

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. ID. # 70201

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

ASSOCIATED GROCERS OF MAINE, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Associated Grocers of Maine, Inc.

SECOND: The name which it elects to use in Rhode Island is

Associated Grocers of Maine, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of State of Maine

FOURTH: The date of its incorporation is March 18, 1953 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1000 Brunswick Avenue, Gardiner, Maine 04345-1000

SIXTH: The address of its proposed registered office in Rhode Island is 2700 Hospital Trust Tower Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Charles F. Rogers, Jr. (EDWARDS & ANGELL)

Charles F. Rogers, Jr.  
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in the business of this cooperative in the purchasing, warehouse sales and delivery at net cost to its stockholders, or no-retail institutional purchaser, or is a recipient of secondary supplying, as set forth in the Bylaws of this corporation, all groceries and any other kind of property now or hereafter sold by retail grocers and to do things incidental and necessary to carry out such cooperative purposes to the benefit of the member-stockholders of the corporation.

Rec'd & Filed NOV 5 1992

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
NOV 5 11 24 AM '92

OP-88314

**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
(SEE ATTACHED LIST)	Director	
	Director	
	Director	
William Hoskins	President	48 Schooner Ridge Rd., Cumberland, ME 04110
Bruce Stafford	1st Vice President	107 Clinton Avenue, Winslow, ME 04901
Stuart Matt	Secretary	Route #6, Greenville, ME 04441
Robert Shaw	Treasurer	RFD #2, Box 534, Union, ME 04862
Craig Burgess	2nd V.P.	111 Center Street, Bath, ME 04530
William Bird	Chman Board	70 Main Street, Thomaston, ME 04861

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
800	A		\$1,500.00
1,600	B		\$2,500.00

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
285	A		\$1,500.00
423	B		\$2,500.00

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$5,874,301

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ .00

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ .00

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 2, 19 92

Associated Grocers of Maine, Inc.  
[Exact Corporate Name of Corporation Making Application]

By William Hoskins  
William Hoskins President  
and Stuart C. Watt  
Stuart C. Watt Secretary

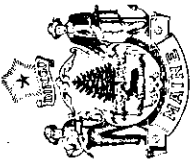
STATE OF Maine }  
COUNTY OF Kennebec } Sc.

At Gardiner, Maine in said County on the 2nd day  
of November 19 92, before me personally appeared William  
Hoskins, who being by me first duly sworn, declared that  
he is the President of Associated Grocers of Maine, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

J. H. Blake  
J. H. Blake Notary Public

(NOTARIAL SEAL)

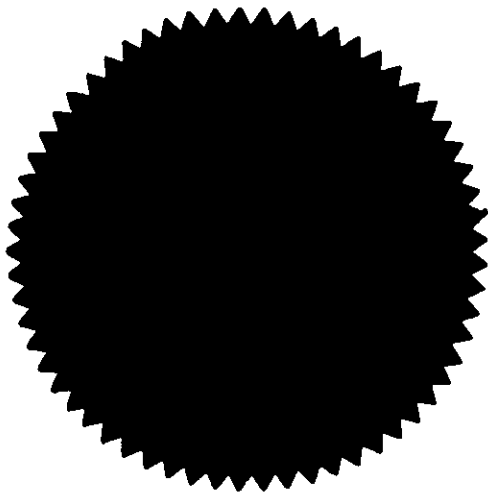
OF TERM	DIRECTOR	PHONE	STORE PHONE
1992	Robert C. Marville East Blue Hill Maine 04629	374-5418	
1992	Kevin Joseph JOSEPH'S MARKET 74 Front Street Waterville, ME 04901	465-2697	873-3364
1992	Stuart Watt, Secretary INDIAN HILL TRADING POST Route #6 Greenville, ME 04441	695-3504	695-2104
1993	William Bird Chairman of the Board PIK QUIK STORE 70 Main Street Thomaston, ME 04861	594-4790	594-2184
1993	Gerry Bouchard WASHBURN FOOD MART Washburn, ME 04786	498-6394	455-8057
1993	Bruce Stafford, 1st Vice President THE 107 107 Clinton Avenue Winslow, ME 04901	872-2805	872-9260
1994	Robert N. Bannister Vice Chairman of the Board MERRILL & HINCKLEY Union Street Blue Hill, ME 04614	374-5366	374-2821
1994	Craig Burgess, 2nd Vice President BURGESS MARKET 111 Center Street Bath, ME 04530	443-6812	443-2012
1994	Joseph Cummings CUMMINGS MARKET P.O. Box 500, Maine Street West Kennebunk, ME 04094	985-2062	985-7787
1995	Robert Shaw, Treasurer FULLER'S TRADING POST R.F.D. #2, Box 534 Union, ME 04862	785-2391	785-2391
1995	Robert Yates RAYNLY SHURFINE Route #302, Box 578 Raymond, ME 04071	655-4323	655-4641
1995	Richard N. Simoneau Outside Director SIMONEAU & NORTON Thomaston, ME 04861	354-8854	594-9501
	William Hoskins, President ASSOCIATED GROCERS OF MAINE, INC. P.O. Box 1000 Gardiner, ME 04345	829-6310	582-5329
	Robert A. Marden, Corporate Clerk MARDEN, DUBORD, BERNIER & STEVENS Forty-four Elm Street Waterville, ME 04901	873-0186	



# State of Maine

## Department of the Secretary of State

*I, the Secretary of State of the State of Maine, do hereby Certify that the paper to which this is attached is a true copy from the records of this office.*



In Testimony Whereof, I have caused the Great Seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this  
twentieth day of October in the year  
of our Lord one thousand nine hundred and ninety-two

*William Gould*

Secretary of State

Fee \$25.00 (See Sec.)

This Space For Use By  
Secretary of State

For Use By The Secretary of State	
File No.	19530003D
Fee Paid	\$810 - \$100
C. B.	-----
Date	NOV 7 1989

STATE OF MAINE  
**RESTATED ARTICLES OF  
 INCORPORATION**

(Restatement by Shareholders Voting as Separate Class)

OF  
 Associated Grocers of Maine, Inc.

MAINE  
 SECRETARY OF STATE  
 FILED

November 1, 19 89

*Mary Cooper*  
 Secretary of State  
 AGENT

Pursuant to 13-A MRSA §809, the undersigned corporation adopts these Articles of Restatement.

FIRST: As set out in detail in "THIRD", one or more classes of shares of the corporation were entitled to vote as a separate class on the restatement of its articles of incorporation set forth in Exhibit A attached hereto.

SECOND: The said restatement was adopted by the shareholders thereof at a meeting legally called and held on Wednesday, June 21, 1989.

THIRD: On said date, the number of shares of each class outstanding and entitled to vote on said restatement (whether or not entitled to vote as a separate class), the manner in which each such class was entitled to vote (whether or not as a separate class), and the number of shares voted for and against said restatement, respectively, were as follows:

Designation of Each Class However Entitled To Vote	Manner In Which Entitled To Vote	No. of Shares Outstanding And Entitled To Vote	Voted For	Voted Against
Class A Voting	1 Vote Per Share, In Person or By Proxy	287	149	None
		(quorum 72)		
Totals of All Classes		287	149	0

FOURTH: If said restatement provides for exchange, reclassification or cancellation of issued shares the manner in which the same shall be effected is contained in Exhibit B attached hereto, if it is not set forth in the restatement itself.  
 N/A

\*FIFTH: If said restatement effects a change in the number or par values of authorized shares the number of shares which the corporation has authority to issue after giving effect to said restatement, is as follows:

Class	Series (If Any)	Number of Shares	Par Value (If Any)
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N/A

The aggregate par value of all such shares (of all classes and series) having par value is \$ \_\_\_\_\_

The total number of all such shares (of all classes and series) without par value is \_\_\_\_\_ shares.

Exhibit A

Upon motion duly made and seconded, all stockholders having received notice of the proposed Restatement of the Articles of Incorporation, it was Voted (pursuant to M.R.S.A. T. 13-A §809):

To restate the Articles of Incorporation in order to encompass all amendments to date, including the following:

(1) To adopt all statutory corporate purposes as are applicable to Maine business corporations, with capital stock, per M.R.S.A. T. 13-A sections 101 et seq.

(2) To confirm the applicability of T. 13-A as successor statutory authority to Ch. 49, sections 8-13 (1953).

(3) The business address of the corporation is 1000 Brunswick Avenue, P.O. Box 1000, Gardiner, Maine 04345.

(4) The number of directors is 13.

(5) The board of directors is ~~not~~ authorized to increase or decrease the number of directors. The minimum number is six and the maximum number is fourteen.

(6) Meeting of the shareholders may be held outside the State of Maine.

(7) There are no preemptive rights.

(8) Capitalization/stock status: See Exhibit B, following.

(9) The true and correct corporate name is: Associated Grocers of Maine, Inc.

(10) Its location is the same as (3) above.

(11) The Clerk and registered office address is: Robert A. Marden, Esq.; P.O. Box 706; 44 Elm Street; Waterville, Maine 04901.

(12) While the bylaws authorize a board of directors to consist of not less than 6 nor more than 14, the board has set and established its number at 13 for present.

(13) The authorized stock of the corporation is 2,400 shares, consisting of 800 shares of "A" voting, common at \$1,500 par and 1,600 shares of "B" non-voting, preferred, at \$2,500 stated value.

The aggregate par value of all authorized shares (of all classes) having a par value is \$5,200,000.

EXHIBIT B

The stockholders, at a special meeting called for said purpose, at which a quorum was present, Voted to identify its existing (and only) class of common stock as "Class A, Voting Common" and to authorize and issue a new class of stock, i.e., 1600 shares of Class B Non-Voting Preferred Stock, with a non-cumulative dividend preference not to exceed 12 percent.

March 23, 1988



Filing Fee (See Sec. 1401)

This Space For Use By Secretary of State

For Use By The Secretary of State	
File No.	19530003D
Fee Paid	\$15.-\$15.
C. B.	-----
Date	AUG 10 1988
2	

STATE OF MAINE  
**ARTICLES OF AMENDMENT**  
 (Amendment by Shareholders  
 Voting as Separate Class)

OF  
Associated Grocers of Maine, Inc.

June 10, 1988  
*[Signature]*  
 Secretary of State

Pursuant to 13-A M.R.S.A. §§805 and 807, the undersigned corporation adopts these Articles of Amendment.

FIRST: As set out in detail in "THIRD", one or more classes of shares of the corporation were entitled to vote on the following amendment as a separate class.

SECOND: The amendment to the Articles of Incorporation of the corporation set out in Exhibit A attached hereto was adopted by the shareholders thereof at a meeting legally called and held on March 23, 1988

THIRD: On said date, the number of shares of each class outstanding and entitled to vote on such amendment (whether or not entitled to vote as a separate class), the manner in which each such class was entitled to vote (whether or not as a separate class), and the number of shares voted for and against said amendment, respectively, were as follows:

Designation of Each Class However Entitled To Vote	Manner In Which Entitled To Vote	No. of Shares Outstanding And Entitled To Vote	Voted For	Voted Against
Common Stock	In person and by written proxy.	283 (quorum: 71)	122	3
Totals of All Classes		<u>283</u>	<u>122</u>	<u>3</u>

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares the manner in which the same shall be effected is contained in Exhibit B attached hereto, if it is not set forth in the amendment itself.

\*FIFTH: If such amendment effects a change in the number or par values of authorized shares the number of shares which the corporation has authority to issue after giving effect to such amendment, is as follows:

Class	Series (If Any)	Number of Shares	Par Value (If Any)
Class B Non-Voting Preferred		1600	None

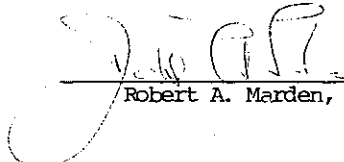
The aggregate par value of all such shares (of all classes and series) having par value is \$ \$1,200,000

The total number of all such shares (of all classes and series) without par value is 1600 shares.

EXHIBIT A

Upon Motion, duly made and seconded, it was unanimously voted to amend the Articles of Incorporation, with respect to the number of directors, by deleting existing provision in its entirety and substituting in its place the following:

Board of Directors: The Board of Directors shall consist of not less than six nor more than fourteen directors to be elected annually by the Stockholders. (§703.1A)

  
\_\_\_\_\_  
Robert A. Marden, Clerk

Filing Fee (See Sec. 1401)

For Use By The Secretary of State

File No. 530003D

Fee Paid \$10.00

C. B. 1010

Date 5-7-84

2

STATE OF MAINE

**ARTICLES OF AMENDMENT**  
(Amendment by Shareholders Voting as One Class)

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

For Use By The Secretary of State

**FILED**

April 26, 19 84

*[Signature]*  
Deputy Secretary of State

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A True Copy When Attested By Signature

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Deputy Secretary of State

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders (Circle one)

A. at a meeting legally called and held on, OR December 1, 19 83.

B. by unanimous written consent on

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

Number of Shares Outstanding and Entitled to Vote	NUMBER Voted For	NUMBER Voted Against
800, Common	800	

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: (Complete if Exhibits do not give this information.) If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

Class	Series (If Any)	Number of Shares	Par Value (If Any)
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The aggregate par value of all such shares (of all classes and series) having par value is \$ \_\_\_\_\_.

The total number of all such shares (of all classes and series) without par value is \_\_\_\_\_ shares.

SIXTH: Address of the registered office in Maine: 44 Elm Street, Waterville, Maine 04901.  
(street, city and zip code)

**MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS**

I certify that I have custody of the minutes showing the above action by the shareholders.

*[Signature]*  
(signature of clerk, secretary or asst. secretary)

ASSOCIATED GROCERS OF MAINE, INC.  
(Name of Corporation - Typed or Printed)

By\* *[Signature]*  
(signature)

Robert A. Marden, Clerk  
(type or print name and capacity)

By\* \_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name and capacity)

Dated: April 11, 1984

\*In addition to any certification of custody of minutes this document **MUST** be signed by (1) the Clerk **OR** (2) the President or a vice-president **AND** the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer **OR** (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office **OR** (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon **OR** (5) the holders of all outstanding shares.

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

Filing Fee \$50.00

For Use By The Secretary of State	
File No.	530003D
Fee Paid	\$50.00
C. B.	840242A
Date	5-10-84
	1

STATE OF MAINE

STATEMENT OF INTENTION TO DO BUSINESS UNDER AN ASSUMED NAME

For Use By The Secretary of State	
FILED	
April 23, 19 84	
<i>[Signature]</i>	
Deputy Secretary of State	
A True Copy When Attested By Signature	
Deputy Secretary of State	

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), (incorporated under the laws of the State of Maine, and authorized to do business in Maine), gives notice of its intention to do business in this State under an assumed name.

FIRST: The name of the corporation is ASSOCIATED GROCERS OF MAINE, INC.

SECOND: The address of the registered office of the corporation in the State of Maine is 44 Elm Street, Waterville, Maine 04901.  
(street, city, state and zip code)

THIRD: The corporation intends to transact business under the assumed name of LITTLE YANKEE

COMPLETE THE FOLLOWING IF APPLICABLE

FOURTH: If such assumed name is to be used at fewer than all of the corporation's places of business in this State, the location(s) where it will be used is (are):

The assumed name will be used only by those Stockholders  
in the Convenience Store Group, in their special advertising  
program.

Dated: April 23, 1984.

Legibly print or type name and capacity of all signers  
13-A MRSA §104.

By\* *[Signature]*  
(signature)  
Robert A. Marden, Clerk  
(type or print name and capacity)

By\* \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

\*This document *MUST* be signed by (1) the Clerk OR (2) the President or a vice-president AND the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares.

Filing Fee \$50.00

For Use By The Secretary of State	
File No.	530003D
Fee Paid	\$50.00
C. B.	830051A
Date	9-28-82

STATE OF MAINE

STATEMENT OF INTENTION TO DO BUSINESS UNDER AN ASSUMED NAME

For Use By The Secretary of State	
FILED	
September 24, 19 82	
<i>[Signature]</i>	
Deputy Secretary of State	
A True Copy When Attested By Signature	
Deputy Secretary of State	

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), (incorporated under the laws of the State of Maine, and authorized to do business in Maine), gives notice of its intention to do business in this State under an assumed name.

FIRST: The name of the corporation is ASSOCIATED GROCERS OF MAINE, INC.

SECOND: The address of the registered office of the corporation in the State of Maine is \_\_\_\_\_

44 Elm Street, Waterville, Maine 04901.

(street, city, state and zip code)

THIRD: The corporation intends to transact business under the assumed name of \_\_\_\_\_

YANKEE GROCER.

COMPLETE THE FOLLOWING IF APPLICABLE

FOURTH: If such assumed name is to be used at fewer than all of the corporation's places of business in this State, the location(s) where it will be used is (are):

Dated: September 21, 1982

Legibly print or type name and capacity of all signers 13-A MRSA §104.

By\* *[Signature]*  
(signature)

Robert A. Marden, Clerk  
(type or print name and capacity)

By\* \_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name and capacity)

\*This document *MUST* be signed by (1) the Clerk OR (2) the President or a vice-president AND the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares.

Filing Fee \$50.00.

For Use By The Secretary of State	
File No.	141-19
Fee Paid	\$50.00
C. B.	79A55
Date	10-5-78

STATE OF MAINE  
STATEMENT OF INTENTION  
TO DO BUSINESS UNDER  
AN ASSUMED NAME

This Space For Use By  
Secretary of State  
MAINE  
SECRETARY OF STATE  
FILED

September 29, 19 78

*David Hayes*  
Secretary of State  
AGENT

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), (incorporated under the laws of the State of Maine, and authorized to do business in Maine) gives notice of its intention to do business in this State under an assumed name, and for that purpose submits the following statement:

FIRST: The name of the corporation is ASSOCIATED GROCERS OF MAINE, INC.

SECOND: The address of the registered office of the corporation in the State of Maine is \_\_\_\_\_

44 Elm Street, Waterville, Maine 04901

(street, city, state and zip code)

THIRD: The corporation intends to transact business under the assumed name of \_\_\_\_\_  
Thriftway Food Stores

(Complete following if applicable)

FOURTH: If such assumed name is to be used at less than all of the corporation's places of business in this State, the locations where it will be used:

Dated: September 29, 1978

ASSOCIATED GROCERS OF MAINE, INC.\*  
(name of corporation)

By *Robert A. Marden*  
(signature)

Robert A. Marden, Clerk  
(type or print name and capacity)

By \_\_\_\_\_  
(signature)

(type or print name and capacity)

Legibly print or type name  
and capacity of all signers  
13-A MRSA §104.

\* The name of the corporation should be typed, and the document must be signed by (1) the Clerk or (2) by the President or a vice-president and by the Secretary or an assistant secretary or such other officer as the bylaws may designate as a second certifying officer (indicating such designation under name) or (3) if there are no such officers, then by a majority of the directors or by such directors as may be designated by a majority of directors then in office or (4) if there are no such directors, then by the holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon or (5) by the holders of all of the outstanding shares of the corporation.

Filing Fee (See Sec. 1401)

For Use By The Secretary of State	
File No. ....	141 - 19
Fee Paid.....	\$60. & \$10.
C. B. ....	810
Date.....	6-25-76

This Space For Use By  
Secretary of State  
MAINE  
SECRETARY OF STATE  
FILED

STATE OF MAINE  
ARTICLES OF AMENDMENT  
(Amendment by Shareholders  
Voting as One Class)

June 21, 1976  
*Doris Hayes*  
AGENT

OF  
ASSOCIATED GROCERS OF MAINE, INC.

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment.

FIRST: All outstanding shares of the corporation were entitled to vote on the following amendment as one class.

SECOND: The amendment to the Articles of Incorporation of the corporation set out in Exhibit A attached hereto was adopted by the shareholders thereof at a meeting legally called and held on June 16, 1976.

THIRD: On said date, the number of shares outstanding and entitled to vote on such amendment, and the number of shares voted for and against said amendment, respectively, were as follows:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Voted For</u>	<u>Voted Against</u>
279	175	None

Totals	<u>279</u>	<u>175</u>	<u>None</u>
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FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which the same shall be effected is contained in Exhibit B attached hereto, if it is not set forth in the amendment itself.

\*FIFTH: If such amendment effects a change in the number or par values of authorized shares the number of shares which the corporation has authority to issue after giving effect to such amendment is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
Common		800	\$1,500.00

The aggregate par value of all such shares (of all classes and series) having par value is \$ 1,200,000.

The total number of all such shares (of all classes and series) without par value is 0 shares.

SIXTH: The address of the registered office of the corporation in the State of Maine is 44 Elm Street

Waterville, Maine 04901  
(street, city and zip code)

Dated: June 17, 1976

Legibly print or type name  
and capacity of all signers  
13-A MRSA §104.

ASSOCIATED GROCERS OF MAINE, INC. \*\*  
(name of corporation)

By [Signature]

Robert A. Marden, Clerk  
(type or print name and capacity)

By \_\_\_\_\_

\_\_\_\_\_  
(type or print name and capacity)

I certify that I have custody of the minutes  
showing the above action by the shareholders.

[Signature]  
(clerk, secretary or asst. secretary)

NOTE: This form should not be used if any class of shares entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

EXHIBIT A

First: To increase the capital stock of the corporation to \$1,200,000.00 consisting of 800 shares of common stock of the par value of \$1,500.00.

Second: There shall be no preemptive rights.

\*To be completed only if Exhibit A or B do not give this required information.

\*\* The name of the corporation should be typed, and the document must be signed by (1) the Clerk or (2) by the President or a vice-president and by the Secretary or an assistant secretary or such other officer as the bylaws may designate as a second certifying officer or (3) if there are no such officers, then by a majority of the directors or by such directors as may be designated by a majority of directors then in office or (4) if there are no such directors, then by the holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon or (5) by the holders of all of the outstanding shares of the corporation.



Filing Fee \$50.00

For Use By The Secretary of State	
File No.	141-19
Fee Paid	\$50.00
C. B.	73A63
Date	4-4-73

STATE OF MAINE  
**STATEMENT OF INTENTION  
 TO DO BUSINESS UNDER  
 AN ASSUMED NAME**

This Space For Use By  
 Secretary of State  
 MAINE  
 SECRETARY OF STATE  
 FILED

April 2, 1973  
*Robert M. Dumbrey*  
 SECRETARY OF STATE  
 AGENT

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), (incorporated under the laws of the State of Maine, and authorized to do business in Maine) gives notice of its intention to do business in this State under an assumed name, and for that purpose submits the following statement:

FIRST: The name of the corporation is ASSOCIATED GROCERS OF MAINE, INC.

SECOND: The address of the registered office of the corporation in the state of Maine is  
44 Elm Street, Waterville, Maine 04901  
 (street, city, state and zip code)

THIRD: The corporation intends to transact business under the assumed name of  
Maine Kitchen Candies

(Complete following if applicable)

FOURTH: If such assumed name is to be used at less than all of the corporation's places of business in this State, the locations where it will be used:

Dated: March 28, 1973

ASSOCIATED GROCERS OF MAINE, INC.\*  
 (name of corporation)

By *Robert A. Marden*  
Robert A. Marden, Clerk  
 (type or print name and capacity)

Legibly print or type name and capacity of all signers  
 13-A MRSA §104.

By \_\_\_\_\_  
 (type or print name and capacity)

\* The name of the corporation should be typed, and the document must be signed by (1) the Clerk or (2) by the President or a vice-president and by the Secretary or an assistant secretary or such other officer as the bylaws may designate as a second certifying officer or (3) if there are no such officers, then by a majority of the directors or by such directors as may be designated by a majority of directors then in office or (4) if there are no such directors, then by the holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon or (5) by the holders of all of the outstanding shares of the corporation.

Waterville, Maine  
June 18, 1964

I, F. HAROLD DUBORD, of Waterville, in the County of Kennebec and State of Maine, Clerk of Associated Grocers of Central Maine, Inc., hereby certify that, at the annual meeting of the stockholders of the foregoing corporation held at Augusta, Maine on June 17, 1964, the following Resolution relative to a change of name was unanimously adopted:

RESOLVED, that the name of this corporation be changed from "Associated Grocers of Central Maine, Inc." to "Associated Grocers of Maine, Inc.";

that the By-laws be amended accordingly; and that the Clerk file with the Secretary of State a certificate of the action of this meeting.

I further certify that in the notice of the annual meeting of the corporation sent to all stockholders, there was a notice to the effect that the foregoing Resolution was going to be presented at the annual meeting.



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Clerk


RESOLUTION INCREASING CAPITAL STOCK

Whereas, It appears that the amount of capital stock of this corporation is insufficient for the purposes for which said corporation is organized, therefore.

Resolved, That the capital stock of this corporation be increased from the sum of THREE HUNDRED THOUSAND DOLLARS, consisting of TWO HUNDRED shares of the par value of FIFTEEN HUNDRED DOLLARS each, to the sum of SIX HUNDRED THOUSAND DOLLARS, consisting of FOUR HUNDRED shares of the par value of FIFTEEN HUNDRED DOLLARS, to be known as common stock; that the By-Laws be amended in accordance herewith; that the Clerk file with the Secretary of State a certificate of the action of this meeting and obtain his certificate therefor within ten days thereof; and that the Treasurer pay to the Treasurer of State the necessary fee required for such increase.

Augusta, Maine  
June 23, 1959

I, F. Harold Dubord of Waterville in the County of Kennebec and State of Maine, duly elected Clerk of Associated Grocers of Central Maine, Inc., hereby certify that the foregoing resolution increasing the capital stock of the corporation was unanimously passed at the legally called Annual Meeting of the stockholders of the corporation held at Augusta, Maine on June 17, 1959; and that this is a true copy of the resolution adopted.

  
\_\_\_\_\_  
Clerk, Associated Grocers of  
Central Maine, Inc.

COPY

[Name of Corporation.]

ASSOCIATED GROCERS OF

CENTRAL MAINE, INC.

KENNEBEC, SS.

Registry of Deeds.

Received March 13 19 53

at 9 h. - m. A M.

Recorded in Vol. 933 Page 582

ATTEST:

Edna W. Weeks Register.

A true copy of record.

ATTEST:

Edna W. Weeks Register.

STATE OF MAINE

Office of Secretary of State

Augusta, March 16, 19 53.

Received and filed this day.

ATTEST:

Stanley J. Shaw Secretary of State.

Recorded in Vol. 141 Page 19

Said corporation is located at **Augusta** in the County of **Kennebec**.

The number of Directors is **Nine** and their names are **Lionel R. Giguere, Frank Lemelin, H. H. Harriman, Daniel E. Cassidy, Lionel Morissette, Francis Roderick, Mahlon N. McCurdy, Kenneth E. Keene, and Wilfred C. Bruneau.**

The name of the clerk is **F. Harold Dubord** and his residence is **Waterville, Maine.**

The undersigned, **Lionel R. Giguere** is president; the undersigned, **Charles H. Tobin** is treasurer; and the undersigned

**Lionel R. Giguere, Frank Lemelin, H. H. Harriman, Daniel E. Cassidy, Lionel Morissette, Francis Roderick, Mahlon N. McCurdy, Kenneth E. Keene**

are a majority of the directors of said corporation.

Witness our hands this **tenth** day of **March** A. D. 1953.

**Lionel R. Giguere** *President.*

**Charles H. Tobin** *Treasurer.*

**Lionel R. Giguere, Frank Lemelin, H. H. Harriman, Daniel E. Cassidy, Lionel Morissette, Francis Roderick, Mahlon N. McCurdy, Kenneth E. Keene** *Directors.*

**KENNEBEC, SS.** **March 10, A. D. 1953.**

Then personally appeared

**Lionel R. Giguere, Frank Lemelin, H. H. Harriman, Daniel E. Cassidy, Lionel Morissette, Francis Roderick, Mahlon N. McCurdy, Kenneth E. Keene, and Charles H. Tobin**

and severally made oath to the foregoing certificate, that the same is true.

Before me,

**F. Harold Dubord** *Justice of the Peace.*

**State of Maine**

**Attorney General's Office,** **March 12,** **A. D. 1953**

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn and signed, and is conformable to the constitution and laws of the State.

**James G. Frost, Deputy** *Attorney General.*

The amount of capital stock is Three Hundred Thousand (\$300,000.00) Dollars.

The amount of common stock is Three Hundred Thousand (\$300,000.00) Dollars.

The amount of preferred stock is none.

The amount of capital stock already paid in is none.

The par value of the shares is One Thousand Five Hundred (\$1,500.00) Dollars.

The names and residences of the owners of said shares are as follows:

NAMES	RESIDENCES	No. of SHARES	
		Common	
Lionel R. Giguere	11½ School Street	Waterville, Maine	2
Roland J. Bolduc	51 Burleigh Street	Waterville, Maine	1
John B. Veilleux	11 Sherwin Street	Waterville, Maine	2
Omer J. Proulx	2 Preston Street	Waterville, Maine	1
Joseph N. Pooler	Oak Knoll Drive	Waterville, Maine	2
Peter and Roy Joseph	3 Gilmore Street	Waterville, Maine	2
Lionel Morissette	1 Carver Street	Waterville, Maine	1
Alcide Poissonnier	57½ Water Street	Waterville, Maine	1
John M. Ayotte	32 West Street	Waterville, Maine	1
Bernard B. Shriro	80 Clinton Avenue	Waterville, Maine	2
A. Norman Rancourt	9 Summer Street	Waterville, Maine	1
Philip J. Bourque	111½ Western Avenue	Waterville, Maine	1
Joseph R. Hachey	5 Bellevue Street	Waterville, Maine	1
Frank Lemelin	28 Water Street	Waterville, Maine	1
Wilfred W. Belanger	Western Avenue	Fairfield, Maine	1
Michael Shinay	81 Western Avenue	Waterville, Maine	1
Merwin A. Gordon	29 Alder Street	Skowhegan, Maine	1
Leonard Pooler	93 North Street	Skowhegan, Maine	2
Mahlon McCurdy	53 Pleasant Street	Skowhegan, Maine	2
Gerald L. Kyes	Madison Avenue	Skowhegan, Maine	2
Harry P. Gurney	83 Milburn Street	Skowhegan, Maine	1
Gabriel O. Dumont	R. F. D. 4	Skowhegan, Maine	1
Ralph J. Holt	R. F. D. 1	Fairfield, Maine	1
Charles H. Tobin	91 Stone Street	Augusta, Maine	1
Kenneth E. Keene	Eastern Avenue	Augusta, Maine	2
W. F. Pullen	2 North Belfast	Augusta, Maine	1
Norman R. Roberts	Western Avenue	Augusta, Maine	1
Hugh E. Chadwick	R. F. D. #6	Augusta, Maine	1
William E. Busque	59 Washington Street	Augusta, Maine	1
Felix F. DesJardin	77 Mount Vernon Avenue	Augusta, Maine	1
G. Alexis Ouellette	121 Water Street	Augusta, Maine	1
Richard J. Sturch	1 West Front Street	Skowhegan, Maine	1
Kenneth V. Barden	145 Bangor Street	Augusta, Maine	1
Daniel E. Cassidy	40 Lithgow Street	Waterville, Maine	1
Lawrence A. Barry	36 Pearl Street	Augusta, Maine	1
Wilfred G. Bruneau	10 Union Street	Winthrop, Maine	1
Bernard L. Turner	38 Bridge Street	Augusta, Maine	1
Just A. Breton	68 Monument Street	Waterville, Maine	1
Harland B. Hussey	R. F. D.	Windsor, Maine	1
Wallace Cooper	R. F. D.	Gardiner, Maine	1
Buck Brothers	Water Street	Augusta, Maine	1
Homer L. Gould	256 State Street	Augusta, Maine	1
Harry E. Doten	46 Bangor Street	Augusta, Maine	1
Forest J. Pelletier		Augusta, Maine	1
D. Kenneth Dinsmore		Palermo, Maine	1
Francis Roderick	125 Dyer Street	Skowhegan, Maine	1
Victor Lessard	305 Water Street	Skowhegan, Maine	2
Aime Barrieault	153 Water Street	Skowhegan, Maine	1
John E. Corson	Madison Avenue	Skowhegan, Maine	1

Ruth E. Marshall  
Alvin Jollivitz  
Earl Lougee  
Wilson S. Hayden  
P. C. Kent  
H. H. Hartiman  
George L. Benner  
Wallace H. Farley

Maple Street  
34 Clinton Avenue  
133 North Avenue  
North Belfast Road  
185 Water Street  
  
R. F. D. #6

Gardiner, Maine  
Waterville, Maine  
Augusta, Maine  
Augusta, Maine  
Gardiner, Maine  
Gardiner, Maine  
Augusta, Maine

1  
1  
1  
1  
1  
1  
1  
1

Number of shares unsubscribed in treasury

132

TEL: 297/582-6500



*Associated*  
GROCERS of MAINE, Inc.  
P.O. BOX 1000, GARDINER, MAINE 04345

November 2, 1992

Charles F. Rogers, Jr., Esquire  
EDWARDS & ANGELL  
Trust Tower  
Providence, RI 02903

Dear Mr. Rogers:

You have been referred to me by Bill Dubord of Marden, Dubord, Bernier & Stevens, located in Waterville, Maine, to act as the proposed registered agent in Rhode Island for two of our corporations of which we are filing Application for Certificate of Authority to do business in that State.

Enclosed please find completed originals and duplicates (Form 27A and 27B) for both Associated Grocers of Maine, Inc., and AG Distributors. Would you please execute the four forms as required on the first page of each. In order that we may expedite this process, upon execution, would you please forward to the Secretary of State in the enclosed self-addressed prepaid Federal Express envelope.

Thank you for your immediate attention to this matter. Should there be a fee for your services, please forward your invoice to my attention. If you have any questions, please do not hesitate to contact me.

Sincerely,

JILL H. BLAKE  
Administrative Assistant

jhb

Enclosures