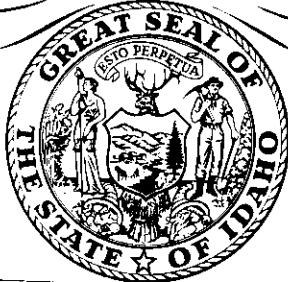


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

DYBONS, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **January** A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **110** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise, in the County of **Ada**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **Fourth** day of **January**, A.D., 19**60**.

Secretary of State.

ARTICLES OF INCORPORATION

of

DYSONS, INC.

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, all being full-aged citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be Dysons, Inc.

ARTICLE II

PURPOSES

The purposes for which this corporation is to be formed are:

- (a) To engage in and to own, operate and run, conduct and manage a business engaged in the retail and wholesale sales of auto and truck parts, accessories and equipment, and other personal property of any and every sort, character, nature and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of any or all of the purposes.
- (b) To make and perform contracts of any kind and description in carrying on its business, or for the purpose of attaining or furthering any of its objects. To borrow or raise money for any of the purposes of the corporation. To buy or sell notes, mortgages, or other evidences of debts, including notes and mortgages of this corporation. To own, buy and sell real and personal property. To mortgage, hypothecate or otherwise encumber any of said property. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, debentures, obligations, and evidence of indebtedness, and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter be authorized by law. To have offices, conduct its business, and promote its objects within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings

within or without the State of Idaho, as may be determined from time to time by its By-Laws.

(c) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

DURATION

The period of existence and duration of life of this corporation shall be perpetual.

ARTICLE IV

PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Boise, Ada County, Idaho.

ARTICLE V

STOCK

This corporation is authorized to issue one class of shares of capital stock, and said stock shall be designated as common stock.

The total number of shares of common stock this corporation shall be authorized to issue is 500 shares.

The par value of each of the shares of common stock shall be \$100.00. The aggregate par value of the shares of this corporation shall be \$50,000.00.

ARTICLE VI

INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation, and the number of shares of common stock subscribed by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
E. D. DYSON	BOISE, IDAHO	1
THELMA M. DYSON	BOISE, IDAHO	1
GERALD DEAN DYSON	JEROME, IDAHO	1
GERRY DYSON	JEROME, IDAHO	1

Each of the above named as incorporators is a natural person, over the age of 21 years, and is a citizen of the State of Idaho, and the United States of America.

ARTICLE VII

CAPITAL STOCK

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders in this corporation and shall not be liable for the debts, obligations, and liabilities of this corporation.

ARTICLE VIII

DIRECTORS

The number of directors of this corporation shall be at least three, and such additional number of directors as may be determined from time to time by the By-Laws of this corporation.

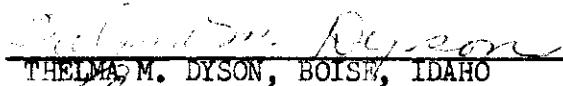
ARTICLE IX

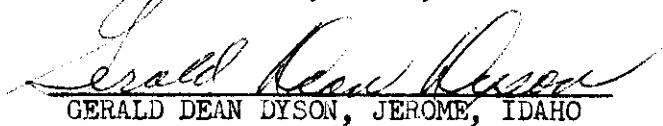
POWERS

The Board of Directors of this corporation shall have the management and control thereof, and shall have the power to repeal and amend the By-Laws of this corporation, and adopt new By-Laws, but such power shall not extend to the making or altering any By-Laws, which may alter or fix the qualifications, classifications, term of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-132 of the Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the Incorporators of this corporation, have executed these Articles of Incorporation this _____ day of December, 1959.


E. D. DYSON, BOISE, IDAHO


THELMA M. DYSON, BOISE, IDAHO


GERALD DEAN DYSON, JEROME, IDAHO


HARRY DYSON, JEROME, IDAHO

STATE OF IDAHO)
)
) ss.
County of Ada)

On this 26th day of December, 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared E. D. DYSON, THELMA M. DYSON, GERALD DEAN DYSON, and GERRY DYSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

John S. Gray, Jr.
Notary Public for Idaho.
Residing at Boise, Idaho.