



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

VISTA AUTO PARTS, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day
of **February** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **127** 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 **13th** day of **February**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

VISTA AUTO PARTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I

The name of this corporation shall be:

VISTA AUTO PARTS, INC.

II

The purposes of the corporation are:

1. To engage in the retail and wholesale sales of auto parts and accessories. To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, 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; to manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose of any or all of the following: motors, engines, or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools,

parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use or enjoyment of any of the above.

2. To acquire, lease, or otherwise to own, hold, possess, enjoy, and to sell, lease, rent, encumber, mortgage, pledge and otherwise dispose of any and all classes of property, whether real, personal or mixed;

3. To borrow money to carry on the business of the corporation or for general corporate purposes, and to issue bonds, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage on the whole or any part of the property of the corporation;

4. To organize, incorporate, or create, and to enter into contracts and agreements with subsidiary or affiliated corporations of any type or nature;

5. To make, perform and carry out any and all contracts necessary, requisite or advantageous with respect to all business operations of the corporation;

6. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainments of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying out the general business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with the general business, or any part or parts thereof;

7. No stock in this corporation shall be sold without the unanimous consent of all of the stockholders of this corporation.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

III

The term of existence of this corporation shall perpetual.

IV

The registered office of this corporation in the State of Idaho, shall be located in Ada County, 2510 Overland Avenue, Boise. State of Idaho, and the post office address of such registered office shall be 2510 Overland Avenue, Boise, Idaho.

V

The amount of the total authorized stock of the corporation shall be divided into two hundred fifty (250) shares which shall be common, stock, and which shall have a par value of ^{One Hundred} ~~75~~ dollars ~~(\$100.00)~~ per share. ~~The aggregate par value of the total authorized number of par value shares of stock is \$25,000.00~~
The shares of stock shall all be common, and such shares shall be non-assessable and shall have equal voting rights and other powers.

VI

The Board of Directors of this corporation shall consist of three members, and all of the powers of this corporation are hereby conferred upon such directors insofar as such powers may be lawfully vested in and exercised by such a board.

VII

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred, subject to this reservation.

VIII

The amount of capital stock actually subscribed is three (3) shares, which have been subscribed at their par value, and the following are the names and places of residence of each of the incorporators who have subscribed to said stock:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
William B. Wylie	Route 2, Meridian, Idaho	1
Clifford Wylie	3500 Windsor Drive Boise, Idaho	1
Robert H. Rotert	630 Beach Street Boise, Idaho	1

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 10th day of February, 1964.

William B. Wylie
William B. Wylie

Clifford Wylie

Robert H. Rotert
Robert H. Rotert

STATE OF IDAHO)
) ss
County of Ada)

On this 10th day of February, 1964, before me, a Notary Public in and for said State, personally appeared William B. Wylie, Clifford Wylie and Robert H. Rotert, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public for Idaho