plan of Merger was duly adopted and unanimously approved by the Boards of Directors and Stockholders of WOPAT and Fox respectively, in a special meeting dated March 27, 1978, in the manner required by the Bylaws of said corporations and the laws of Kansas.

5. This Agreement shall be governed by and construed and enforced in accordance with the laws of Kansas. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed

an original, but all of which together shall constitute one and the same instrument. Invalidation of any of the provisions herein contained by law, judgment, or court order shall in nowise affect any of the other provisions which shall remain in full force and effect.

6. The Plan of Merger is as follows:

6.1 The Articles of Incorporation of Fox, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Fox and shall not be changed or amended by the Merger.

6.2 Fox reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute.

6.3 The Bylaws of Fox, as such By laws exist on the effective date of the Merger, shall remain and be the Bylaws of Fox until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

6.4 The Directors of Fox as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Fox. The officers of Fox immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger.

6.5 On the effective date of the Merger the outstanding shares of common stock of WOPAT shall be cancelled and retired and no new shares shall be issued thereafter. On the effective date of the Merger, the separate existence of WOPAT shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever

nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignment or other like instruments, when deemed desirable by Fox to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of WOPAT by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

6.6 The effective date of the Merger, for tax and accounting purposes, shall be the close of business on March 31, 1978.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first above written.

WOPAT INVESTMENTS, INC.

By John M. Stogner President

ATTEST:

Herschel D. Boatright  
Secretary

(SEAL)

THE FOX-VLIET DRUG COMPANY

By John M. Stogner President

ATTEST:

Herschel D. Boatright  
Secretary

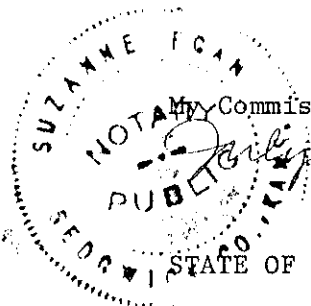
(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of WOPAT INVESTMENTS, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public



My Commission expires:

26, 1978

STATE OF KANSAS, SEDGWICK COUNTY, ss:

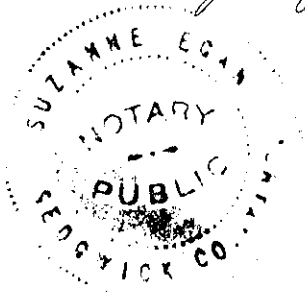
BE IT REMEMBERED, that on this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came John N. Stogner, known to me to be the President of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1978



CERTIFICATE OF SECRETARY OF  
WOPAT INVESTMENTS, INC.

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of WOPAT INVESTMENTS, INC., a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

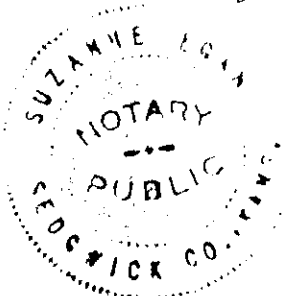
BE IT REMEMBERED, that on this 3rd day of October, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of WOPAT INVESTMENTS, INC., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My commission expires:

July 26, 1982



CERTIFICATE OF SECRETARY OF  
THE FOX-VLIET DRUG COMPANY

I, Herschel D. Boatright, of Wichita, Sedgwick County, Kansas, hereby certify that I am the Secretary of THE FOX-VLIET DRUG COMPANY, a Kansas corporation, having a principal office at Wichita, Kansas; that at a special meeting of the shareholders of the capital stock of that corporation, called for the purpose of considering the foregoing Agreement and Plan of Merger, held at the principal office thereof on the 27th day of March, 1978, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement and Plan of Merger was adopted by a unanimous vote of shareholders. I further certify that such meeting was duly and legally called in accordance with the provisions of the laws of Kansas.

DATED Oct. 3, 1978.

Herschel D. Boatright  
Herschel D. Boatright, Secretary

(SEAL)

STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 3rd day of October, 1978, before me, the undersigned, a Notary Public in and for the said county and state, came Herschel D. Boatright, known to me to be the Secretary of THE FOX-VLIET DRUG COMPANY, who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same for and on behalf of and as the act and deed of the said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Suzanne Egan  
Notary Public

My Commission expires:

July 26, 1982

