

4729983

FIRST AMERICAN TITLE
RJT# 252216

Smith's Food King
1350 So. Redwood Rd.
Salt Lake City, Ut. 84104
Attn: Peter Smith

850

1-26-89

4729983
27 JANUARY 89 03:59 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: D DANGERFIELD , DEPUTY

SPECIAL WARRANTY DEED

DEE'S, INC., a corporation organized and existing under the laws of the State of Utah, with its principal office at 777 East 2100 South, Salt Lake City, Salt Lake County, State of Utah, Grantor, hereby CONVEYS AND WARRANTS against all claiming by, through or under it to SMITH'S FOOD KING PROPERTIES, INC., Grantee, of 1550 South Redwood Road, Salt Lake City, Utah 84104, for the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the following described tract of land in Salt Lake County, State of Utah:

Part of the property commonly known as the Canyon Center Shopping Center, more particularly described as follows:

A part of the Southwest Quarter of Section 3, Township 3 South, Range 1 East, Salt Lake Base and Meridian, U. S. Survey:

Beginning at a point 53.00 feet North 0°21'28" East, and 106.00 feet North 89°56' East from the Southwest corner of said Section 3; running thence North 0°21'28" East 362.40 feet along the East line of 2000 East Street; thence North 89°56' East 149.23 feet; thence North 0°15'39" West 291.85 feet along the West line of an existing building; thence North 89°56' East 299.05 feet; thence South 0°08'55" East 654.25 feet along the East line of an existing building and building line extended; thence South 89°56' West 450.91 feet along a line parallel to and 53.00 feet perpendicularly distant Northerly from the Centerline of 9400 South Street to the point of beginning. Contains 5.740 Acres.

TOGETHER WITH an easement for footings and foundation, being described as follows: Beginning at a point 53.00 feet North 0°21'28" East; 106.00 feet North 89°56' East 362.40 feet North 0°21'28" East and 149.23 feet North 89°56' East from the Southwest Corner of Section 3, Township 3 South, Range 1 East; thence North 0°15'39" West 291.85 feet; thence South 89°56' West 2.00 feet; thence South 0°15'39" East 291.85 feet; thence North 89°56' East 2.00 feet to the point of beginning.

SUBJECT to taxes for the year 1989 and thereafter.

SUBJECT FURTHER to the obligation owed to Aetna Life Insurance Company and all other liens, easements, rights of way and restrictions of record and those observable

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upon the land including, but not limited to, existing leases.

SUBJECT FURTHER to the option in favor of Grantor to repurchase said property in the event that a grocery store business is not actively conducted from the entire present grocery store building, or there is an attempt to change to some business other than a grocery store on the property, all as provided in that certain Exchange Agreement dated January 26, 1989, between Grantor and Grantee. A Memorandum of the Exchange Agreement recorded the 27th day of January, 1989 as Entry Number 472998 at Book _____ at Pages _____ through _____ in the Salt Lake County Recorder's Office.

The officers who sign this deed hereby certify that this deed and the transfer represented thereby was duly authorized under a resolution duly adopted by the board of directors of the Grantor at a lawful meeting duly held and attended by a quorum.

IN WITNESS WHEREOF, the Grantor has caused its corporate name and seal to be hereunto affixed by its duly authorized officers this 27th day of January, 1989.

Attest:

DEE'S, INC.

Maun G. Hirschi
Maun G. Hirschi, Secretary

BY Wesley C. Anderson
Wesley C. Anderson, President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 27th day of January, 1989, personally appeared before me WESLEY C. ANDERSON and MAUN G. HIRSCHI, who being by me duly sworn, did say, each for himself, that he, the said WESLEY C. ANDERSON is the president and he, the said MAUN G. HIRSCHI, is the secretary of DEE'S, INC., and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its board of directors, and said WESLEY C. ANDERSON and MAUN G. HIRSCHI each duly acknowledged to me that said corporation executed the same and that the seal affixed is the seal of the said corporation.

My Commission Expires 10/21/91
Notary Public
Residing at:
Salt Lake City

ROBERT J. TAYLOR
330 East 400 South
Salt Lake City
UT 84111

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RECORDING REQUESTED BY

WHEN RECORDED RETURN TO

Latham & Watkins
650 Town Center Drive
20th Floor
Costa Mesa, California 92626-1918
Attn: Karen I. Long

6365797
05/24/96 10:28 AM 16.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: V ASHBY , DEPUTY - WI

THE AREA ABOVE IS RESERVED FOR RECORDER'S USE

CERTIFICATE OF OWNERSHIP

6365797

BK7406PG2701

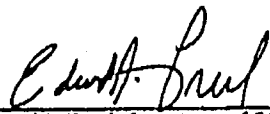
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SMITH'S FOOD KING PROPERTIES, INC.", A UTAH CORPORATION, WITH AND INTO "SMITH'S FOOD & DRUG CENTERS, INC." UNDER THE NAME OF "SMITH'S FOOD & DRUG CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1989, AT 12:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

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960131035

AUTHENTICATION: 7935215

DATE: 05-06-96

BK7406PG2702

FILED

OCT 20 1989

739293022

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD KING PROPERTIES, INC.

WITH AND INTO

SMITH'S FOOD & DRUG CENTERS, INC.

Hubert H.
SECRETARY OF STATE
12:30 PM

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 24th day of January, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Smith's Food King Properties, Inc., a corporation incorporated on January 2, 1979, pursuant to the Business Corporation Act of the State of Utah.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19th day of October, 1989, determined to and did merge into itself said Smith's Food King Properties, Inc.:

RESOLVED, that Smith's Food & Drug Centers, Inc. merge, and it hereby does merge into itself Smith's Food King Properties, Inc., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Smith's Food King Properties, Inc. and to assume its liabilities and obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the

BK 74 06 PG 2703

State of Delaware, which may be in anywise necessary or proper to effect such merger.

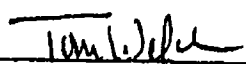
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Smith's Food & Drug Centers, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, Smith's Food & Drug Centers, Inc., has caused this certificate to be signed by Richard D. Smith, its president, and attested by Tom Welch, its secretary, as of this 19th day of October, 1989.

SMITH'S FOOD & DRUG CENTERS, INC.

By: 
President

Attest:


Secretary

9449F

MERGER

Delaware

PAGE 1

RECEIVED

The First State
EXPEDITE

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

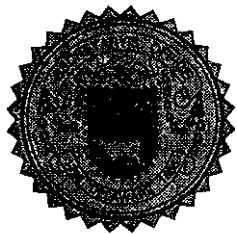
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2003.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 13 day of Dec 2004
In this office of this Division and hereby issued
this Certificate thereof.
Examiner [Signature] Date 01-14-04
[Signature]
Kathy Berg
Kathy Berg
Division Director



Date: 01/13/2004
Receipt Number: 1057035
Amount Paid: \$112.00



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2844657

DATE: 01-02-04

2184772 8100

040000121

01-13-04P01:25 RCVD

issued and outstanding shares of the capital stock of Smith's Ohio held by the Corporation shall be surrendered and canceled; and further

RESOLVED, That this resolution to merge be submitted to stockholders of this Corporation for approval, and in the event that the holders of at least a majority of the stock of this Corporation vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of the stock of this corporation by unanimous written consent.

FIFTH: That Smith's Ohio agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

1550 S. Redwood Road
Salt Lake City, UT 84104

SIXTH: That the effective date of the merger is December 30, 2003.

IN WITNESS WHEREOF, said Smith's Food & Drug Centers, Inc., a Delaware corporation, has caused this Certificate to be signed by Paul W. Heldman and Bruce M. Gack, both authorized officers, this 16th day of December, 2003.

SMITH'S FOOD & DRUG CENTERS, INC.
a Delaware corporation

By: Paul Heldman
Paul W. Heldman, Vice President

By: Bruce M. Gack
Bruce M. Gack, Assistant Secretary

ESL5042 SURV

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:48 PM 12/17/2003
FILED 06:45 PM 12/17/2003
SRV 030816293 - 2184772 FILE

NO. 2209 1. 2

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD & DRUG CENTERS, INC.
(a Delaware corporation)

102308
~~102308~~

INTO

SMITH'S FOOD & DRUG CENTERS, INC.
(an Ohio corporation)

ES23042

* * * * *

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 18th day of January, 1989.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Smith's Food & Drug Centers, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Ohio on the 26th day of September, 2003 ("Smith's Ohio").

THIRD: That its Board of Directors by unanimous written consent dated the 27th day of October, 2003, determined to merge the Corporation into said Smith's Ohio, and did adopt the following resolutions:

RESOLVED, That Smith's Food & Drug Centers, Inc., a Delaware corporation (the "Corporation") merge itself into its subsidiary, Smith's Food & Drug Centers, Inc., an Ohio corporation ("Smith's Ohio"), with Smith's Ohio assuming all of the obligations of the Corporation; and further

RESOLVED, That the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the issued and outstanding shares of the capital stock of the Corporation shall receive an equivalent number of shares of the capital stock of Smith's Ohio and shall have no further claims of any kind or nature; and all of the

TRAILER



SHEET

INCORPORATING SECTION
 P.O. Box 898
 FRANCHISE TAX SECTION
 P.O. Box 7040
 UNIFORM COMMERCIAL CODE
 P.O. Box 793
 DOVER, DELAWARE 19903

STATE OF DELAWARE
 DEPARTMENT OF STATE
 Harriet Smith Windsor, Secretary
 DIVISION OF CORPORATIONS
 JOHN G. TOWNSEND BUILDING
 DUKE OF YORK STREET
 DOVER, DELAWARE 19901

INCORPORATING SECTION
 GENERAL INFORMATION
 302/739 - 3073
 NAME RESERVATION
 302/739 - 6900
 900/420 - 8042
 FRANCHISE TAX SECTION
 302/739 - 4225
 UNIFORM COMMERCIAL CODE
 302/739 - 4279

SRV#: 040000121 Agent: 9000014 File#: Package#: 00000045
 Priority: 2 Mail Code R Date: 01/02/04

Attn: KIM 381259-15

Agent: CORPORATION SERVICE COMPANY
 2711 CENTERVILLE ROAD
 SUITE 400
 WILMINGTON DE 19808
