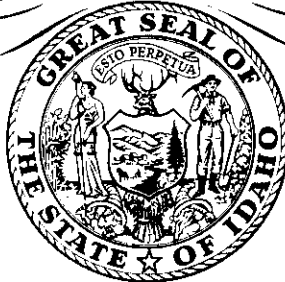


State of Idaho



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

NORDLING PARTS CO. OF NAMPA

was filed in the office of the Secretary of State on the **Fifth** day of **July**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **112** 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 **Nampa**, in the County of **Canyon**.

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 **5th** day of **July**, A.D., 19 **60**

Secretary of State.

ARTICLES OF INCORPORATION
OF
NORDLING PARTS CO. OF NAMPA

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE DO HEREBY CERTIFY:

FIRST

That the name of this corporation is, and shall be, NORDLING PARTS CO. OF NAMPA.

SECOND

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate, carry on, and deal in the sale of automotive and industrial parts, accessories, supplies and equipment of every kind, and general merchandise and supply businesses, or any one or more thereof, separately or together, and any and all other mercantile, merchandise or supply business of any kind or character whatsoever, at retail and at wholesale, and to manufacture, process, acquire, own, buy, sell, dispose of, hypothecate, mortgage, handle, trade and deal in or with any and all articles, goods, wares, merchandise and property of every kind, class, character and description whatsoever, and to do both a wholesale and retail business therein;

(b) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage, and otherwise, and in every way, deal in or with, buildings, stores, warehouses, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable or incident to such or any of such businesses, or for any other purpose whatsoever;

(c) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or corporate;

(d) To buy, redeem, or otherwise acquire, own, hold, sell, reissue, or cancel, any shares of its own capital stock when permitted by law; provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(e) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same, or any thereof, by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations;

(f) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interests of

the corporation or to enhance the valuation of its property;

(g) To have, exercise and enjoy all the powers or privileges now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, or carrying into effect any and all of the aforesaid objects and purposes;

(h) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory, or colony of the United States, the District of Columbia, or any foreign country, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in company with others, and at its option to have one or more offices or places of business outside the State of Idaho, or such offices or places of business as it desires in said State, in addition to its registered and principal place of business;

(i) All the foregoing provisions of this Article Second are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specified objects and powers shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of the State of Idaho now or hereafter existing may not at the time lawfully carry on or do. It is the intention that the purposes, objects and

powers specified in each of the paragraphs of this Article Second of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article contained, or in any other provision of these Articles of Incorporation.

THIRD

That the location and postoffice address of the registered office of this corporation in the State of Idaho is, and shall be, Nampa, Canyon County, Idaho, but the corporation may maintain offices in such towns, cities, and places outside of the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-laws of said corporation.

FOURTH

That the duration of this corporation is to be perpetual from and after the date of this incorporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be Seven Hundred Fifty (750) shares, each of the par value of One Hundred Dollars (\$100.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. \$</u>	<u>Amount</u>
Charles D. Olson	Boise, Idaho	1	\$100.00
Eugene W. Olson	Boise, Idaho	1	\$100.00
Edwin E. Reser	Missoula, Montana	1	\$100.00

SEVENTH

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) n or more than eleven (11).

EIGHTH

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the shareholders, to be exercised by such vote of the allotted shares, not less, however, than a majority thereof as may be fixed by the By-laws.

NINTH

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 5th day of July, 1960.

Eugene W. Olson
Edwin E. Reser
Charles D. Olson

STATE OF IDAHO,)
 : SS.
COUNTY OF ADA.)

On this 5th day of July, in the year 1900, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES D. OLSON, EUGENE W. OLSON and EDWIN E. RESER, known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Edw. E. Reser
Notary Public for Idaho,
Residing at Boise, Idaho.