



**Department of State.**

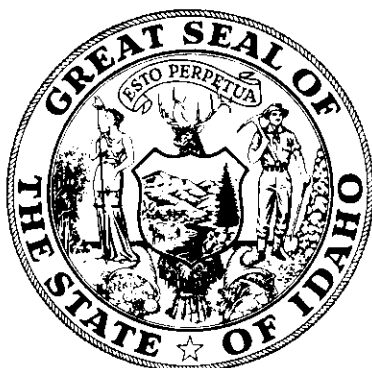
**CERTIFICATE OF AUTHORITY  
OF**

**RU ACQUISITION CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RU ACQUISITION CORPORATION 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 RU ACQUISITION CORPORATION to transact business in this State under the name RU ACQUISITION CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated December 2, 1981.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Penny Gursaa*  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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 RU Acquisition Corporation
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Washington
4. The date of its incorporation is November 24, 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 Seattle, 1281 Third Avenue, c/o CT Corporation System, Washington 98101
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
The Company plans to engage in the retail sale of a wide range of general merchandise and food items.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Henry R. Kravis	President	645 Madison Avenue New York, New York 10022
George R. Roberts	Vice President	645 Madison Avenue New York, New York 10022
Donald J. Herdrich	Secretary and Treasurer	645 Madison Avenue New York, New York 10022
Michael W. Michelson	Vice President, Assistant Secretary and Asst. Treasurer	645 Madison Avenue New York, New York 10022

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
1000	Common Stock	\$1

RU Acquisition Corporation hereby certifies that the foregoing is a true and correct statement of the facts as to the incorporation and the name of the corporation as of the date upon which it was incorporated and the names and addresses of its directors and officers.

(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
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 November 30, 19 81

By Henry R. Kravis

Its \_\_\_\_\_ President

and Donald J. Herdrich

Its \_\_\_\_\_ Secretary

STATE OF New York )  
COUNTY OF New York ) ss:

I, Mary Lou Murray, a notary public, do hereby certify that on this 30th day of November, 19 81, personally appeared before me Henry R. Kravis & Donald J. Herdrich, who being by me first duly sworn, declared that he is the President & Secretary of RU Acquisition Corporation

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

MARY LOU MURRAY  
Notary Public  
Term Expires March 31, 1983

Mary Lou Murray  
Notary Public

\*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.

ARTICLES OF INCORPORATION

of

RU ACQUISITION CORPORATION

FILED  
NOV 24 1981 *JS*  
SECRETARY OF STATE  
STATE OF WASHINGTON

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Washington Business Corporation Act hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is RU Acquisition Corporation and its duration shall be perpetual.

2. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Washington Business Corporation Act.

3. The aggregate number of shares of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$1 each.

4. The registered office and registered agent of the Corporation is CT Corporation System, 1218 Third Avenue, Seattle, King County, Washington 98101.

5. The number of directors constituting the initial board of directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify is Henry R. Kravis, 645 Madison Avenue, New York, New York 10022.

6. The name and address of the incorporator is John E. Riley, One Battery Park Plaza, New York, New York 10004.

7. Except as provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on November 18, 1981.

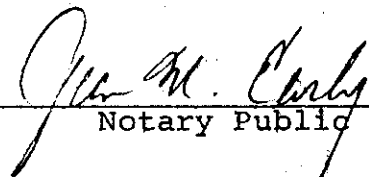
  
John E. Riley

STATE OF NEW YORK     )  
                              :    ss.:  
COUNTY OF NEW YORK    )

I, Jean M. Early, a notary public, hereby  
certify that on the 18th day of November, 1981, personally  
appeared before me John E. Riley, who being by me first  
duly sworn, declared that he was the person who signed  
the foregoing document as incorporator and that the  
statements therein contained are true.

In witness whereof I have hereunto set my hand  
and seal this 18th day of November, 1981.

My commission expires March 30, 1983.

  
\_\_\_\_\_  
Notary Public

JEAN M. EARLY  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 24-4515853  
Qualified in Kings County  
Certificate filed in New York City  
Commission Expires 3/30/83