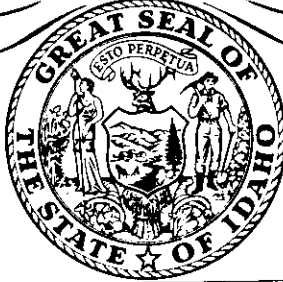


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SHUCK'S AUTO SUPPLY, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **October** 19 **77**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **October** 19 **77**, a designation of **C T Corporation System** 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 **28th** day of **October**, A.D., 19 **77**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office **the annexed are true and correct copies of the Articles of Incorporation and all amendments of SHUCK'S AUTO SUPPLY, INC. as received and filed in this office.**



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 13, 1977

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

DOMESTIC

184509
FILE NUMBER



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of S & J DISTRIBUTORS, INC.
a domestic corporation of Seattle, Washington,

were filed for record in this office at 8:00 o'clock A. m., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of _____
Cohn & Koch, Attys.
1624 Washington Bldg.
Seattle, Washington

Filing and recording fee \$ 50.00
License to June 30, 1967 \$ 30.00
Excess pages @ 25¢ \$ _____

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

April 13, 1967

Microfilmed, Roll No. 1118

Page 34 - 41

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

ARTICLES OF INCORPORATION

APR 13 1967

OF
S & J DISTRIBUTORS, INC.

A. LUDLOW KRAMER
SECRETARY OF STATE

BY *Maureen C. Cady*
SUPERVISOR OF CORPORATIONS

Know All Men By These Presents: That we, Samuel Stroum, Stuart M. Sloan and Merle D. Cohn, each of whom is a citizen of the United States, and a resident of the State of Washington, do hereby associate ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Washington, relating to private corporations, and, to that end, we do hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation, in triplicate, to-wit:

Article I.

The name of this Corporation is:

"S & J Distributors, Inc."

Article II.

This Corporation shall have a perpetual existence.

Article III.

The principal address of this Corporation shall be:

2905 - 4th Avenue South,
Seattle, Washington 98134.

Article IV.

The capital stock of this Corporation shall be \$50,000 divided into 50,000 shares of Common Stock, at par value of \$1 per share.

Article V.

The amount of paid-in-capital with which this Corporation

shall begin business shall be in excess of \$500.00.

Article VI.

The nature of the business of this Corporation and the objects and purposes to be transacted, promoted or carried on by it are as follows:

- (a). To sell at wholesale and/or retail automotive merchandise and supplies and related products of all kinds and any and all other merchandise and products as the Board of Directors shall determine.
- (b). To conduct a general agency business, to employ, engage, hire and to appoint corporations, firms and individuals in any and all parts of the world; to act as the agents and/or sub-agents for this company in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
- (c). To purchase, or otherwise acquire, and to construct, own, lease, manage, improve, operate and maintain stores, departments, warehouses, buildings, lands, delivery and transportation facilities of all kinds, which may be, or which this corporation may deem advantageous or useful to the attainment or furtherance of any of its objects, and to sell the same, or otherwise dispose thereof.
- (d). To organize, or cause to be organized, under the laws of the State of Washington, or any other

state, district, territory, province, or government, a corporation, or corporations, for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind-up, liquidate, merge or consolidate any such corporation, or corporations, or to cause the same to be dissolved, wound-up, liquidated, merged or consolidated.

- (e). To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government, colony, or dependency thereof, and, without limit as to the amount to borrow monies from any person, firm, association or corporation, and to draw, make, accept, endorse, discount, execute and issue promissory notes, negotiable, or transferable instruments, and evidences of indebtedness--whether secured by mortgage or otherwise--as well as to secure the same by mortgage or otherwise.
- (f). To have one or more offices within as well as without the State of Washington, and, in addition to the business, objects and purposes herein set forth, to do anything necessary, suitable, useful, expedient or convenient for the carrying on of any of the said businesses, or for the accomplishment of any object or purpose, or other exercise of any power herein set forth, or which at any time shall

appear to be beneficial to the Corporation in connection therewith; and to do any and all of the things herein set forth, either alone or jointly with others, and, either as principal for its own account, or as the agent or trustee for others, and to the same extent as a natural person might or could do in the State of Washington, or elsewhere.

- (g). To acquire the good will, rights and property, and to undertake the whole, or any part, of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, or in the stock of this Company; to hold, or in any manner, dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; and to exercise all powers necessary or convenient in and about the conduct and management of such business; and to conduct said business under the name of this corporation, or under any other assumed name.

Article VII.

The names and the post office addresses of the First Directors of this Corporation and their terms of office are as follows:

Samuel Stroum
9826 SE 42nd Place,
Mercer Island, Washington
Term Expires: 4-30-68

Merle D. Cohn
1624 Washington Building
Seattle, Washington
Term Expires: 4-30-68

and as may be permitted by law. All or any of the said capital stock may be issued by the Corporation from time to time for such consideration as labor, services, money or other property as may be fixed by the Board of Directors or may be authorized by law.

Article X.

The number of Directors of this Corporation shall be fixed and may be altered from time to time as may be provided for in the By-Laws. Until changed to the contrary, the number of Directors shall be 5.

Article XI.

The Board of Directors shall have the authority to make and alter the By-Laws of this Corporation as may be necessary or desired.

Article XII.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the Stockholders herein are granted subject to this reservation.

We, the undersigned, being each of the Incorporators herein named for the purpose of forming a corporation to do business-- both within and without the State of Washington--and in pursuance of the general corporation laws of the State of Washington, being Chapter 185 of the 1933 Session Laws of the State of Washington and the Acts amendatory thereof and supplemental thereto, do

Althea Stroum
9826 SE 42nd Place
Mercer Island, Washington
Term Expires: 4-30-68

Stuart M. Sloan
1810 - 10th West
Seattle, Washington
Term Expires: 4-30-68

Erna Jorgensen
5636 Beach Drive, SW
Seattle, Washington
Term Expires: 4-30-68

Article VIII.

The names and the post office addresses of each of the Incorporators and the number of shares subscribed by each--all of which shall be par value, common stock--are as follows:

Samuel Stroum
9826 SE 42nd Place
Mercer Island, Washington
Shares: 800

Merle D. Cohn
1624 Washington Building
Seattle, Washington
Shares: 1

Stuart M. Sloan
1810 - 10th West
Seattle, Washington
Shares: 1

Article IX.

The private property of the Stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, and no assessments or calls shall be made upon fully paid capital stock. The capital stock of the Corporation may be increased or decreased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors

hereunto set our hands this 13th day of April, 1967.

Samuel L. Stroum

Stuart M. Sloan

Merle D. Cohn

STATE OF WASHINGTON)

SS.

County of King

The undersigned, being a Notary Public in and for the State of Washington, hereby certifies:

That on the 13th day of April, 1967, personally appeared before me Samuel Stroum, Stuart M. Sloan and Merle D. Cohn, to me known to be the parties to the foregoing Certificate of Incorporation, and severally acknowledged and declared the said Certificate was the act and deed of the signers, respectively, and also that the facts therein stated are truly set forth.

Given Under My Hand And Official Seal the day and year in
this Certificate first above written.

Notary Public in and for the

State of Washington residing

at Seattle



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of Articles of Merger of ALMAC/STROUM AUTOMOTIVE CORPORATION, a Washington corporation, and SCHUCK'S AUTO SUPPLY, INC., a Washington corporation, changing the name to SCHUCK'S AUTO SUPPLY, INC., as received and filed in this office on January 28, 1977.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 14, 1977

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

D-209392

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of S & J DISTRIBUTORS, INC.
a domestic corporation of Seattle, Washington,
(Changing name to ALMAC/STROUM AUTOMOTIVE CORPORATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Cohn and Koch
1624 Washington Bldg.
Seattle, Washington

Filing and recording fee ... \$ 10.00

License to June 30, 19... \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1207

Page 445-447

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 14, 1970

A. LUDLOW KRAMER
SECRETARY OF STATE

AS TO FORM AND FILED

DEC 14 1970

Articles Of Amendment
To The
Articles Of Incorporation
Of
S & J Distributors, Inc.

A. LUDLOW KRAMER
SECRETARY OF STATE
BY _____
CORPORATION SECRETARY

Know All Men By These Presents: That pursuant to unanimous vote of the Shareholders of 1000 Common Voting Shares, being all of the Voting Shares, at a meeting regularly called and held on the 4th day of December, 1970, at the offices of the company in Seattle, Washington, the Articles of Incorporation of said corporation were amended in the following manner.

"Article I. The name of this corporation is:

"Almac/Stroum Automotive Corporation".

In Witness Whereof, the said corporation has caused these Articles of Amendment to be executed in triplicate by its duly authorized officers this 7th day of December, 1970.

S & J Distributors, Inc.

By: Samuel Stroum
President
Merle D. Cohn
Secretary

(Seal of Corporation)

State of Washington)
County of King) ss.

On this 7th day of December, 1970 personally appeared before me Samuel Stroum and Merle D. Cohn, to me known to be the President and Secretary respectively of S & J

1 Distributors, Inc., the corporation that executed the within
2 and foregoing Articles of Amendment to the Articles of Incor-
3 poration, and acknowledged the said Amendment to be the volun-
4 tary act and deed of said corporation, for the uses and
5 purposes therein mentioned, and, on oath, stated that they
6 were authorized to execute the said instrument, and that the
7 Seal affixed is the Corporate Seal of said corporation.

8
9 In Witness Whereof, I have hereunto set my hand and
10 affixed my official Seal the day and year in this Certificate
11 first above written.

12
13 Mae L. Holman
14 Notary Public in and for the
15 State of Washington residing
16 at Seattle

17 (Seal of Notary)
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D-264012

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of ALMAC/STROUM AUTOMOTIVE CORPORATION
a domestic corporation of Tukwila, Washington,
(Merging with and into itself **SCHUCK'S AUTO SUPPLY, INC.** and changing name to
SCHUCK'S AUTO SUPPLY, INC.)

was filed for record in this office at 8:00 o'clock a. m., on this date, and

I further certify that such Articles remain on file in this office.

Filed at request of
Cohn and Koch, Attorneys At Law
1624 Washington Bldg.
Seattle, WA 98101

Attn: Merle D. Cohn

Filing and recording fee ... \$

License to June 30, 1977 ... \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1375

Page 061-067

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
January 28, 1977

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

JAN 28 1977

SECRETARY OF STATE
STATE OF WASHINGTONArticles of Merger
of
Subsidiary Corporation

The undersigned corporation, hereinafter designated the surviving corporation, pursuant to the Revised Code of Washington, 23A.20.050, hereby executed in triplicate the following Articles of Merger of Schuck's Auto Supply, Inc., a subsidiary corporation of the surviving corporation:

1. The Plan of Merger of said subsidiary corporation is as set forth in the attached "Plan of Merger".

2. The number of outstanding shares of common stock of the subsidiary corporation, which is the only class of shares authorized and outstanding, is 31,704 shares; and the surviving corporation owns 31,704 of said shares.

3. A copy of the Plan of Merger was mailed to the shareholder of the subsidiary corporation on January 27, 1977. The Plan of Merger was approved by the Shareholders of the surviving corporation at a special meeting of said shareholders on January 27, 1977. The total outstanding shares of the surviving corporation is 1,000 shares and all of said 1,000 shares voted in favor of said Plan of Merger.

4. The surviving corporation, which is the sole shareholder of the subsidiary corporation, does hereby waive the thirty (30) day waiting period and consents to immediate delivery of these Articles of Merger to the Secretary of State of the State of Washington and the immediate filing thereof.

Dated this 27th day of January, 1977.

Almac/Stroum Automotive Corporation

By Stuart M. Sloan
Stuart M. Sloan, PresidentCynthia Stroum
Cynthia Stroum, Secretary

Articles of Merger - 1
of Subsidiary Corp.

062

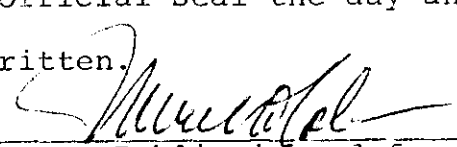
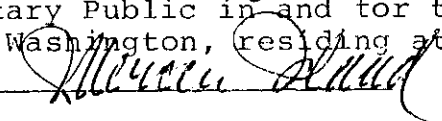
LAW OFFICES
COHN AND KOCH
1624 WASHINGTON BUILDING
SEATTLE, WASHINGTON 98101
624-6131

1 STATE OF WASHINGTON)
2 : ss.
3 COUNTY OF K I N G)

4 The undersigned, being a Notary Public in and for the State
5 of Washington, hereby certifies:

6 That on the 27th day of January, 1977, personally
7 appeared before me, Stuart M. Sloan and Cynthia Stroum, duly known
8 to be the President and Secretary, respectively, of Almac/Stroum
9 Automotive Corporation, that executed the foregoing Articles of
10 Merger, and severally acknowledged and declared that the said
11 Articles of Merger were the act and deed of the signer, and that
12 they were authorized to so sign for and on behalf of said corpora-
13 tion, signing these Articles of Merger, and also that the facts
14 therein stated are truly set forth.

15 Given under my Hand and Official Seal the day and year in
16 this certificate first above written.

17 
18 Notary Public in and for the State
19 of Washington, residing at
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Articles of Merger - 2
of Subsidiary Corp.

063

LAW OFFICES
COHN AND KOCH
1624 WASHINGTON BUILDING
SEATTLE, WASHINGTON 98101
624-6131

Plan of Merger

1
2 This Plan of Merger dated this 27th day of January, 1977, by
3 and between Almac/Stroum Automotive Corporation, a Washington
4 corporation, hereinafter referred to as "the surviving corporation"
5 and Schuck's Auto Supply, Inc., a Washington corporation, a wholly
6 owned subsidiary of the surviving corporation, hereinafter referred
7 to as "the subsidiary corporation":

8 WHEREAS, the surviving corporation is a corporation organized
9 and existing under and by virtue of the laws of the State of
10 Washington and is the owner of 100% of the outstanding shares of
11 the subsidiary corporation; and

12 WHEREAS, the subsidiary corporation is organized and existing
13 under and by virtue of the laws of the State of Washington and has
14 31,704 shares of common stock (the only class of authorized stock)
15 issued and outstanding; and

16 WHEREAS, the Board of Directors of the surviving corporation
17 and of the subsidiary corporation, the parties hereto, deem it
18 desirable and in the best interests of the corporations and their
19 shareholders that the subsidiary corporation be merged into the
20 surviving corporation;

21 NOW, THEREFORE, in consideration of the premises and mutual
22 promises and covenants, and subject to the conditions herein set
23 forth, the parties hereto agree as follows:

24 1. Schuck's Auto Supply, Inc., the subsidiary corporation,
25 shall be merged into Almac/Stroum Automotive Corporation, the sur-
26 viving corporation, which shall survive the merger, pursuant to
27 the provisions of Revised Code of Washington 23A.20.050. Upon
28 such merger, the separate corporate existence of the subsidiary
29 corporation shall cease and the surviving corporation shall become
30 the owner, without other transfer, of all of the rights and property
31

Plan of Merger - 1

1 of the subsidiary corporation, and the surviving corporation shall
2 become subject to all of the debts and liabilities of the subsi-
3 diary corporation in the same manner as if the surviving corpora-
4 tion had itself incurred them.

5 2. The name of the surviving corporation shall be changed to
6 "Schuck's Auto Supply, Inc."

7 The purposes, county where the principal office for the transaction
8 of business shall be located, the county where the registered
9 office shall be located, the number of Directors and the capital
10 stock of the surviving corporation shall be as appears in the
11 Articles of Incorporation of the surviving corporation as amended
12 and as hereinafter set forth.

13 3. The Articles of Incorporation of the surviving corpora-
14 tion, as amended, shall on the effective date of the merger be
15 further amended so that Article I thereof shall read as follows:

16 "The name of this Corporation is
17 Schuck's Auto Supply, Inc."

18 4. The By-Laws of the surviving corporation, as in effect
19 on the effective date, shall be the By-Laws of the surviving
20 corporation until the same shall be altered, amended or repealed,
21 or until new By-Laws are adopted as provided therein.

22 5. The method of converting the shares of the subsidiary
23 corporation into the shares of the surviving corporation shall be
24 as follows:

25 All of the shares of the subsidiary corporation shall
26 be cancelled.

27 6. This Merger Plan shall be submitted to the Shareholders
28 of the surviving corporation for their approval at a meeting to be
29 held on the 27th day of January, 1977, or at such other time as the
30 Boards of Directors of said corporation shall agree. After approval
31 by the vote of the holders of not less than 2/3 of the issued and
outstanding shares of the surviving corporation entitled to vote

1 thereon, Articles of Merger shall be filed as required by the laws
2 of the State of Washington, the merger being effective when the
3 Articles of Merger are filed with the office of the Secretary of
4 State of the State of Washington and said Secretary of State issues
5 his Certificate of Merger hereto, or at the close of business on
6 January 31, 1977, whichever date is later.

7 7. The Directors of any of the corporations involved in
8 this merger, may, in their discretion, abandon this merger without
9 further action or approval by the Shareholders of the corporation
10 at any time before the merger has been completed.

11 IN WITNESS WHEREOF, the parties hereto have caused this Plan
12 of Merger to be executed by their respective officers thereunto
13 duly authorized and have caused their respective Corporate Seals to
14 be impressed hereon on this 27th day of January, 1977.

15
16 Almac/Stroum Automotive Corporation

17 By Stuart M. Sloan

18 Arthur Stroum

19 (the surviving corporation)

20
21 Schuck's Auto Supply, Inc.

22 By Stuart M. Sloan


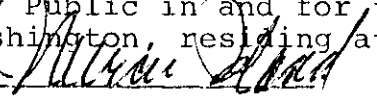
23 Cyril H. Sloan

24 (the subsidiary corporation)

1 STATE OF WASHINGTON)
2 : SS.
3 COUNTY OF K I N G)

4 On this 27th day of January, 1977, personally appeared
5 before me, Stuart M. Sloan and Cynthia Stroum, to me known to
6 be the President and Secretary respectively of Almac/Stroum
7 Automotive Corporation, (the surviving corporation), that
8 executed the foregoing Plan of Merger, and acknowledged the said
instrument to be the free and voluntary act and deed of said
corporation, for the uses and purposes therein mentioned, and on
oath stated that they were authorized to execute the said
instrument, and that the Seal affixed is the Corporate Seal of
said corporation.

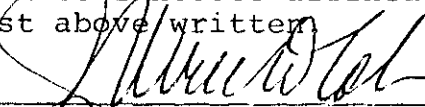
9 Witness my hand and official seal hereto affixed the day and
10 year in this certificate first above written.

11 
12 Notary Public in and for the State
13 of Washington, residing at
14 

15 STATE OF WASHINGTON)
16 : SS.
17 COUNTY OF K I N G)

18 On this 27th day of January, 1977, personally appeared
19 before me, Stuart M. Sloan and Cynthia Stroum, to me known to
20 be the President and Secretary respectively of Schuck's Auto
21 Supply, Inc., (the subsidiary corporation), that executed the
foregoing Plan of Merger, and acknowledged the said instrument
to be the free and voluntary act and deed of said corporation,
for the uses and purposes therein mentioned, and on oath stated
that they were authorized to execute said instrument, and
that the Seals affixed are the Corporate Seals of said
corporation.

22 Witness my hand and official seal hereto affixed the day
23 and year in this certificate first above written.

24 
25 Notary Public in and for the State
26 of Washington, residing at
27 