

WHEN RECORDED. MAIL TO:
Tom Welch
SMITH'S MANAGEMENT CORP.
1550 South Redwood Road
Salt Lake City, Utah 84104

Space Above for Recorder's Use

Quit-Claim Deed

(Corporate Form)

SMITH'S FOOD KING PROPERTIES, INC. a corporation
organized and existing under the laws of the State of Utah, with its principal office at 1550 South Redwood Road,
Salt Lake City of County of Salt Lake State of Utah,
grantor, hereby QUIT CLAIMS to

SMITH'S FOOD KING PROPERTIES, INC. grantee.
of Salt Lake City, Salt Lake County, State of Utah, for the sum of
-----TEN DOLLARS and other good and valuable consideration-----,

the following described tract of land in Washington State of Utah:

SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN.

BY [Signature]
HERBERT S. BENTLEY
WASHINGTON CITY RECORDER

DOCUMENT 340547
1988 NOV 17 PM 2:05
FEE 7.00
BOOK 503 PAGE 755
ASS

SOUTHERN UTAH TITLE
REQUEST: 754-
COUNT

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 4th day of November A.D., 1988

Attest:
[Signature]
Assistant Secretary.
(Corporate Seal)
STATE OF UTAH
COUNTY OF SALT LAKE

SMITH'S FOOD KING PROPERTIES, INC.
By [Signature]
Vice President.

} ss.

On the 4th day of November, 1988, A.D., personally appeared before me
Tom Welch and **Peter H. Barth**
who being by me duly sworn, did say, each for himself, that he, the said
vice president, and he, the said **Peter H. Barth** is the assistant secretary
of **SMITH'S FOOD KING PROPERTIES, INC.** Company, 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
and **Peter H. Barth**

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 August 6, 1992
JO CHRISTENSEN
1550 So. Redwood Rd.
Salt Lake City, Utah

754

[Signature]
Notary Public

My Commission Expires August 6, 1992 Residing at: Salt Lake City, Utah

340547

All of Block 21, Plat 'A', part of Block 22, Plat 'A', part of vacated 400 West Street and vacated portions of Old Bluff Street, St. George City Survey:

Beginning at the Southeast Corner of Lot 2, Block 22, Plat 'A', St. George City Survey and running thence North $0^{\circ}04'17''$ East 265.30 feet along the East line of Lots 2 and 3 to the Southeast corner of Lot 4 in said Block 22; thence North $89^{\circ}51'16''$ West 66.24 feet along the South line of said Lot 4; thence North $0^{\circ}04'34''$ East 124.70 feet; thence North $89^{\circ}55'26''$ West 105.00 feet; thence South $0^{\circ}04'34''$ West 25.00 feet; thence North $89^{\circ}55'26''$ West 163.69 feet; thence North $0^{\circ}05'19''$ East 165.95 feet to a point on the South line of St. George Boulevard being 70.00 feet North $89^{\circ}51'16''$ West from the Northwest corner of Block 22; thence North $89^{\circ}51'16''$ West 445.96 feet along the South line of St. George Boulevard (also the North line of Block 21); thence South $24^{\circ}25'38''$ West 58.19 feet to the East line of the present alignment of Bluff Street being 60.00 feet perpendicularly distant Easterly from said Centerline; thence along the East line of present Bluff Street the following two courses: South $19^{\circ}52'35''$ East 189.28 feet to a point of curvature; and Southeasterly along the arc of a 1969.859 foot radius curve to the right a distance of 311.36 feet (Long Chord bears North $15^{\circ}20'50''$ West 311.04 feet) to the North line of Tabernacle Street; thence South $89^{\circ}51'16''$ East 657.55 feet along said North line (also the South line of Block 22) to the point of beginning.

Contains 7.534 Acres

755

EXHIBIT "A"

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

Edward J. Freel, Secretary of State

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960131035

AUTHENTICATION: 7935215
DATE: 05-06-96

FILED

OCT 20 1989

739293022

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

[Signature]
SECRETARY OF STATE
12:30 PM

SMITH'S FOOD KING PROPERTIES, INC.
WITH AND INTO
SMITH'S FOOD & DRUG CENTERS, INC.

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

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

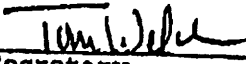
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Smith's Food & Drug Centers, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

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

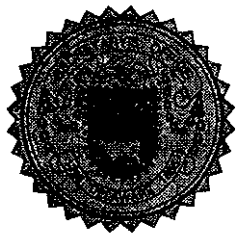
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

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

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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
