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ID Number: 1335407



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

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CORPORATIONS DIVISION
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Pursuant to the provisions of Section 7-6-82 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for an Amended Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is The Safeway Foundation
2. A Certificate of Authority was issued to the corporation by the Secretary of State of the State of Rhode Island on May 19, 2015, authorizing it to conduct affairs in Rhode Island.
3. The corporate name of the corporation has been changed to:
The Albertsons Companies Foundation
(If the name has not been changed, insert "no change")
4. It desires to pursue in the conduct of its affairs in Rhode Island other or additional specific purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
none

(If no other or additional purposes are proposed, insert "None")

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BY CA 261661
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Under penalty of perjury, we declare and affirm that we have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/19/15

The Safeway Foundation

Print Exact Name of Corporation Making Application

By *Jonathan Mayes*
Chairman
☒ President or ☐ Vice President (check one)

By *Conrad Gault* **AND**
☒ Secretary or ☐ Assistant Secretary (check one)

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RESTATED ARTICLES OF INCORPORATION

FILED
Secretary of State
State of California

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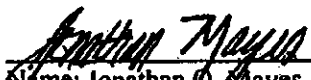
The undersigned certify that:

1cc SEP 10 2015

1. They are the President and Secretary, respectively, of The Safeway Foundation.
2. The Articles of Incorporation of this corporation are amended and restated to read as presented on Exhibit A, attached, and are incorporated by reference as if fully set forth herein.
3. The amended and restated Articles of Incorporation have been duly approved by the board of directors.
4. The amended and restated Articles of Incorporation have been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated as of September 9, 2015


Name: Jonathan O. Mayes
Title: Interim Chairperson &
Interim President


Name: Robert A. Gordon
Title: Secretary

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C. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable, educational, scientific, literary, and religious purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

D. In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code.

E. In any taxable year in which the Corporation is a private foundation under the Code it: (i) shall distribute its income for each taxable year at such time and manner as not to become subject to tax on undistributed income under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943 of the Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE V

Reference herein to Sections of the Code shall include corresponding provisions of any future United States Internal Revenue Law.

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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ALBERTSONS COMPANIES FOUNDATION

The undersigned, for the purpose of organizing a corporation under the California Nonprofit Public Benefit Corporation Law, does hereby certify:

ARTICLE I

The name of the corporation is The Albertsons Companies Foundation (hereinafter referred to as the "Corporation").

ARTICLE II

A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The Corporation is organized and operated exclusively for charitable, educational, scientific, literary, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation shall be authorized to do any and all things necessary and proper to accomplish its objectives and purposes.

ARTICLE III

Albertsons Companies, Inc. shall be the sole member of the Corporation.

ARTICLE IV

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf or in opposition to any candidate for public office.



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

OCT 23 2015

make

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

