

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### AMERICAN PARTS SYSTEM, INC.

a corporation duly organized and existing under the laws of **South Carolina** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **21st** day of **July** **1955**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **July** **1955**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

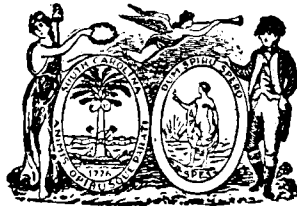
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **July**, A.D. **1955**.

ARNOLD WILLIAMS  
Secretary of State

By Deputy Secretary of State.

*Certification Certificate*

**State of South Carolina**



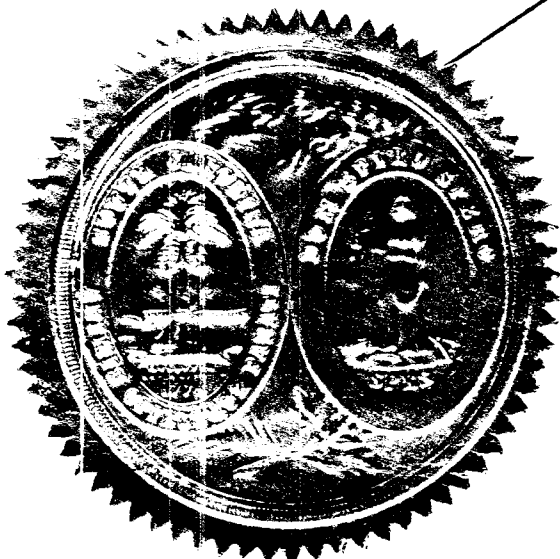
**Office of the  
Secretary of State**

*I, O. Frank Thornton, Secretary of State of the  
State of South Carolina, hereby certify:*

THAT THE ATTACHED PHOTOSTATIC COPIES ARE TRUE AND CORRECT AS  
TAKEN FROM AND COMPARED WITH THE RECORDS IN THIS OFFICE AND  
CONSTITUTE THE ENTIRE RECORD CONCERNING THIS CORPORATION; THE  
ATTACHED CONSISTING OF:

1. CHARTER OF "THOMPSON MOTOR SUPPLY COMPANY, INC."
2. AMENDMENT CHANGING NAME TO "AMERICAN PARTS SYSTEM, INC."

ALL OF WHICH IS DULY CERTIFIED AS SHOWN BY DOMESTIC CORPORATION  
FILE NO. 22623. \_\_\_\_\_



Given under my Hand and the Great Seal  
of the State at Columbia this **13th** day  
of **July**, A. D., 19 **65**  
and in the one hundred and **90th**  
year of the Independence of the United States  
of America.

*O. Frank Thornton*

O. Frank Thornton  
Secretary of State

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
ARTICLES OF AMENDMENT

To The Article of Incorporation of

For Use By The Secretary of State	
File No.	27622
Fee Paid	45.00
C. B.	123
Date	JUN 29 1964

THE THOMPSON MOTOR SUPPLY  
COMPANY, INC.

(Use This Form in Duplicate)

Filing Fee	\$ 5.00
Taxes	40.00
Total Fee	\$45.00

This Space For Use By Secretary of State	
SECRETARY OF STATE	
FILED	
JUN 29 1964	
A.M. P.M.	
7	8 9 10 11 12 1 2 3 4 5 6

Pursuant to Authority of Section 106 of the South Carolina Business Corporation Act of 1962, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation: (12--19.6 Supplement Code 1963)

1. The name of the Corporation is **THE THOMPSON MOTOR SUPPLY COMPANY, INC.**
2. The Registered Office of the Corporation is **409 East North Street**  
(Street and No.)  
in the City of **Greenville**, County of **Greenville** and  
the State of South Carolina and the name of the Registered Agent at such address is  
**C T CORPORATION SYSTEM**

(Complete item 3 or 4 whichever is relevant)

3. a. The following Amendment of the Articles of Incorporation was adopted by the shareholders of the Corporation on **June 22, 1964**

(Text of Amendment)

Be it Resolved that Item 1. be amended to read ;  
The name of the proposed corporation is  
**AMERICAN PARTS SYSTEM, INC.**

- b. At the date of adoption of the Amendment, the total number of all outstanding shares of the Corporation was **200**. The total of such shares entitled to vote and the vote of such shares was:

Total Number of  
Shares Entitled  
to vote

200

Number of Shares Voted  
For Against

200

0

ARTICLES OF AMENDMENT (Continued)

- c. At the date of adoption of the Amendment, the number of outstanding shares of each class entitled to vote as a class on the Amendment, and the vote of such shares, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted</u> <u>For</u> <u>Against</u>
None		

4. a. Prior to the organizational meeting the Corporation and with the consent of the subscribers, the following Amendment was adopted by the Incorporator (s) on

(Text of Amendment)

Not applicable

- b. The number of withdrawals of subscribers, if such be the case is

- c. The number of Incorporators are      and the number voting for the Amendment was  
and the number voting against the Amendment was

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation or issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "no change")

No change

6. The manner in which the Amendment effects a change in the amount of stated capital, and amount of stated capital, expressed in dollars, as changed by the Amendment, is as follows: (If not applicable, insert "no change")

No change

Date June 25, 1964

THE THOMPSON MOTOR SUPPLY COMPANY, INC.  
(Name of Corporation)

  
T. H. Neyland Vice President


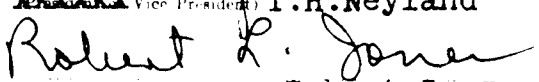
  
Robert L. Jones Assistant Secretary

Note: Any person signing this form shall either opposite or beneath his signature, clearly and legibly state his name and the capacity in which he signs. Must be signed in accordance with Section (9.6 B) Act of 1962 (12.19.62 Supplement Code 1962).

STATE OF            T E X A S  
COUNTY OF        H A R R I S

The undersigned **T.H.NEYLAND**            and **ROBERT L. JONES**            do hereby certify  
that they are the duly elected and acting **Vice President**            and **Assistant Secretary**  
respectively, of **THE THOMPSON MOTOR**  
**SUPPLY COMPANY, INC.** corporation and are authorized to execute this verification;  
that each of the undersigned for himself does hereby further certify that he has read the foregoing  
document, understands the meaning and purport of the statements therein contained and the same are  
true to the best of his information and belief.

Dated at **Houston, Texas**            this **25<sup>th</sup>**            day of **June**            , 19 **64**.

  
~~XXXXXX~~ Vice President) **T.H. Neyland**  
  
~~XXXXXX~~ Assistant Secretary) **Robert L. Jones**

EXECUTIVE DEPARTMENT

BY THE SECRETARY OF STATE

WHEREAS, **GEORGE D. SNOOK, JOHN A. WALSH, AND EDWARD F. KEETER**

**all of # 37 Broad Street, Savannah, Georgia**

Name Changed To American Parts

Date 6-29-61 System, Inc.

did on the **12th.** day of **April**

**1955** file with the Secretary of State a written Declaration,

signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is

**THOMPSON MOTOR SUPPLY COMPANY, INC.**

CANCELLATION RELIEVED 1-30-56  
SEE TAX COMM. LETTER IN FILE. 24933

THIRD: That the principal place of business is

**AIKEN, S. C.**

FOURTH: That the general nature of the business which it is proposed to do is

That of a wholesale  
jobbing automobile supply and equipment business of various and sundry  
lines, and such other business as may coordinate with and facilitate the  
same; including the right to buy, sell or exchange automobiles, automobile  
trucks, tractors, engines and machinery; electrical devices and appliances;  
paints, oils and fabrics; buying, selling or promoting patents and patent  
rights; and generally, to buy, sell, handle or exchange supplies, equipment  
and machinery of every kind; to borrow or lend money on real or personal  
property, or choses in action, and to secure the same by pledge, mortgage,  
deed to secure debt or otherwise; to buy or sell real or personal property,  
for cash or on credit; and incidentally and generally to do all such  
acts and deeds as may be necessary or expedient in and about the affairs  
of such organization.

FIFTH: That the amount of the capital stock is **Two Hundred (\$200.00)** - - - - - Dollars  
payable **in cash.**

SIXTH: That the number of shares into which the capital stock is divided is **Twenty (20)**  
of the par value of **Ten (\$10.00)** - - - - - Dollars

SEVENTH: That, after due notice, a meeting of the subscribers was held on the **6th.** day of  
**April**, 19 **55**, at which a majority of all stock in value being present in person or by proxy, the follow-  
ing were elected directors:  
**George D. Snook; John A. Walsh; Edward F. Keeter**

EIGHTH: That subsequently there was elected as President, **George D. Snook**  
as Vice-President, **John A. Walsh**; as Secretary, **Edward F. Keeter**  
as Treasurer, **Edward F. Keeter**

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amend-  
ments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed  
by *bona fide* subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' publication  
of the intention to file this Declaration with the Secretary of State having been given in **Aiken Standard & Review**  
a newspaper published in the County of **Aiken**

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the  
aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws  
of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to  
commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the  
Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia,  
this **12th.** day of **April**  
in the year of our Lord one thousand nine hundred and  
**fifty-five** and in the one hundred and  
**seventy-ninth** year of the Independence of the  
United States of America.

**O. FRANK THORNTON,**  
Secretary of State.