



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

AUG 23 1999

By [Signature]

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

SUPERVALU Operations, Inc.

(Insert full name of surviving or new entity on this line)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Glendale Foods, Inc., M & C Foods, Inc., Pets, Crafts & Things, Inc., and SUPERVALU Operations, Inc.

The laws of the state under which each entity is organized permit such merger or consolidation.

The full name of the surviving or new entity is SUPERVALU Operations, Inc.

which is to be governed by the laws of the State of Rhode Island

The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

If the surviving entity's name has been amended via the merger, please state the new name: (Not Applicable)

If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the State of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

(Not Applicable)

The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is the filing date (if upon filing, so state).

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approved the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i.) The name of the subsidiary corporation is Glendale Foods, Inc.

ii.) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
3	Common	3	

iii.) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast: OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approved the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i.) The name of the subsidiary corporation is M & C Foods, Inc.

ii.) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
170	Common	170	

iii.) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

.....

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast: OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approved the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>	
			<u>Class</u>	<u>Voted For</u>

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i.) The name of the subsidiary corporation is Pets, Crafts, & Things, Inc.

- ii.) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
1,000	Common	1,000	

iii.) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on August 16, 1999

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast: OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

SUPERVALU Operations, Inc.

Entity name

Name of person signing: Stephen P. Kilgriff

Vice President

Title of person signing

Name of person signing: [Signature]

Secretary

Title of person signing

COUNTY OF

In Minneapolis, Minnesota on this 16th day of August, 1999, before me personally appeared Stephen P. Kilgriff, who being duly sworn declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.



Notary Public: Michaelleen Anderson, My Commission Expires: 1/31/2000

Glendale Foods, Inc., and M & C Foods, Inc. and Pets Craefths & Things, Inc.

Entity Name

Name of person signing: Stephen P. Kilgriff

Vice President

Title of person signing

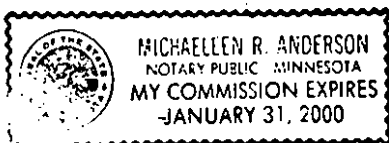
Name of person signing: [Signature]

Secretary

Title of person signing

COUNTY OF

In Minneapolis, Minnesota on this 16th day of August, 1999, before me personally appeared Stephen P. Kilgriff, who being duly sworn declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.



Notary Public: Michaelleen Anderson, My Commission Expires: 1/31/2000

AGREEMENT AND PLAN OF MERGER  
FOR MERGER OF

GLENDALE FOODS, INC.  
AND  
M & C FOODS, INC.  
AND  
PETS, CRAFTS & THINGS, INC.

INTO  
SUPERVALU OPERATIONS, INC.

This Agreement and Plan of Merger (this "Agreement"), made and entered into this 16<sup>th</sup> day of August, 1999, by and between Glendale Foods, Inc., a Pennsylvania corporation ("Glendale"), M & C Foods, Inc., a Pennsylvania corporation ("M & C"), Pets, Crafts & Things, Inc., a Pennsylvania corporation ("PCT"), and SUPERVALU Operations, Inc., a Rhode Island corporation ("SV Operations"):

WITNESSETH THAT:

WHEREAS, the total number of authorized shares of Glendale is 100 shares of common stock, no par value, of which 3 shares are issued and outstanding, and all of which are owned by the sole shareholder, SUPERVALU Operations, Inc. ("Glendale's Common Stock");

WHEREAS, the total number of authorized shares of M & C is 400 shares of common stock, \$1,000.00 par value per share, of which 170 shares are issued and outstanding, and all of which are owned by the sole shareholder, SUPERVALU Operations, Inc. ("M & C's Common Stock");

WHEREAS, the total number of authorized shares of PCT is 5,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding, and all of which are owned by the sole shareholder, SUPERVALU Operations, Inc. ("PCT's Common Stock");

WHEREAS, the total number of authorized shares of SV Operations is 1,500 shares of common A stock, no par value, of which 1,500 shares are issued and outstanding, and the total number of authorized shares of common B stock is 4,500, no par value, of which 4,500 are issued and outstanding, and all of which are owned by the sole shareholder, SUPERVALU Holdings, Inc. ("SV Operations' Common A & B Stock");

WHEREAS, the Boards of Directors of Glendale, M & C, PCT and SV Operations have determined that it is advisable and in the best interests of their respective corporations to merge such corporations into a single corporation with SUPERVALU Operations, Inc. being the surviving corporation (the "Merger") pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, this Agreement has been approved by the Boards of Directors of Glendale, M & C, PCT and SV Operations and adopted by the sole shareholders of each of them pursuant to applicable law;

NOW, THEREFORE, in consideration of the foregoing recitals and the following covenants, terms and conditions, Glendale, M & C, PCT, and SV Operations hereby agree as follows:

## I. THE MERGER

1.1 Merger. On the Effective Date (as defined in Section 1.3), in accordance with this Agreement and applicable Pennsylvania and Rhode Island law, Glendale, M & C and PCT shall be merged with and into SV Operations; and the separate existence of Glendale, M & C and PCT shall cease and SV Operations shall continue as the surviving corporation under the name "SUPERVALU Operations, Inc.". (In such capacity, SV Operations is sometimes hereinafter referred to as the "Surviving Corporation.")

1.2 Terms of Merger. On the Effective Date, by reason of the Merger and without any action on the part of Glendale, M & C, PCT and SV Operations or the shareholders thereof, (a) each share of Glendale's Common Stock, each share of M & C's Common Stock, each share of PCT's Common Stock issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished and automatically converted into and become the right to receive \$.01 in cash, without interest, and (b) each share of SV Operations Common A & B Stock issued and outstanding immediately prior to the Effective Date shall remain outstanding and continue to represent one share of SV Operations' Common A & B Stock.

1.3 Effective Date. The Merger shall become effective on the date filed with the State of Rhode Island.

1.4 Effect of Merger. On the Effective Date, the separate existence of Glendale, M & C and PCT shall be merged with and into SV Operations, SV Operations shall be the Surviving Corporation, all of the property, assets, rights, privileges, powers, franchises and immunities of SV Operations, Glendale, M & C and PCT shall vest in the Surviving Corporation, all of the debts, liabilities and obligations of SV Operations, Glendale, M & C and PCT shall become the debts, liabilities and obligations of the Surviving Corporation, and all of the effects set forth in applicable laws shall obtain.

1.5 Closing of Transfer Books of the Corporation. On the Effective Date, the stock transfer books of Glendale, M & C and PCT shall be closed and no transfer of shares of Glendale's Common Stock, M & C's Common Stock and PCT's Common Stock issued and outstanding prior to the Effective Date shall thereafter be made. If, after the Effective Date, valid certificates previously representing such shares are presented to the Surviving Corporation, such certificates shall be exchanged as provided in Section 1.6.

1.6 Exchange of Certificates. SV Operations shall act as paying agent in effecting the exchange of cash for certificates which, immediately prior to the Effective Date, represented shares of Glendale's Common Stock, M & C's Common Stock and PCT's Common Stock entitled to payment pursuant to Section 1.2. After the Effective Date, upon the surrender to SV Operations for exchange of such a certificate, duly endorsed in blank or accompanied by duly

executed stock powers, the holder thereof shall promptly be paid the amount of cash to which such holder is entitled under Section 1.2. Until so surrendered and exchanged, each such certificate shall represent solely the right to receive the cash into which the shares it theretofore represented shall have been converted pursuant to Section 1.2, without interest.

1.7 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of SV Operations, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended or repealed in accordance with applicable law.

1.8 Directors and Officers of Surviving Corporation. The directors of SV Operations holding office immediately prior to the Effective Date shall be the directors of the Surviving Corporation until their successors are elected and qualified, or until their death, resignation or removal. The officers of SV Operations holding office immediately prior to the Effective Date shall be the officers of the Surviving Corporation (holding the same offices as they held with SV Holdings) at the Effective Date and shall serve at the pleasure of the Board of Directors of the Surviving Corporation.

## II. MISCELLANEOUS

2.1 Further Assurances. From time to time at and after the Effective Date, each party hereto agrees that it will execute and deliver, or cause to be executed and delivered, all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to complete the Merger provided for herein and the other transactions contemplated by this Agreement.


2.2 Termination. Prior to filing Articles of Merger with the States of Pennsylvania and Rhode Island, this Agreement may be terminated by mutual agreement of Glendale, M & C, PCT and SV Operations.

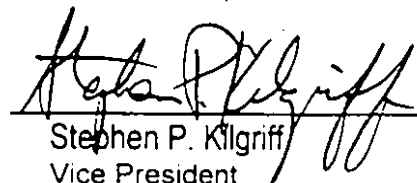
2.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Rhode Island.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by the Boards of Directors and duly adopted by the sole shareholders of Glendale, M & C, PCT and SV Operations, is hereby executed on behalf of each such corporation by their respective duly authorized officers as of the date first above written.

Attest:

GLENDALE FOODS, INC.

By:   
John P. Breedlove  
Secretary

BY:   
Stephen P. Kilgriff  
Vice President



Attest:

M & C FOODS, INC.

By: [Signature]  
John P. Breedlove  
Secretary

By: [Signature]  
Stephen P. Kilgriff  
Vice President

Attest:

PETS, CRAFTS & THINGS, INC.

By: [Signature]  
John P. Breedlove  
Secretary

By: [Signature]  
Stephen P. Kilgriff  
Vice President

Attest:

SUPERVALU OPERATIONS, INC.

By: [Signature]  
John P. Breedlove  
Secretary

By: [Signature]  
Stephen P. Kilgriff  
Vice President

STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)

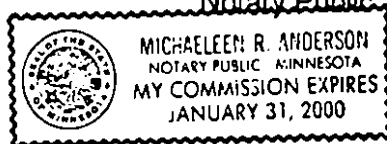
On this 16<sup>th</sup> day of August, 1999, before me appeared Stephen P. Kilgriff and John P. Breedlove to me personally known, who, being by me duly sworn, did say that they are the Vice President and the Secretary of Glendale Foods, Inc., M & C Foods, Inc., and Pets, Crafts & Things, Inc., all Pennsylvania corporations, that said instrument was executed on behalf of said corporations by authority of their Board of Directors; and that said Stephen P. Kilgriff and John P. Breedlove acknowledged said instrument to be the free act and deed of said corporations.

[Signature]  
Notary Public

STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)



On this 16<sup>th</sup> day of August, 1999, before me appeared Stephen P. Kilgriff and John P. Breedlove to me personally known, who, being by me duly sworn, did say that they are the Vice President and the Secretary of SUPERVALU Operations, Inc., Inc., a Rhode Island corporation that said instrument was executed on behalf of said corporation by authority of their Board of Directors; and that said Stephen P. Kilgriff and John P. Breedlove acknowledged said instrument to be the free act and deed of said corporation.

[Signature]  
Notary Public

