

*I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the six pages of photographed printed matter hereto attached contain a true and correct copy of the original articles of amendment, the Judge's order thereon and certificate of the Secretary of State for "GENUINE PARTS COMPANY", as the same appears of file and record in this office.

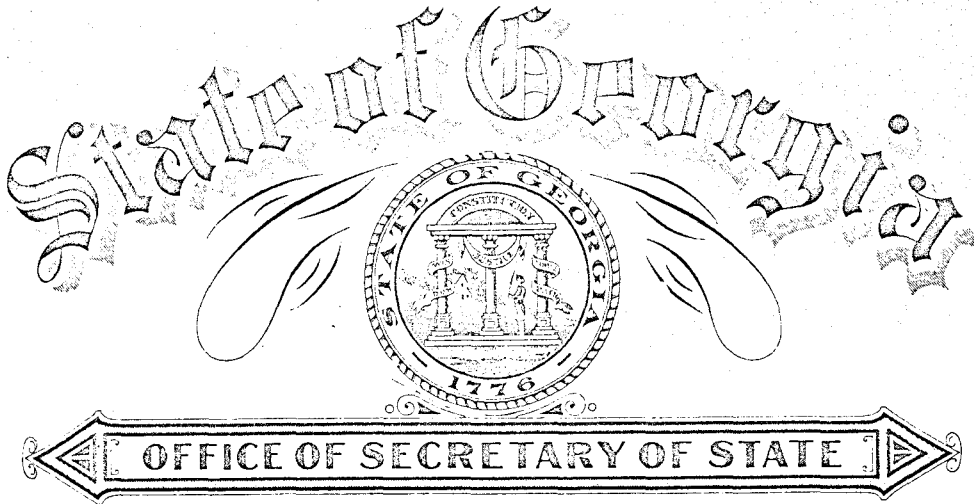


IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 3rd day of April, in the year of our Lord One Thousand Nine Hundred and Sixty Nine and of the Independence of the United States of America the One Hundred and Ninety-Third.

*Ben M. Fortson, Jr.*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

# DUPLICATE



*I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the articles of incorporation of "GENUINE PARTS COMPANY", a corporation were duly amended as set forth in the annexed articles of amendment, dated 1st day of April, 1969, granted by the Superior Court of Fulton County and filed with the Clerk of that Court on the 1st day of April, 1969, that the original articles of amendment have been duly filed in the office of the Secretary of State and the fees therefor paid, as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this **1st** day of **April**, in the year of our Lord One Thousand Nine Hundred and Sixty **Nine** and of the Independence of the United States of America the One Hundred and **Ninety-Third**.

*Ben M. Fortson Jr.*  
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SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

STATE OF GEORGIA

COUNTY OF FULTON

TO THE SUPERIOR COURT OF SAID COUNTY:

The petition of GENUINE PARTS COMPANY respectfully shows as follows:

1.

Petitioner was originally incorporated by Order of this Court, dated May 7, 1928, and its Charter has subsequently from time to time been amended. By Order of this Court entered on October 22, 1965, the Merger Agreement between Petitioner and Colyear Motor Sales Company, a California corporation, became and now constitutes the Charter of Petitioner. Subsequent to October 22, 1965, the Charter of Petitioner was amended by Order of this Court on August 29, 1967.

2.

Articles of Amendment of Genuine Parts Company executed by its President and attested by its Secretary are attached hereto, and Petitioner desires that said Articles of Amendment be granted.

WHEREFORE, Petitioner prays that the Articles of Amendment of Genuine Parts Company attached to this petition be granted.

ALSTON, MILLER & GAINES

By: *Amold E. Moore*  
Attorneys for Petitioner

Twelfth Floor  
The Citizens and Southern National  
Bank Building  
Atlanta, Georgia 30303  
524-3241

ARTICLES OF AMENDMENT  
TO THE CHARTER OF GENUINE PARTS COMPANY

Pursuant to Section 22-904 of the Georgia Business Corporation Code, the undersigned corporation hereby executes the following Articles of Amendment:

1. The name of the corporation is GENUINE PARTS COMPANY.

2. The following amendment to its Charter was adopted by the shareholders of the corporation on March 25, 1969:

"RESOLVED, that the Charter of Genuine Parts Company be amended by striking the figure '6,000,000' as it appears in Section 3.4(a) and by substituting in lieu thereof the figure '12,000,000' so that Section 3.4(a), as amended, would read as follows:

'common stock of the par value of \$5.00 per share, with voting rights but without pre-emptive rights, and the maximum number of said shares which the corporation shall be authorized to have outstanding at any one time shall be 12,000,000 shares;'"

3. The shareholder vote required to adopt such amendment was two-thirds of the outstanding shares entitled to vote thereon; the number of shares outstanding and entitled to vote at the time of such adoption was 4,481,463; and the number of shares voted for such amendment was 3,977,419.

IN WITNESS WHEREOF, Genuine Parts Company has caused these Articles of Amendment to be executed and its corporate

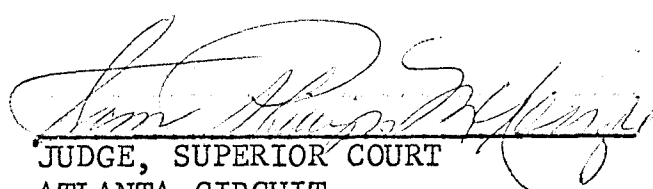
Secretary

ORDER

It appearing to the Court that the foregoing petition is within the purview and intention of the laws of the State of Georgia, and the Articles of Amendment, attached thereto, having been examined and found lawful,

IT IS ORDERED that the Articles of Amendment of Genuine Parts Company be and the same are hereby granted.

This 1 day of April, 1969.

  
JUDGE, SUPERIOR COURT  
ATLANTA CIRCUIT

# PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA  
COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came Walter R. Pressley who, being first duly sworn, according to law, says that he is an Agent of the Daily Report Company, publishers of the Fulton County Daily Report, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of a notice pursuant to Ga. Business Corporation Code of the granting of [REDACTED] Articles of Amendment [REDACTED] to Genuine Parts Company

Subscribed and sworn to before me this 1st  
day of April, 1969.

NOTARY PUBLIC, FULTON COUNTY, GEORGIA