

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

ABBOTTS AUTO SUPPLY, INCORPORATED

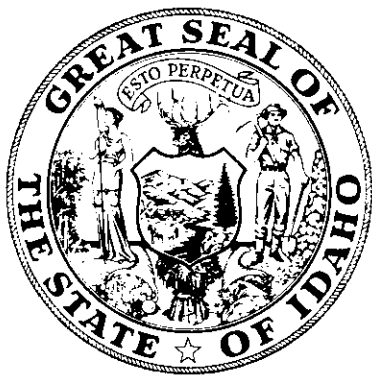
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Dissolution of _____

ABBOTTS AUTO SUPPLY, INCORPORATED

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated November 30, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT

ABBOTT AUTO SUPPLY, INC.

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

FIRST: The name of the Corporation is Abbott Auto Supply, Inc., and its address is: 1422 Main Street, Boise, Idaho 83706.

SECOND: The names and addresses of the last officers and directors of the Corporation and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Forest William Abbott	709 North 39th Nampa, Idaho 83651	President
Wilson Jennings Abbott	194 Caswell West Twin Falls, Idaho 83301	Vice-President
LaVane Rexall Abbott	4814 Grover Boise, Idaho 83705	Secretary - Treasurer

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the Corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the Corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

DATED this 29th day of October, 1979.

ABBOTT AUTO SUPPLY, INC.

BY:

Larry Abbott
Secretary-Treasurer

STATE OF IDAHO)

County of ~~Ada~~ Gooding) SS.

I, Mary Zbarquew, a notary public, do hereby certify that on this 29th day of October, 1979, personally appeared before me LaVane Rexall Abbott, who, being by me first duly sworn, declared that he is the Secretary-Treasurer of Abbott Auto Supply, Inc., that he signed the foregoing document as Secretary-Treasurer of the Corporation, and that the statements therein contained are true.

Mary Zbarquew
Notary Public for the State of
Idaho; residing at Gooding, Idaho

MINUTES OF SPECIAL JOINT MEETING
OF STOCKHOLDERS AND BOARD OF DIRECTORS OF
ABBOTT AUTO SUPPLY, INC.

A Special Meeting of the stockholders and Board of Directors of Abbott Auto Supply, Inc., on the 26th day of October, 1979, at 2:00 P.M. o'clock P. m., and pursuant to written waiver signed by all of the stockholders and members of the Board of Directors.

It appeared from signed, written consent of shareholders to dissolve, that a voluntary dissolution of the above-named Corporation should be made pursuant to the provisions of the Idaho Business Corporation Act and the following resolution was, upon motion, duly made, seconded and unanimously adopted.

WHEREAS all of the shareholders of the above-named Corporation have heretofore consented in writing that said Corporation dissolve, and the Corporation desires to adopt a procedure for such dissolution.

NOW THEREFORE be it resolved that the above-named Corporation be dissolved; that the Corporation proceed to collect all its assets, pay, satisfy and discharge its liabilities and obligations or adequately provide for the payment of all such obligations; cause notice of such plan for dissolution to be mailed to each of its known, actual or potential creditors not less than 30 days prior to the filing of Articles of Dissolution; convey and dispose of such of its properties as are not to be distributed in kind to its shareholders and such as are not necessary to pay the creditors, and after the running of said 30 day period, cause the officers and directors of the Corporation to execute and file with the Secretary of State duplicate Articles of Dissolution pursuant to Section 30-1-92 of the Idaho Business Corporation Act.

BE IT FURTHER RESOLVED that within 30 days after this meeting the Corporation file Form 966 with the District Director of the Internal Revenue and assist the shareholders to have their gain taxed as provided in Paragraph 333 of the Internal Revenue Code of 1954, in preparing forms 964 and filing the same within 30 days of this meeting, and that the officers and directors of the Corporation be, and they are hereby empowered and authorized to carry out the provisions of this resolution and to adopt any further resolutions that may be found necessary in liquidating and dissolving the Corporation.

There being no further business, the meeting adjourned.

Garrett Abbott
President

ATTEST:

Larry Abbott
Secretary

WRITTEN CONSENT OF SHAREHOLDERS
TO DISSOLVE
ABBOTT AUTO SUPPLY, INC.

Pursuant to the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the shareholders of the below named Corporation consent in writing to dissolve said Corporation:

FIRST: The name of the Corporation is Abbott Auto Supply, Inc.

SECOND: Each of the shareholders whose signature is affixed to this consent hereby consents in writing to the voluntary dissolution of the Corporation pursuant to the provisions of the Idaho Business Corporation Act. The signature of the shareholders constitutes authority to dissolve.

THIRD: Each of the shareholders whose signature is affixed to this consent, and who are also the Directors of the above-named Corporation, do hereby consent that a meeting of the stockholders and Directors of said Corporation be held at the Company office on the 26th day of October, 1979, at 2:00 o'clock P. m. and waive the giving of any notice of said meeting.

DATED THIS 26th day of October, 1979.

Larry Abbott
Larry Abbott
Wilson Abbott
STOCKHOLDERS AND DIRECTORS

STATE OF IDAHO ok La)
County of Ada) SS.
~~Blaine~~

LaVane Rexall Abbott, being first duly sworn on his oath deposes and states that he is the secretary of Abbott Auto Supply, Inc., an Idaho Corporation, and that the foregoing written consent of shareholders to dissolve has been signed by all of the shareholders of said Corporation or signed in their names by their attorneys thereunto duly authorized.

DATED THIS ok La 30 day of ok La November October, 1979

SUBSCRIBED AND SWORN to this ok La 30 day of ok La November October, 1979, before me
a Notary Public for the State of Idaho.

Paul C. Compton
Notary Public for the State of Idaho
Residing at: Blaine Idaho