ARTICLES OF INCORPORATION

OF

A 73113

TRURO GROCERY, INC.

An Iowa Corporation

To the Secretary of State
of the State of Iowa

The name of this corporation shall be Truro Gocery, Inc. and its principal place of business shall be at Truro, Madison County, Iowa 50257.

We, the undersigned, acting incorporators of a corporation under the Iowa Business Corporation Act under Chapter 496A of the 1977 Code of Iowa, do hereby associate ourselves together as a body corporate for pecuniary profit, assuming all powers now or hereafter granted under the laws of the State of Iowa, and we do hereby adopt the following Articles of Incorporation, namely:

ARTICLE I.

The address of the initial registered office of the corporation is Truro, Madison County, Iowa 50257 and the name of its initial registered agent at such address is Ed Buchanan.

ARTICLE II.

This corporation shall commence on the 1st day of November , 1978, and shall continue perpetually thereafter unless the owners of at least fifty-one per cent of the capital stock thereof shall dissolve the said corporation prior to that time in the manner provided by law.

ARTICLE III.

The purpose or purposes for which the corporation is organized is to engage in the business of the retail sale of groceries, hardware and associated products and to do all other acts which are lawful under the laws of the State of Iowa, and the corporation shall have and exercise all powers necessary or incidental to carrying out its corporate purposes; to exercise all other powers permitted by law, including those expressly granted in Section 496A of the 1977 Code of Iowa, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character; and to perform any part of its business either inside or outside of the State of Iowa.

ARTICLE IV.

This corporation shall have the authority to issue One Thousand (1000) shares of stock, without par value, said shares to consist of one class, which shares may be issued from such consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

The capital stock authorized may be increased by a vote of the stockholders and an amendment to the Articles to the Corporation, as provided by law. No single individual, corporation, partnership or other unit shall own more than 10% of the outstanding capital stock of this Corporation.

It is further provided that any sale or transfer of stock in violation of this Article shall not be recognized or shown on the books of the Corporation.

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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee 15 00

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ARTICLE V.

The affairs of this Corporation shall be managed by a Board of Directors of not less than one nor more than five in number who shall elect a President, Secretary, Treasurer and such other officers including an executive committee, as said Board of Directors may see fit or as may be provided by the By-Laws of the Corporation. The directors shall be elected annually by the stockholders at their annual meeting.

ARTICLE VI.

The name and address of each incorporator is:

Sandie Stevens	Truro, Iowa	50257	
Paul D. Welch	Truro, Iowa	50257	
Carol Clarke	Truro, Iowa	50257	
Priscilla Harger	R R 2	Osceola, Iowa	50213
Lee Parker	Truro, Iowa	50257	
Sandra Schultz	Truro, Iowa	50257	
Phyllis Johansen	Truro, Iowa	50257	
Ed Buchanan	Truro, Iowa	50257	
Virgil Lundy	R R 2	Osceola, Iowa	50213
Elizabeth Woods	Truro, Iowa	50257	
J. L. Mease	Truro, Iowa	50257	
Foss Gracey	Truro, Iowa	50257	
Richard Phillips	Truro, Iowa	50257	
Dale Lytton	Truro, Iowa	50257	
Raymond Braddock	Truro, Iowa	50257	
Ralph Jones	Truro, Iowa	50257	
Joan Fenimore	Truro, Iowa	50257	
Greg R. Snyder	Truro, Iowa	50257	
Stephen G. Phillips	Truro, Iowa	50257	
Carl McMichael	Truro, Iowa	50257	
Virginia Beener	New Virginia, Iowa	50219	
Anita Pelisek	Truro, Iowa	50257	
Gene Braddock	Truro, Iowa	50257	
Brian Haines	Truro, Iowa	50257	
Vernette Lewis	Truro, Iowa	50257	

ARTICLE VII.

The annual meeting of the stockholders and the election of officers shall be held on the 3rd Tuesday of November of each year at 7:30 o'clock p.m. of said day at principal place of business at Truro, Iowa, Madison County, Iowa 50257. Until the first annual meeting in November, 1979, the following named persons shall be Directors, to-wit:

Gene Braddock	R R	Truro, Iowa	50257
Dale Lytton	R R	Truro, Iowa	50257
Anita Pelisek	Box 235	Truro, Iowa	50257
Brian Haines		Truro, Iowa	50257
Phyllis Johansen		Truro, Iowa	50257

and Gene Braddock shall be President and Dale Lytton shall be Vice-President, Anita Pelisek shall be Secretary and Brian Haines shall be Treasurer of the Corporation and the address of said officers is the same as that given them as Directors.

After the first election in November, 1979, all directors and officers of the corporation shall hold office for the term of one year or until their successors have been elected and have qualified or until they have been removed by death or by the stockholders. The Board of Directors may fill all vacancies occurring in its membership between annual elections by the appointment of a qualified person to hold office for the remainder of the term.

Special meetings of the stockholders may be called at any time by the President or the Secretary giving ten days notice in writting to the stockholders and shall be called by either of said officers at any time upon the request of stockholders holding fifty per cent of the shares of outstanding stock, and in case of neglect or refusal of such officers to call such meeting, the parties making such requests may join in a call of the stockholders for such meeting, which meeting shall be the same as though called by the President or Secretary. The notice to be given hereunder may be served personally or mailed by restricted registered mail to the stockholder at his address as shown on the stock record of the corporation. At all meetings of the stockholders, each stockholder shall be entitled to one vote for each share of stock, held by him accordingly to the stock record as of 30 days prior to the date of the meeting, which vote he may cast in person or by written proxy.

ARTICLE VIII.

The private property of the stockholders of the corporation shall be absolutely exempt from any and all liability for any and all debts and obligations of the corporation. This article can not be changed except with and by the written unamimous consent of all stockholders of the corporation.

ARTICLE IX.

The Corporation, acting by and through its stockholders, by majority vote may adopt By-Laws or repeal or alter them at their pleasure or may authorize the Board of Directors to do so subject to such restrictions as they may impose.

ARTICLE X.

This corporation shall have no seal.

ARTICLE XI.

All conveyances or incumbrances of the real estate of this corporation and all certificates of capital stock shall be executed by the President and the Secretary or as provided by the By-Laws. All notes, bonds, checks, drafts, and all other papers or documents may be made, executed or accepted by said Treasurer or President of the Corporation or as may be authorized by the By-Laws of the Corporation.

ARTICLE XII.

These Articles of Incorporation, except as to Article VIII, thereof, may be altered, amended, or added to by a majority vote of the capital stock of this corporation at any annual meeting of this corporation or at any special meeting of the stockholders held or called for that purpose. Notice of special meeting is to be given as required by statute.

In Witness Whereof, we have hereunto afixed our names and addresses this 25 day of September, 1978.

Carol Clarke	Truro, Iowa 50257
Paul D Welch	Truro, Iowa 50257
Joan Jennings	Truro, Iowa 50257
G Lee Parker	Truro Iowa 50257
Ed Blackburn	Truro Iowa 50257

Gary R Snyder	Truro Iowa 50257
Ralph Jones	Truro Iowa 50257
Raymond Braddock	Truro Iowa 50257
Richard E. Phillips	Truro Iowa 50257
Carol McMichael	Truro Ia
J. L. Mease	Truro Ia 50257
Sandra Schultz	Truro Ia 50257
Virgil Lundy	RR2 Osceola Ia 50213
Priscilla J. Harger	RR2 Osceola Ia 50213
Virginia A. Beene	New Virginia Ia 50210
Jeanette C. Lewis	Truro, Iowa 50257
Sandie Stevens	Truro, Ia 50257
Foss Gracey	TRURO IA 50257
Phyllis Johansen	Truro, Iowa 50257
Dale Lytton	Truro, Iowa 50257
Brian Jones	Truro, Iowa 50257
Anita Pilcher	Truro, Iowa 50257
Gene Braddock	Truro Iowa 50257
Stephen A Phillips	Truro, Iowa 50257
Elizabeth Woods	Truro, Iowa 50257

STATE OF IOWA:
:ss:
COUNTY OF MADISON:

Now on this 25 day of September, 1978, before me, a Notary Public in and for Madison County, Iowa, personally appeared Sandie Stevens, Paul D. Welch, Carol Clarke, Priscilla Harger, Lee Parker, Sandra Schultz, Phyllis Johansen, Ed Buchanan, Virgil Lundy, Elizabeth Woods, J. L. Mease, Foss Gracey, Richard Phillips, Dale Lytton,

Raymond Braddock, Ralph Jones, Joan Fenimore, Greg R. Snyder, Stephen G. Phillips, Carl McMichael, Virginia Beener, Anita Pelisek, Gene Braddock , Brian Haines, and Vernette Lewis; to me personally known to be the identical persons named in and who executed the foregoing instrument as Incorporators, and whose signatures and names are written thereto, and acknowledged that they executed the same as their voluntary act and deed.

Witness my hand and Notarial Seal at Truro, Madison County, Iowa, on this 25 day of September, 1978.

HAZEL HUSTON
MY COMMISSION EXPIRES
September 30, 1980

Hazel Huston
Notary Public in and for the State of Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book M-34, Page 541, Oct. 26, 1978
Expires Perpetual, Cert. No. 98485, Receipt No.
Filed By James H. Arthurs, Atty. Osceola Iowa 50213
Filing Fee $20.00 Recording Fee $2.50 Secretary of State