

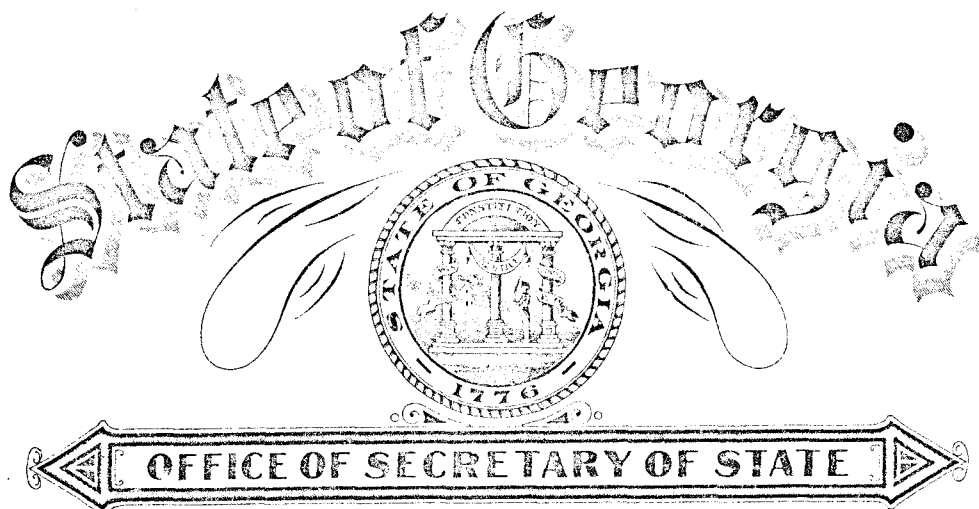
*I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the seven pages of photographed printed matter hereto attached is a true and correct copy of the original amendment, the Judge's order thereon, the filing of the Clerk and certificate of the Secretary of State for "GENUINE PARTS COMPANY", as the same appears of file and record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 30th day of March in the year of our Lord One Thousand Nine Hundred and Seventy Two and of the Independence of the United States of America the One Hundred and Ninety-Sixth.



*Ben M. Fortson Jr.*  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

# DUPLICATE



*I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the articles of incorporation of "GENUINE PARTS COMPANY", were duly amended as set forth in the annexed articles of amendment, dated the 28th day of March, 1972, granted by the Superior Court of Fulton County and filed with the Clerk of that Court on the 28th day of March, 1972, that the original articles of amendment have been duly filed in the office of the Secretary of State and the fees paid therefor, as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 28th day of March, in the year of our Lord One Thousand Nine Hundred and Seventy Two and of the Independence of the United States of America the One Hundred and Ninety-Sixth.

*Ben M. Fortson, Jr.*  
\_\_\_\_\_  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

IN THE SUPERIOR COURT OF FULTON COUNTY, GEORGIA

GEORGIA

FULTON COUNTY

The petition of Genuine Parts Company, a Georgia corporation, respectfully shows the court as follows:

Articles of Amendment of the Articles of Incorporation of Genuine Parts Company executed by its President and attested by its Secretary are attached hereto, and petitioner desires that said Articles of Amendment be granted.

WHEREFORE, petitioner prays that the Articles of Amendment of Genuine Parts Company attached to this petition be granted.

ALSTON, MILLER AND GAINES

By *Alston*  
Attorneys for Petitioner

12th Floor  
The Citizens and Southern National Bank Bldg.  
Atlanta, Georgia 30303

577-8600

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MAR 28 3 05 PM '72  
BEN W. FORTSON, JR.  
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION OF GENUINE PARTS COMPANY

Pursuant to §22-904 of the Georgia Business Corporation Code, the undersigned corporation hereby executes the following Articles of Amendment:

1. The name of the corporation is GENUINE PARTS COMPANY.

2. The following Amendment to its Articles of Incorporation, as heretofore amended, was adopted by the shareholders of the corporation:

Paragraph 3.4 of the Articles of Incorporation shall be stricken in its entirety, including subparagraph 3.4.1 thereof, and the following new paragraph 3.4 shall be substituted therefor:

"3.4. The stock of the corporation shall consist of common stock of the par value of \$1 per share, with voting rights but without preemptive rights, and the maximum number of said shares which the corporation shall be authorized to have outstanding at any one time shall be 30,000,000 shares."

3. The date of the adoption of said Amendment by the shareholders was March 28, 1972.

4. The shareholder vote required to adopt such Amendment was a majority of the outstanding shares entitled to vote thereon; the number of shares outstanding and entitled to vote at the time of such adoption was 7,740,513; and the number of shares voted for such Amendment was 6,959,837.

5. Said Amendment changes the par value of the common stock of the corporation from \$5 to \$1 per share and eliminates all authorization of \$4.50 Preferred Stock and 4-1/2% Preferred Stock, none of which Preferred Stock is now outstanding. Each outstanding stock certificate representing common stock of the

corporation of the par value of \$5 per share remains valid and represents an equal number of shares of common stock of the par value of \$1 per share.

6. By action of the Board of Directors, the change in par value from \$5 to \$1 per share, effected by said Amendment, does not reduce the corporation's present stated capital as defined by the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Genuine Parts Company has caused these Articles of Amendment to be executed and its corporate seal to be affixed and has caused the foregoing to be attested by its duly authorized officers this 25th day of March, 1972.

GENUINE PARTS COMPANY

By Wilton Looney  
Wilton Looney, President

[Corporate Seal]

Attest:


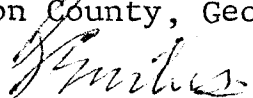
Cary Grace  
Cary Grace, Secretary

ORDER

The foregoing Articles of Amendment of Genuine Parts Company having been examined by the Court and found lawful,

IT IS ORDERED that said Articles of Amendment of Genuine Parts Company be and the same are hereby granted.

This 28 day of March, 1972.

  
JUDGE, Superior Court of  
Fulton County, Georgia  


# PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA  
COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came JOHN  
HARRISON, who, being first duly sworn, according to law, says that he is an Agent  
of the Daily Report Company, publishers of the Fulton County Daily Report, the official  
newspaper in which the Sheriff's advertisements in and for said County are published,  
and a newspaper of general circulation, with its principal place of business in said  
County, and that there has been deposited with said newspaper the cost of publishing  
four (4) insertions of a notice pursuant to Ga. Business Corporation Code of the granting  
of ~~Articles of Incorporation~~ Articles of Amendment ~~Articles of Merger~~ ~~Articles of Intent~~  
~~to Dissolve~~ to \_\_\_\_\_

Genuine Parts Company

John Harrison

Subscribed and sworn to before me this 28th

day of MARCH, 19 72.

Greg C. Fox

NOTARY PUBLIC, FULTON COUNTY, GEORGIA

STATE OF GEORGIA

COUNTY OF FULTON

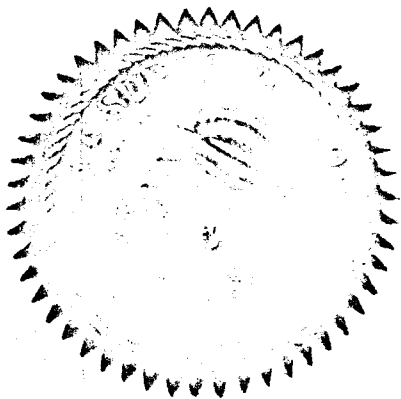
I J. W. SIMMONS, Clerk of the Superior Court of  
Fulton County, Georgia, do hereby certify that the within and  
foregoing is a true and correct copy of petition of  
GENUINE PARTS COMPANY

for ~~CHAMBER~~ ARTICLES OF AMENDMENT

and the Order of Court thereon allowing same, all of which  
appears of file and record in this Office.

Given under my hand and seal of Office.

This the 28 day of MARCH, 1972.



J. W. Simmons  
CLERK OF SUPERIOR COURT  
FULTON COUNTY, GEORGIA