



DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, Walter H. Toberman, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of

CERTIFICATE OF AMENDMENT

AND AMENDMENT

OF

WESTERN AUTO SUPPLY COMPANY

(Filed March 16, 1955)

as the same appears on file and of record in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 28th day of March A. D., Nineteen Hundred and Fifty-five.

Walter H. Toberman
Will Davis

SECRETARY OF STATE

CHIEF CLERK



STATE OF MISSOURI
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that _____

WESTERN AUTO SUPPLY COMPANY

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of

State its Certificate of Amendment (1) increasing the authorized capital stock

From: 1,335,000 shares of common stock, @ \$10.00 par value

To: 100,000 shares preferred stock, @ \$100.00 par value

2,500,000 shares of common stock, @ \$10.00 par value;

(2) extending the corporate duration to a perpetual term,

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of

(SEAL)

Jefferson, this 16th day of March, A. D. 1955.

Walter H. Toberman

Secretary of State.

Will Davis

Chief Clerk.

WESTERN AUTO SUPPLY COMPANY

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

March 16, 1955

WESTERN AUTO SUPPLY COMPANY

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

Pursuant to the provisions of The General and Business Corporation Law of Missouri, as amended, Western Auto Supply Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Corporation"), for the purpose of amending its Articles of Incorporation, does hereby certify as follows:

(a) The name of the Corporation is:

WESTERN AUTO SUPPLY COMPANY.

(b)(1) The following amendment was duly adopted by resolution of the Board of Directors and was submitted to a vote at the annual meeting of stockholders of the Corporation held on March 15, 1955 adjourned to March 16, 1955 pursuant to notice given in accordance with law and the By-Laws of the Corporation to each stockholder of record entitled to vote at such meeting, and was adopted by the affirmative vote of at least seventy-five percent of the outstanding shares of Common Stock (the only class of stock outstanding), being also the affirmative vote of a majority of the outstanding shares entitled to vote at such annual meeting:

RESOLVED that the Articles of Incorporation of the Corporation, as heretofore amended, be further amended so as to increase the aggregate number of shares which the Corporation has authority to issue by creating 100,000 shares of Preferred Stock of the par value of \$100 per share, and so as to include the following statement of certain of the preferences, qualifications, limitations, restrictions, and the special or relative rights of the shares, and the following grant of authority to the Board of Directors of the Corporation to fix by resolution the remainder thereof:

(1) The Preferred Stock is senior to the Common Stock; and the Common Stock ranks as to dividends and assets junior to and is subject to all the preferences, priorities, rights and powers of the Preferred Stock as hereinafter set forth.

(2) The Board of Directors is hereby expressly authorized to cause the Preferred Stock to be issued from time to time in one or more series, to be established by the Board of Directors, in any manner permitted by law and, as to the shares of each particular series, to fix by resolution adopted prior to the issue of such shares:

(a) the number of shares of such series and the distinctive serial designation thereof,

(b) the dividend rate payable on such shares, and the date from which dividends on such shares issued prior to the date for payment of the first dividend thereon shall be cumulative,

(c) the price or prices payable upon and the terms of redemption of such shares,

(d) the amounts payable on such shares upon dissolution or liquidation,

(e) the terms and amounts of the sinking fund, if any, for the purchase or redemption of such shares,

(f) the terms and conditions, if any, under which such shares may be converted, if convertible; and

(g) any other characteristics of, and any restrictive or other provisions relating to, such shares not inconsistent with the provisions of the Articles of Incorporation of the Corporation, as amended, as the Board of Directors may by law be permitted to fix.

The shares of any series may vary from those of any or all other series in respect of the foregoing particulars so fixed by the Board of Directors and, except as so varied by the Board of Directors, all of the shares of Preferred Stock, regardless of series, shall in all respects be equal and shall have the preferences, qualifications, limitations, restrictions and rights fixed hereby. All shares of each series shall be alike in every particular (except as to the dates from which dividends shall be cumulative and commence to accrue).

(3) The Preferred Stock of each series shall be entitled to receive, and the Corporation shall be bound to pay thereon, cash dividends at the rate which shall be fixed for such series by the

Board of Directors as authorized in paragraph (2) hereof, and no more, payable quarterly on the first days of March, June, September and December in each year, when and as declared by the Board of Directors, out of any funds of the Corporation at the time legally available for the payment of dividends. Such dividends shall be cumulative so that in case dividends at the rate fixed as aforesaid shall not have been fully paid or declared and set apart for payment, the amount of the deficiency (without interest) shall be fully paid, or dividends in such amount declared and set apart for payment, before any distribution shall be made, by way of dividend or otherwise, upon any class of stock ranking as to dividends or assets junior to the Preferred Stock. Such dividends shall be deemed to accrue from day to day, regardless of whether or not earned or declared, and shall be cumulative and commence to accrue on each share of Preferred Stock

(a) from such date, if any, as may be fixed by the Board of Directors as authorized in paragraph (2) hereof prior to the issue thereof; or

(b) if no such date is fixed and if such share shall be issued in the period following a dividend record date fixed for the series of which it is a part and up to and including the dividend payment date for which such record was taken, then from such last mentioned date; or

(c) otherwise from the dividend payment date next preceding the date of issue of such share, or if such share shall be issued on a dividend payment date, from such last mentioned date.

The Corporation in making any dividend payment upon the Preferred Stock shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of the dividends accrued thereon to the date of such dividend payment.

In no event, so long as any Preferred Stock shall remain outstanding, shall any dividend whatsoever (other than a dividend payable solely in shares of stock ranking as to dividends and assets junior to the Preferred Stock) be declared upon, nor shall any distribution (by purchase, redemption, payment to any sinking fund, or other-

wise) be made upon any class of stock ranking as to dividends or assets junior to the Preferred Stock, unless

(a) all dividends on the Preferred Stock of all series for all past quarterly dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current quarterly dividend period shall have been paid or declared and set apart for payment; and

(b) the Corporation shall have set aside all amounts, if any, theretofore required to be set aside as and for sinking funds, if any, for the Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirement in respect of previous years shall have been made good.

In no event, so long as any shares of the initial series of Preferred Stock issued shall remain outstanding, shall any dividend whatsoever (other than a dividend payable solely in shares of stock ranking as to dividends and assets junior to the Preferred Stock) be declared upon, nor shall any distribution (by purchase, redemption, payment to any sinking fund, or otherwise) be made upon any class of stock ranking as to dividends or assets junior to the Preferred Stock, unless, as of a date not earlier than the end of the second month next preceding the month in which such declaration or distribution shall be made (but after giving effect to such dividend or such distribution), the aggregate of (i) all such dividends paid or declared and all such distributions made subsequent to December 31, 1954 and (ii) all dividends paid or declared (other than a dividend payable solely in shares of stock ranking as to dividends and assets junior to the Preferred Stock) and distributions made on the Preferred Stock of all series subsequent to December 31, 1954 shall not exceed an amount computed by adding to \$2,500,000, the aggregate net proceeds derived by the Corporation subsequent to December 31, 1954 from the sale of shares of stock of the Corporation ranking as to dividends and assets junior to the Preferred Stock, and by adding thereto or deducting therefrom the consolidated net earnings or consolidated net losses of the Corporation and its subsidiaries subsequent to December 31, 1954.

In no event, so long as any shares of any series of Preferred Stock issued subsequent to the initial series thereof shall remain outstanding, shall any dividend whatsoever (other than a dividend payable solely in shares of stock ranking as to dividends and assets junior to the Preferred Stock) be declared upon, nor shall any distribution (by purchase, redemption, payment to any sinking fund, or otherwise) be made upon any class of stock ranking as to dividends or assets junior to the Preferred Stock, unless, as of a date not earlier than the end of the second month next preceding the month in which such declaration or distribution shall be made (but after giving effect to such dividend or such distribution), the aggregate of (i) all such dividends paid or declared and all such distributions made subsequent to the Serial Date as herein defined in respect of such series and (ii) all dividends paid or declared (other than a dividend payable solely in shares of stock ranking as to dividends and assets junior to the Preferred Stock) and distributions made on the Preferred Stock of all series subsequent to such Serial Date shall not exceed an amount computed by adding to \$2,500,000, the aggregate net proceeds derived by the Corporation subsequent to such Serial Date from the sale of shares of stock of the Corporation ranking as to dividends and assets junior to the Preferred Stock, and by adding thereto or deducting therefrom the consolidated net earnings or consolidated net losses of the Corporation and its subsidiaries subsequent to such Serial Date. Serial Date, as used herein, is defined to mean in respect of such series, December 31 of the year next preceding the year in which shares of that series were first issued.

(4) The Corporation, at its option, expressed by resolution of the Board of Directors, may at any time redeem the whole, or may from time to time redeem any part, of the Preferred Stock, by paying therefor in cash the applicable price fixed therefor by the Board of Directors as authorized in paragraph (2) hereof, such price being hereinafter in this paragraph (4) referred to as the "redemption price." If less than all of the outstanding shares of Preferred Stock are to be called for redemption, redemption may be made of the whole or any part of the outstanding shares of any one or more series, in

the discretion of the Board of Directors, and if less than all outstanding shares of any series are to be redeemed, the shares to be redeemed shall be selected by whichever of the following methods the Board of Directors shall choose: by lot or *pro rata* in such manner as may be prescribed by resolution of the Board of Directors. Notice of the proposed redemption shall be mailed, postage prepaid, at least thirty days prior to the date of redemption set forth in such notice (hereinafter referred to in this paragraph (4) as the "redemption date") to the holders of record of the Preferred Stock to be redeemed, such notice to be addressed to each such holder at his last known post office address as shown on the records of the Corporation, and the time of mailing such notice shall be deemed to be the time of the giving thereof. On or after the redemption date, each holder of Preferred Stock called for redemption shall surrender his certificate(s) for such stock to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been given as aforesaid, and if on or before the redemption date, an amount equal to the aggregate redemption price of the shares to be redeemed shall have been set aside so as to be and continue to be available for the redemption of such shares, then, notwithstanding that the certificate(s) representing any shares of Preferred Stock so called for redemption shall not have been surrendered, the dividends on such shares shall cease to accrue from and after the redemption date, and all rights with respect to the shares so called for redemption shall forthwith cease from and after the redemption date, except only the right of the holders to receive the redemption price without interest upon endorsement, if required, and surrender of the certificate(s) therefor. At any time after giving notice of redemption of all or any part of the Preferred Stock as aforesaid, the Corporation may deposit, as a trust fund for the benefit of the holders of shares called for redemption, an amount in cash sufficient to pay the redemption price of such shares, with any bank or trust company (referred to in this paragraph (4) as the "depository") in the Bor-

ough of Manhattan, City and State of New York, having a capital and surplus aggregating not less than \$5,000,000 and selected by the Board of Directors for that purpose. From and after the making of such deposit, such shares shall not be deemed to be outstanding for any purpose, and the rights of the holders thereof shall be limited to the right to receive payment of the redemption price without interest upon endorsement, if required, and surrender of the certificate(s) therefor, *provided, however*, that no then existing right of conversion, if any, with respect to such shares shall be impaired by such deposit. Any money so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the date of such deposit shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive, from time to time, from the depositary the interest, if any, allowed on such money deposited with it, and the holders of any shares so redeemed shall have no claim to any such interest. Any money so deposited and remaining unclaimed at the end of six years from the redemption date shall be returned to the Corporation, free of trust, upon its request, expressed in a resolution of the Board of Directors, and in the event of the return thereof to the Corporation, such holders of record of the shares so called for redemption as shall not have made claim against such money prior to the return thereof to the Corporation shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so returned to the Corporation, but shall in no event be entitled to any interest.

Subject to the provisions hereof, the Board of Directors shall have authority to prescribe from time to time the manner in which Preferred Stock shall be redeemed.

Nothing herein contained shall limit any legal right of the Corporation to purchase any shares of the Preferred Stock.

Shares of Preferred Stock of any particular series may also be subject to redemption through operation of any sinking fund created therefor at the applicable price and under the terms fixed for such sinking fund by the Board of Directors as authorized in paragraph (2) hereof.

(5) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Preferred Stock of each series shall be entitled, before any distribution is made to any class of stock ranking as to dividends or assets junior to the Preferred Stock, to be paid in cash the full preferential amount or amounts fixed for such series by the Board of Directors as authorized in paragraph (2) hereof, and no more. The remaining net assets, if any, of the Corporation shall be distributed to classes of stock ranking as to dividends or assets junior to the Preferred Stock in accordance with their respective rights and preferences.

In case the net assets of the Corporation are insufficient to permit the payment upon all outstanding shares of Preferred Stock of all series of the full preferential amounts to which they are respectively entitled, then the entire net assets of the Corporation shall be distributed ratably upon all outstanding shares of Preferred Stock in proportion to the full preferential amount to which each such share is entitled as aforesaid.

Neither a consolidation or a merger of the Corporation with or into any other corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (5).

(6) Except as otherwise specifically provided herein or as otherwise expressly required by law, the Preferred Stock shall not have any right to vote for the election of directors or for any other purpose, and said stock shall not be entitled to any notice of any meeting of stockholders;

Provided, however, that if and whenever dividends on the Preferred Stock shall be in arrears and such arrears shall aggregate an amount equal to at least six quarterly dividends thereon, then the number of directors of the Corporation shall thereupon, and until all arrears in dividends on the Preferred Stock shall have been paid in full and the current quarterly dividend thereon for the current quarterly dividend period shall have been declared and set apart for payment, be two more than the number otherwise specified in the Articles of Incorporation.

tion of the Corporation, as amended, and the holders of the Preferred Stock shall be entitled, voting as a class, to elect such two additional directors; and if and whenever all arrears in dividends on the Preferred Stock shall have been paid in full and the current quarterly dividend thereon for the current quarterly dividend period shall have been declared and set apart for payment, then all voting rights given by this proviso shall thereupon be divested from the holders of the Preferred Stock (subject, however, to being, at any time or from time to time, similarly revived and divested), and the number of directors of the Corporation shall again be the number otherwise specified in the Articles of Incorporation of the Corporation, as amended. At any time after the holders of the Preferred Stock shall have thus become entitled to elect two additional members of the Board of Directors of the Corporation, the Secretary of the Corporation may, and upon the written request of holders of record of at least 10% of the Preferred Stock then outstanding addressed to him at the principal office of the Corporation in Missouri shall, call a special meeting of the holders of Preferred Stock for the purpose of electing such two additional directors to be held within forty days after the receipt of such request at said principal office of the Corporation upon the notice provided by law and the By-Laws for the holding of special meetings of stockholders; *provided further, however*, that the Secretary need not call any such special meeting at the request of such holders of Preferred Stock if the annual meeting of stockholders is to convene within ninety days after receipt by the Secretary of such request. If such special meeting shall not be called by the Secretary within twenty days after receipt of such request (not including, however, a request falling within the proviso to the foregoing sentence), then the holders of record of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting at the place and upon the notice above provided, and any person so designated for that purpose shall have access to the stock books of the Corporation for such purpose. At any such special meeting or at any annual meeting at which the holders of Preferred Stock shall be entitled to vote for the election of two additional directors as aforesaid, the holders of a majority of the then outstanding Preferred Stock present in person or by proxy shall be sufficient to constitute a quorum for the election of such two additional directors. The two persons so elected as directors shall serve until the next annual meeting or until their successors shall

be elected and qualified, but if the Preferred Stock shall sooner be divested of such voting right as hereinabove provided, then only until such divestment. The two persons so elected as directors, together with the directors elected by the Common Stock or any other class or classes of stock having voting rights for the election of directors, shall constitute the Board of Directors of the Corporation. Whenever the Preferred Stock shall be divested of such voting right as hereinabove provided, the two additional directors so elected by the Preferred Stock shall thereupon cease to be directors of the Corporation. If and whenever two additional directors of the Corporation have been so elected by the Preferred Stock, or if and whenever two additional directors so elected shall cease to be directors of the Corporation by reason of divestment of such voting rights as hereinabove provided, the Corporation shall file with the Secretary of State of the State of Missouri and file for record in the office of the recorder of deeds of the county or city in which the Corporation's registered office is located, a certificate to that effect executed, acknowledged and sworn to by the President or Vice President and attested by the Secretary or Assistant Secretary of the Corporation who shall affix the corporate seal.

Except as otherwise expressly provided hereinabove in this paragraph (6) and hereinbelow in paragraphs (7) and (8) with respect to the Preferred Stock and except as otherwise may be required by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

Each stockholder entitled to vote at any particular time in accordance with the foregoing provisions of this paragraph (6) and of the provisions of paragraphs (7) and (8) shall have one vote for each share of stock held of record by him and at the time entitled to voting rights. At all elections of directors of the Corporation, each stockholder of each class entitled to vote at such election shall be entitled to as many votes as shall equal the number of his shares of stock of such class entitled to vote thereat, multiplied by the number of directors to be elected by the holders of stock of such class, and he may cast all such votes for a single director for whose election he is entitled to vote, or may distribute them among the number of directors for whose election he is entitled to vote, or any two or more of them, as he may see fit.

(7) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat) or the written consent with or without a meeting, of the holders of at least 66⅔% of the then outstanding shares of Preferred Stock:

(a) increase the authorized amount of Preferred Stock; or authorize or create, or increase the authorized amount of, any additional class of stock ranking as to dividends or assets prior to or on a parity with the Preferred Stock; or authorize or create, or increase the authorized amount of, any class of stock or securities convertible into or evidencing the right to purchase any class of stock ranking as to dividends or assets prior to or on a parity with the Preferred Stock; or

(b) amend, alter or repeal any of the provisions of the Articles of Incorporation of the Corporation so as adversely to affect any of the preferences, priorities, rights or powers of the outstanding Preferred Stock or its holders fixed herein or by the Board of Directors as authorized in paragraph (2) hereof; *provided, however*, that if any such amendment, alteration or repeal would adversely affect the preferences, priorities, rights or powers of outstanding shares of Preferred Stock of any particular series without correspondingly affecting the preferences, priorities, rights or powers of the outstanding shares of all series, then like vote or consent by the holders of at least 66⅔% of the Preferred Stock of such particular series at the time outstanding shall also be necessary for effecting or validating any such amendment, alteration or repeal; or

(c) sell, lease or convey all, or substantially all, of its property or business or merge or consolidate with or into any other corporation or corporations, except to or with or into a wholly-owned subsidiary, unless all outstanding shares of Preferred Stock of all series shall be redeemed or called for redemption and the aggregate redemption price deposited with a bank or trust company as hereinbefore provided in paragraph (4), or shall be otherwise retired; or

(d) permit any subsidiary to issue (except to the Corporation and/or one or more of its wholly-owned subsidiaries) any stock ranking as to dividends or assets prior to or on a parity with the

stock of such subsidiary held by the Corporation or any stock or securities convertible into or evidencing the right to purchase any stock ranking as to dividends or assets prior to or on a parity with the stock of such subsidiary held by the Corporation; or

(e) sell, transfer or dispose of or permit any subsidiary to sell, transfer or dispose of (except to the Corporation and/or one or more of its wholly-owned subsidiaries) any stock of a subsidiary or any securities convertible into or evidencing the right to purchase any stock of a subsidiary unless (i) such stock or securities were acquired, in good faith and in connection with a debt previously contracted, from a person, firm or corporation not a subsidiary at the time of the acquisition thereof, or (ii) the Corporation and its subsidiaries shall at the same time sell, transfer or otherwise dispose of all the shares of stock of every class of such subsidiary and all of the securities convertible into or evidencing the right to purchase any stock of such subsidiary then held by the Corporation or its subsidiaries.

(8) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat) or the written consent with or without a meeting, of the holders of at least a majority of the then outstanding shares of Preferred Stock, issue any shares of Preferred Stock in excess of 50,000 shares or issue any other stock of the Corporation ranking as to dividends or assets prior to or on a parity with the Preferred Stock unless in each such case

(i) the sum of the consolidated net tangible assets of the Corporation and its subsidiaries as of a date not earlier than the end of the second month next preceding the month in which such issue occurs, plus the consideration to be received for such issue and not applied to the acquisition or retirement of consolidated funded debt or stock of the Corporation, shall equal at least 225% of the sum of (A) the principal amount of all consolidated funded debt to be outstanding immediately after such issue, plus (B) the par value of all Preferred Stock of the Corporation to be outstanding immediately after such issue and the par value of any other stock of the Corporation ranking as to dividends or assets prior to or on a parity with the Preferred Stock and to be outstanding immediately after such issue, and/or, if such other

stock shall be without par value; the aggregate amount which the holders thereof are entitled to receive upon involuntary liquidation; and

(ii) the consolidated net earnings of the Corporation and its subsidiaries for a period of any twelve consecutive calendar months falling within the period of fifteen consecutive calendar months immediately preceding the calendar month in which such issue occurs, plus the amount charged as interest on consolidated funded debt for such twelve months period, shall equal at least 250% of the sum of (A) the aggregate annual interest requirements on consolidated funded debt to be outstanding immediately after such issue, plus (B) the aggregate annual dividend requirements on the Preferred Stock of all series and on any other stock of the Corporation ranking as to dividends or assets prior to or on a parity with the Preferred Stock, to be outstanding immediately after such issue.

(9) Subject to all of the rights of the Preferred Stock, dividends may be paid upon the Common Stock as and when declared by the Board of Directors out of any funds of the Corporation at the time legally available for the payment of dividends.

(10) All shares of Preferred Stock redeemed, or purchased or otherwise acquired for retirement, or purchased or redeemed for or surrendered to any sinking fund provided for any series thereof, or otherwise redeemed or surrendered pursuant to any conversion rights provided for any series thereof, shall be retired in any manner provided by law, whereupon such shares shall have the status of authorized and unissued shares of Preferred Stock without designation as to series.

(11) No holder of Preferred Stock of any series or of Common Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized or whether issued for cash, property or services.

(12) For the purpose of this resolution the following terms shall have the following meanings unless the context shall otherwise indicate:

Accrued Dividends: The term "accrued dividends" or "dividends accrued", wherever used with reference to the Preferred Stock or any series thereof authorized in paragraph (2) hereof, shall be deemed to mean an amount which shall be equal to dividends thereon at the rate per annum fixed, for the particular series, by the Board of Directors as authorized in paragraph (2) hereof, computed from the date on which such dividends began to accrue on such shares to the date to which dividends are stated to accrue, less the aggregate amount of dividends theretofore and on such date paid thereon.

Consolidated Funded Debt, Consolidated Net Earnings, Consolidated Net Tangible Assets: The terms "consolidated funded debt", "consolidated net earnings" and "consolidated net tangible assets" shall mean the funded debt, net earnings and net tangible assets, as the case may be, of the Corporation and its subsidiaries consolidated in conformity with generally accepted accounting principles.

Current Assets: The term "current assets" shall mean such assets as may be properly so classified in conformity with generally accepted accounting principles.

Current Liabilities: The term "current liabilities" shall mean such liabilities as may be properly so classified in conformity with generally accepted accounting principles.

Funded Debt: The term "funded debt" shall mean all debt maturing by its terms more than one year from the date as of which the determination of funded debt is made, and such other debt as may be properly classified as funded debt in conformity with generally accepted accounting principles.

Net Earnings: The term "net earnings" shall mean the balance remaining after deducting from the earnings and other income and

profits (including profits realized on the disposition of capital assets), all expenses, charges and reserves (including losses realized on the disposition of capital assets) of every character which may properly be deducted in determining profit and loss in conformity with generally accepted accounting principles.

Net Tangible Assets: The term "net tangible assets" shall mean tangible assets less current liabilities and less all other liabilities (including all reserves) other than funded debt.

Subsidiary: The term "subsidiary" or "subsidiaries" shall be deemed to mean and include any corporation not less than a majority of the voting stock (not including stock having voting power only upon the happening of an event of default) of which is at the time owned directly or indirectly by the Corporation and/or by one or more other corporations not less than a majority of such voting stock of which is at the time owned directly or indirectly by the Corporation.

Tangible Assets: The term "tangible assets" shall mean all assets at their net book values (after deducting related depreciation and other valuation reserves) including, without limitation, indebtedness and securities owned, and prepaid expenses, but excluding treasury stock, rights in patents, trade marks and copyrights, good will, unamortized debt discount and expense, and other items of similar nature.

Wholly-owned Subsidiary: The term "wholly-owned subsidiary" shall be deemed to mean and include any corporation of which all shares (except directors' qualifying shares) of every class of stock, and all securities convertible into or evidencing the right to purchase such shares, are at the time owned by the Corporation and/or one or more other corporations of which all such shares of stock and securities are at the time owned by the Corporation.

Year: The term "year" shall mean the calendar year.

The Board of Directors may, but shall not be required to, obtain the certificate of any firm of independent certified or public accountants selected by it (who may be the accountants who regularly audit

the books of the Corporation) in regard to any computations referred to in paragraphs (3) and (8) and said certificate shall be conclusive evidence as to such computations and any computations so made shall be binding upon and conclusive as to all stockholders of the Corporation.

(b)(2) The number of shares voted for such amendment was ^{659,107}~~652,319~~, and the number of shares voted against such amendment was 8,252.

(c)(1) The following amendment was duly adopted by resolution of the Board of Directors and was submitted to a vote at the annual meeting of stockholders of the Corporation held on March 15, 1955 adjourned to March 16, 1955 pursuant to notice given in accordance with law and the By-Laws of the Corporation to each stockholder of record entitled to vote at such meeting, and was adopted by the affirmative vote of a majority of the outstanding shares entitled to vote at such annual meeting:

RESOLVED that the Articles of Incorporation of the Corporation, as heretofore amended, be further amended so as to increase the aggregate number of shares of Common Stock of the par value of \$10 per share which the Corporation has authority to issue from 1,335,000 shares to 2,500,000 shares.

(c)(2) The number of shares voted for such amendment was 663,891, and the number of shares voted against such amendment was 3,468.

(d)(1) The following amendment was duly adopted by resolution of the Board of Directors and was submitted to a vote at the annual meeting of stockholders of the Corporation held on March 15, 1955 adjourned to March 16, 1955 pursuant to notice given in accordance with law and the By-Laws of the Corporation to each stockholder of record entitled to vote at such meeting, and was adopted by the affirmative vote of a majority of the outstanding shares entitled to vote at such annual meeting:

RESOLVED that the Articles of Incorporation of the Corporation, as heretofore amended, be further amended so as to change the period of duration of the Corporation to perpetual.

(d)(2) The number of shares voted for such amendment was 666,150, and the number of shares voted against such amendment was 1,209.

(e) The number of shares heretofore authorized by the Articles of Incorporation of the Corporation is 1,335,000 shares, of the par value of \$10 per share, all Common Stock, to which amount the 20,000 shares, of the par value of \$1 each authorized by the original Articles of Incorporation, Certificate of the Secretary of State thereon dated November 7, 1914 were, by subsequent increases or reductions, duly changed as follows:

First amendment, Certificate of the Secretary of State thereon dated December 28, 1921, changed the amount of authorized shares to 500,000 shares, of the par value of \$1 each.

Second amendment, Certificate of the Secretary of State thereon dated April 10, 1923, changed the amount of authorized shares to 1,000,000 shares, of the par value of \$1 each.

Third amendment, Certificate of the Secretary of State thereon dated May 16, 1923, changed the amount of authorized shares to 20,000 shares of the par value of \$100 each (consisting of 10,000 shares of Preferred Stock and 10,000 shares of Common Stock).

Fourth amendment, Certificate of the Secretary of State thereon dated December 21, 1925, changed the amount of authorized shares to 300,000 shares without par value (consisting of 100,000 shares of Participating Preference Stock, 100,000 shares of Class "A" Common Stock and 100,000 shares of Class "B" Common Stock).

Fifth amendment, Certificate of the Secretary of State thereon dated July 3, 1928, changed the amount of authorized shares to 260,000 shares, of which 25,000 shares were of the par value of \$100 each (consisting of Convertible 6½% First Preferred Stock) and 235,000 shares were without par value (consisting of 135,000 shares of Class "A" Common Stock and 100,000 shares of Class "B" Common Stock).

Sixth amendment, Certificate of the Secretary of State thereon dated April 5, 1937, changed the amount of authorized shares to 1,335,000 shares, of the par value of \$10 each, all Common Stock.

The authorized shares are increased to the amount stated in paragraph (h) hereof.

(f) The 1,335,000 shares heretofore authorized consist of 1,335,000 shares of Common Stock of the par value of \$10 per share.

(g) 751,368 shares of Common Stock of the par value of \$10 per share are issued and outstanding.

(h) The authorized shares are increased to 2,600,000 consisting of 2,500,000 shares of Common Stock of the par value of \$10 per share and 100,000 shares of Preferred Stock of the par value of \$100 per share, of which 751,368 shares of the Common Stock are issued and outstanding. For a statement of the distinguishing preferences, rights, privileges and restrictions of the shares of each class, reference is hereby made to paragraph (b)(1) hereof.

IN WITNESS WHEREOF, Western Auto Supply Company has caused this Certificate of Amendment to be executed in duplicate, acknowledged and sworn to by Paul E. Connor (its President) the Chairman of said annual meeting of stockholders, and attested by Everett A. TenBrook (its Secretary), and its corporate seal to be hereunto affixed by said Everett A. TenBrook (its Secretary), all on this 16th day of March, 1955.

WESTERN AUTO SUPPLY COMPANY

By PAUL E. CONNOR
Paul E. Connor,
Chairman of the Meeting and President

(CORPORATE SEAL)

ATTEST:

EVERETT A. TENBROOK
Everett A. TenBrook, *Secretary*

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

On this 16th day of March, 1955, before me, the undersigned, appeared Paul E. Connor, to me personally known, who, being by me duly sworn, did say that he is President of Western Auto Supply Company, a Missouri corporation, and was the Chairman of the annual meeting of its stockholders referred to in the foregoing Certificate of Amendment, and that the seal affixed to said Certificate is the corporate seal of said Corporation, and that said Certificate was signed and sealed in behalf of said Corporation by authority of its Board of Directors, and said Paul E. Connor acknowledged said Certificate to be the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in the County of Jackson, Missouri, the day and year last above written.

ESTHER O. BOAND

Notary Public

(NOTARIAL SEAL)

My Commission Expires:
May 18, 1955

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

The undersigned, Paul E. Connor, being duly sworn, upon his oath did say he is President of Western Auto Supply Company, a Missouri corporation, and was the Chairman of the annual meeting of its stockholders referred to in the foregoing Certificate of Amendment at which the amendments therein set forth were adopted, and that the statements and matters set forth in said Certificate are true and correct.

PAUL E. CONNOR

Paul E. Connor,
Chairman of the Meeting and President

Subscribed and sworn to before me,
this 16th day of March, 1955.

ESTHER O. BOAND

Notary Public

(NOTARIAL SEAL)

My Commission Expires:
May 18, 1955

RECORDED AND INDEXED
MAR 16 1955

MAR 16 1955

Walter H. H. H. H.
CORPORATE SECRETARY