

Filing fee: \$20.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

SAFEWAY SYSTEM, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Safeway System, Inc.

SECOND: The shareholders of the corporation on January 3, 1974, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

ARTICLE FIFTH is amended by adding thereto the following:

"The common stock of this corporation shall be divided into two distinct classes as follows: 120 shares of voting Class A common without par value and 80 shares of non-voting Class B common without par value. The voting Class A and non-voting Class B shall be identical in all respects except that the holders of voting Class A shall, to the exclusion of the holders of non-voting Class B, have full voting powers for all purposes. Each shareholder of the corporation will deposit with the corporation the number of shares of stock now owned by him so that said shares may be surrendered and retired, and upon such surrender and retirement he shall take in lieu of and in exchange for said shares so surrendered and retired an equal and proportional number of shares of voting Class A and non-voting Class B and the authorized officers of the corporation are directed to prepare new certificates of stock in accordance herewith to be issued to each shareholder, as aforesaid."

ARTICLE SEVENTH is amended to read as follows:

"In the event that any holder of any shares of capital stock of the corporation shall desire to sell the same, he shall first offer the same for sale to the corporation at the lowest price at which he is willing to sell the same; provided, however, that said corporation, upon the vote of a majority of the issued and outstanding shares of voting Class A common without par value, exclusive of any shares of voting Class A common without par value offered for sale as aforesaid, shall elect to purchase said shares within ten days from the date upon which it is notified of said offer, and said price, by said holder of shares; and further, said corporation shall notify said holder of shares of its said election within forty-eight (48) hours after said vote is cast, in writing by registered mail, or hand delivery, addressed to the last and usual place of abode of said holder of shares; and in the event that said corporation shall not elect to purchase said shares, or shall fail to give notice as aforesaid, said holder of shares may sell the same to any person, or persons, at a price not less than said price for which said shares were offered to the corporation, as aforesaid."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200 ; and the number of shares entitled to vote thereon was 200 .

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 200 ; and the number of shares voted against such amendment was 0 .

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common, no par value	200	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated January 7, 19 74

SAFEWAY SYSTEM, INC.
By James L. Maher
Its President
and Anthony J. Rozza
Its Secretary

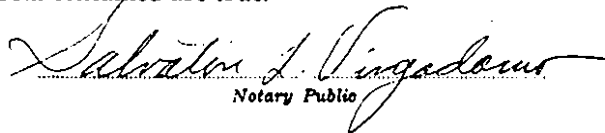
STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} Sc.

At Newport in said county on this 24 day of
January , 1974 , personally appeared before me JAMES L. MAHER
..... , who, being by me first duly sworn, declared that he is the
..... President of Safeway System, Inc.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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