

FILED EFFECTIVE

NO DEC 21 AM 10:30
STATE OF IDAHO

CLARKSTON AUTO PARTS, INC.
AND
REDLINE MARINE, INC.
ARTICLES OF MERGER

IDAHO SECRETARY OF STATE

12/21/2008 09:00
CK: 29612 CT: 28457 IN: 368177
1 @ 38.00 = 38.00 MERGER # 2

C97017

The undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging Redline Marine, Inc., an Idaho corporation, into Clarkston Auto Parts, Inc., a Washington corporation, pursuant to RCW 23B.11 and Idaho Code § 30-1-1101 et. seq.

1. The Plan of Merger. A true and correct copy of the Agreement and Plan of Merger is attached hereto.

2. Amendment of Articles of Incorporation. The Articles of Incorporation of Clarkston Auto Parts, Inc., the surviving corporation, shall continue to be its articles of incorporation following the effective date of the merger except that Paragraph 1 of Article II of the Articles of Incorporation of Clarkston Auto Parts, Inc., is amended by deleting said paragraph as now written and substituting in lieu thereof the following:

"1. To engage in a retail and wholesale auto parts business and to buy, sell, and otherwise deal in retail and wholesale auto parts and services and to engage in a retail and wholesale marine business and to buy, sell, and otherwise deal in and manufacture marine engines, jet drives, parts and services."

3. Approval of Plan. As to each of the undersigned corporations, the number of shares outstanding (all such shares being of a single class of common stock) and the

number of shares voted for and against such plan respectively by unanimous written consent of the shareholders of each company are as follows:

	Number of Shares Outstanding	Total Voted For	Total Voted Against
Redline Marine, Inc.	54,000	54,000	0
Clarkston Auto Parts, Inc.	5,000	5,000	0

4. Acceptance of Service. Clarkston Auto Parts, Inc., the surviving corporation, which is duly qualified as a foreign corporation in the State of Idaho, agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Redline Marine, Inc., in which Redline Marine, Inc., was previously amenable to suit in the State of Idaho and in any proceeding for the enforcement of the rights of a dissenting shareholder of Redline Marine, Inc., against the surviving corporation.

5. Appointment of Agent. Clarkston Auto Parts, Inc., the surviving corporation, hereby makes an irrevocable appointment of the Secretary of State of the State of Idaho as its agent to accept service of process in any proceeding mentioned in Paragraph 4. The post office address to which the Secretary of State shall mail a copy of process in any such proceeding is the address of the registered agent of such corporation in such state, namely Judy G. McLennan, 1117 Main Street, Lewiston, ID 83501.

6. Rights of Dissenting Shareholders. Clarkston Auto Parts, Inc., the surviving corporation, further agrees that it will promptly pay the dissenting shareholders of

Redline Marine, Inc., the Idaho corporation which has merged with Clarkston Auto Parts, Inc., the amount, if any, to which they are entitled under the provisions of Idaho Code § 30-1-1301 et. seq., with respect to the rights of dissenting shareholders.

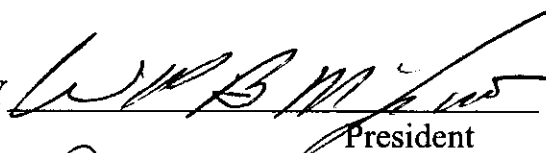
7. Effective Date. The merger is to be effective immediately upon filing of this certificate with the Secretary of State of the State of Washington.

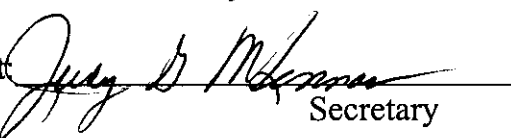
DATED the 18th day of December 2000.

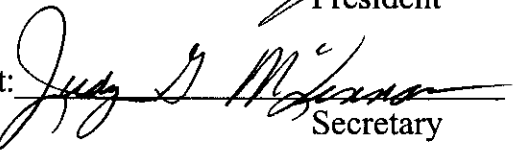
REDLINE MARINE, INC.

CLARKSTON AUTO PARTS, INC.

BY 
President

BY 
President

Attest: 
Secretary

Attest: 
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 18th day of December 2000, between CLARKSON AUTO PARTS, INC., a corporation organized and existing under the laws of the State of Washington, having its principal place of business at 1117 Main Street, Lewiston, Idaho, (the "Surviving Corporation"), and REDLINE MARINE, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal place of business at 1117 Main Street, Lewiston, Idaho, (the "Absorbed Corporation"),

Recitals

A. Clarkston Auto Parts, Inc., is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office located at 1117 Main Street, Lewiston, Idaho, and is qualified to transact business as a foreign corporation in the State of Idaho.

B. Clarkston Auto Parts, Inc., has a capitalization of five thousand (5,000) shares, having a par value of Ten Dollars (\$10) per share, of which five hundred (500) shares are issued and outstanding.

C. Redline Marine, Inc., is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office at 1117 Main Street, Lewiston, Idaho.

D. Redline Marine, Inc., has a capitalization of one million (1,000,000) shares, having a par value of One Dollar (\$1) per share, of which fifty four thousand (54,000) shares are issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Redline Marine, Inc., be merged into Clarkston Auto Parts, Inc., in accordance with the provisions of RCW 23B.11 and Idaho Code § 30-1-1101 et. seq., in order that the transaction qualify as a "reorganization" with in the meaning of § 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations hereby agree and adopt the following plan of merger as follows:

Section 1. Merger

Redline Marine, Inc., shall be merged into Clarkston Auto Parts, Inc., which shall be the surviving corporation. On the effective date of the merger, the separate existence of Redline Marine, Inc., shall cease and Clarkston Auto Parts, Inc., shall succeed to all the rights, privileges, immunities, franchises and all property, real, personal and mixed, of Redline Marine, Inc., without the necessity for any separate transfer. Clarkston Auto Parts, Inc., shall thereafter be responsible and liable for all liabilities and obligations of Redline Marine, Inc., and neither the rights of creditors, nor any liens on the property of Redline Marine, Inc., shall be impaired by the merger.

Section 3. Conversion of Shares

The manner and basis of converting the shares of Redline Marine, Inc., into shares of Clarkston Auto Parts, Inc., is as follows:

(a) Each share of the common stock of Redline Marine, Inc., issued and outstanding on the effective date of the merger shall be converted into one-fiftieth (1/50) of one (1) share of the common stock of Clarkston Auto Parts, Inc., which shares of Clarkston Auto Parts, Inc., shall thereupon be issued and outstanding. The total number of shares to be issued to the shareholders of Redline Marine, Inc., by reason of this conversion is one thousand eighty (1,080) shares.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in Redline Marine, Inc., shall surrender them to Clarkston Auto Parts, Inc., or its duly appointed agent, in such manner as Clarkston Auto Parts, Inc., shall legally require.

(c) After the effective date of the merger, Clarkston Auto Parts, Inc., shall promptly pay to shareholders of Redline Marine, Inc., who dissents to the merger the amount, if any, to which those dissenting shareholders are entitled under Idaho Code § 30-1-1301 et. seq., and shall pay to those shareholders of Clarkston Auto Parts, Inc., who dissents to the merger the amount, if any, to which they are entitled under Chapter 23B.13, RCW.

Section 4. Articles of Incorporation

The Articles of Incorporation of Clarkston Auto Parts, Inc., shall continue to be its articles of incorporation following the effective date of the merger subject to the amendment of Paragraph 1 of Article II of the Articles of Incorporation of Clarkston Auto Parts, Inc., by deleting said paragraph as now written and substituting in lieu thereof the following:

"1. To engage in a retail and wholesale auto parts business and to buy, sell, and otherwise deal in retail and wholesale auto parts and services and to engage in a retail and wholesale marine business and to buy, sell, and otherwise deal in and manufacture marine engines, jet drives, parts and services."

Section 5. Bylaws

The Bylaws of Clarkston Auto Parts, Inc., shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers

The directors and officers of Clarkston Auto Parts, Inc., on the effective date of the merger shall continue as the directors and officers of Clarkston Auto Parts, Inc., for the full unexpired terms of their offices and until their successors have been elected or appointed and qualify.

Section 7. Approval of Shareholders

This Agreement and Plan of Merger shall be submitted for approval of the shareholders of the constituent corporations in the manner provided by applicable law.

Section 8. Effective Date

The effective date of this merger shall be date when a certificate of merger is issued by the Secretary of State of the State of Washington.

Section 9. Abandonment of Merger


This agreement of merger may be abandoned by action of the Board of Directors of either Clarkston Auto Parts, Inc., or Redline Marine, Inc., at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either Clarkston Auto Parts, Inc., or Redline Marine, Inc., on or before December 31, 2000; or

(b) If, in the judgment of the Board of Directors of either Clarkston Auto Parts, Inc, or Redline Marine, Inc, the merger would be impractical due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

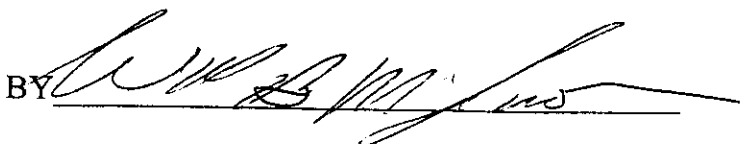
Executed on behalf of the parties by their officers pursuant to the authorization of their respective Boards of Directors on the date first above written.

CLARKSTON AUTO PARTS, INC.

BY 

SURVIVING CORPORATION

REDLINE MARINE, INC.

BY 

ABSORBED CORPORATION