

32254

# State of Idaho

## Department of State

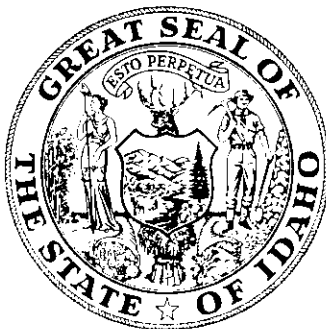
### CERTIFICATE OF AMENDMENT OF

SHAW AUTO PARTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SHAW AUTO PARTS, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

April 1, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley Dennis*

ARTICLES OF AMENDMENT OF SHAW AUTO PARTS, INC.

KNOW ALL MEN BY THESE PRESENTS

RECEIVED  
SEC. OF STATE

That a special meeting of the shareholders of SHAW AUTO PARTS, INC. was held at 2043 East Center, Pocatello, Idaho, on the 31st day of January, 1994, at the hour of 10:00 o'clock a.m., pursuant to an acknowledgement of receipt of a 10-day written notice of the fact that the corporate Board of Directors had adopted a resolution to amend the Articles of Incorporation and that said resolution was to be presented to the shareholders for their approval. All of the shareholders and proxy holders of the corporation were present at that meeting. Thereupon, the resolution to amend the Articles of Incorporation of SHAW AUTO PARTS, INC., previously adopted by the Board of Directors was, by motion made, seconded and unanimously approved and adopted by all of the shareholders, to wit.

V.

That the number of Directors of the corporation shall be not less than one (1) nor more than five (5). The Directors shall also have the power, without the assent or vote of the stockholders, to make or alter By-Laws of the corporation; to fix the times for payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all of the property of the corporation, or any part thereof; and to fix the salary and compensation for services to be paid to all officers and employees of the corporation, and to have all other powers as conferred upon a Board of Directors by the laws of the State of Idaho.

IT WAS FURTHER RESOLVED That the corporation restate its Articles of Incorporation.


The Restated Articles of Incorporation of SHAW AUTO PARTS, INC. is appended hereto.

DOUG SECY, CLERK OF STATE  
19940401 0900 58287 2  
CK #: 5850 CUST# 10431  
CORP 1@ 30.00= 30.00

We, the below signed, certify that all tallies are true and correct and that all actions by the Directors and shareholders are as set forth herein.

  
LARRY SHAW  
President

APPROVED:

  
LOUISE SHAW  
Secretary

STATE OF IDAHO                    )  
  ss  
County of Bannock                )

LARRY SHAW and LOUISE SHAW, after being first separately sworn upon oath depose and say:

That on the 31st day of January, 1994, at the hour of 10:00 o'clock a.m. of said day a meeting of the shareholders of SHAW AUTO PARTS, INC., was held at 2043 E. Center, Pocatello, Idaho; that Larry Shaw is the President of said corporation and acted as chairman of said meeting and that Louise Shaw is the secretary of said corporation and acted as secretary at said meeting.

That each has read the above and foregoing Articles of Amendment setting forth the proceedings at said meeting. The action taken at such meeting, the facts as to calling of the meeting, for adoption of amendment, the Restatement of the Articles of Incorporation, and all proceedings and facts therein stated are true as they verily believe.

DATED This 31st day of January, 1994.

Larry R Shaw  
LARRY SHAW

Louise Shaw  
LOUISE SHAW

SUBSCRIBED AND SWORN to before me this 31st day of January, 1994.

Arthur W. Swain  
NOTARY PUBLIC for Idaho  
Residing at: Acuteville  
Commission Expires: 16-Nov-1994

(SEAL)

RESTATED ARTICLES OF INCORPORATION

OF

SHAW AUTO PARTS, INC. 94 APR 1 AM 8 32

RECEIVED  
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the State of Idaho, and over the age of twenty-one years, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I.

That the name of said corporation shall be SHAW AUTO PARTS, INC.

II.

That the purposes for which this corporation is formed are:

A. To engage in the business, both retail and wholesale, of the buying and selling of automobiles, trucks and all other kinds and types of motor vehicles and the component parts thereof; to engage generally in the salvage business of all types and kinds of property; to own, manage, operate, lease and sell buildings, dwellings and other types and kinds of real property; to engage in the general business of dealing with all types and kinds of personal property and the general merchandising, both wholesale and retail, of all types and kinds of personal property.

B. To own, sell or trade-in, both wholesale and retail, all types and kinds of machinery and equipment; to own and operate a wrecking service and general towing service.

IDAHO SECRETARY OF STATE  
19940401 0900 68287 3  
CK #: 5850 CUST# 10431  
CORP 1@ 30.00= 30.00

# : C

C. To act as broker, agent or representative for persons or corporations engaged in buying, selling, exchanging or transferring of all types and kinds of personal property.

D. To have the powers and do those acts, things and deeds as set forth in Section 30-114, of the Idaho Code, and any and all amendments thereto.

E. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, it being the express intent that the corporation shall be able to do all acts and things necessary and proper in the conducting and carrying on of an automobile salvage business, the dealing in parts of all types of motor vehicles and engaging in the general garage business, and the owning and leasing and renting, selling, trading or exchanging of real property.

### III.

That the location and post office address of the registered office of the corporation in Pocatello, Bannock County, Idaho.

### IV.

That the capital stock of the corporation shall be ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00), and shall be divided into FIFTEEN HUNDRED shares of common stock at the par value of ONE HUNDRED DOLLARS (\$100.00) per share. The commonstock of the corporation shall be entitled to one vote for each share issued and fully paid in the affairs and proceedings of the corporation.

V.

That the number of Directors of the corporation shall be not less than one (1) nor more than five (5). The Directors shall also have the power, without the assent or vote of the stockholders, to make or alter By-Laws of the corporation; to fix the times for payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all of the property of the corporation, or any part thereof; and to fix the salary and compensation for services to be paid to all officers and employees of the corporation, and to have all other powers as conferred upon a Board of Directors by the laws of the State of Idaho.

VI.

That the name and post office address of each of the incorporators and the number of shares of stock subscribed by each, are as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares Subscribed</u>
ROBERT E. SHAW	146 South 16th Pocatello, Idaho	1
HAZEL V. SHAW	146 South 16th Pocatello, Idaho	1
ROBERT L. SHAW	14 Harvard Pocatello, Idaho	1

VII.

That the term for which said corporation is organized is PERPETUAL.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 25th day of November, 1960.

s/Robert E. Shaw

s/Hazel V. Shaw

s/Robert L. Shaw

STATE OF IDAHO            )  
  ss  
County of Bannock        )

On this 25th day of November, 1960, before the undersigned authority, personally appeared ROBERT E. SHAW, HAZEL V. SHAW, and ROBERT L. SHAW, known to me to be the persons whose names are subscribed to the within instrument, each and all known to me to be bona fide residents of the State of Idaho, and acknowledged to me that they, and each of them, executed the same.

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

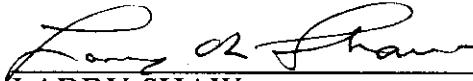
s/Milton E. Jensen  
NOTARY PUBLIC for Idaho  
(SEAL)Residing at: Pocatello



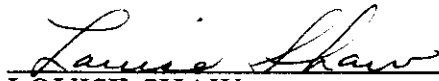
RESTATEMENT AFFIRMATION

Except for changes in Article V, wrought by Articles of Amendment of January 31, 1994, the restated Articles of Incorporation correctly set forth without change the corresponding provisions of the original Articles of Incorporation of SHAW AUTO PARTS, INC., and these Restated Articles of Incorporation supersede the original Articles of Incorporation.

DATED This 31st day of January, 1994.

  
\_\_\_\_\_  
LARRY SHAW  
Director

Attest

  
\_\_\_\_\_  
LOUISE SHAW

STATE OF IDAHO            )  
  ss  
County of Bannock        )

On this 31 day of January, 1994, before the undersigned authority, personally appeared LARRY SHAW and LOUISE SHAW, known to me to be the persons whose names are subscribed to the within instrument, each and all known to me to be bona fide residents of the State of Idaho, and acknowledged to me that they, and each of them, executed the same.

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

(SEAL)

Archie W. Serris  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot  
Commission Expires: 16-Nov-1995