

CERTIFICATE OF AUTHORITY OF

ALLIED MOTOR PARTS, INC.

| | | te of the State of Idaho, hereby certify that LIED MOTOR PARTS, INC. |
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| | for a Certificate of | of Authority to transact business in this State. |
| duly signed and verified pur | suant to the provisions | of the Idaho Business Corporation Act, have |
| been received in this office | and are found to confo | orm to law. |
| ACCORDINGLY and Authority to | by virtue of the authorit | ty vested in me by law, I issue this Certificate of INC. |
| to transact business in this S | tate under the name | ALLIED MOTOR PARTS, INC. |
| for such Certificate. | and attac | h hereto a duplicate original of the Application |
| DatedS | eptember 24 | . 19 79 |
| THE SEAVE OF THE S | ON O | Secretary of State |
| The state of the s | | Corporation Clerk |

APPLICATION FOR CERTIFICATE OF AUTHORI To the Secretary of State of Idaho. Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: Allied Motor Parts, Inc. 1. The name of the corporation is _ Allied Motor Parts, Inc. 2. *The name which it shall use in Idaho is the State of Nevada 3. It is incorporated under the laws of _ 4. The date of its incorporation is June 28, 1979 _____and the period of its one year duration is ___ 5. The address of its principal office in the state or country under the laws of which it is incorporated is 50 Washington Street, Suite 302, Reno, Nevada 89503 1330 Filer are E. (as per Donna on Phone) P.O. Box 1567, Twin Falls, 6. The address of its proposed registered office in Idaho is _ Idaho 83301 _____, and the name of its proposed registered agent in Idaho at that address is Leonard M. Ewert 7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: purchase and sale of motor parts and to engage in any lawful activity. 8. The names and respective addresses of its directors and officers are: Address 50 Washington Street, Suite 302 Name Leonard M. Ewert President Reno, Nevada 89503 Director & 50 Washington Street, Suite 302 Vice-President Sandra L. Ewert Reno, Nevada 89503 Secretary-50 Washington Street, Suite 302 Orlan H. Sanders Treasurer & Reno, Nevada 89503 Director 50 Washington Street, Suite 302 Harry P. Digesti Director Reno, Nevada 89503 9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is: Number of Shares Class Par Value Per Share or Statement That Shares Are Without Par Value 75,000 Common Stock \$1.00

| Number of Shares | Cla | ass | | Share or Statement That Shar e Without Par Value |
|---|-------------------------------|---------------------------------------|---------------------|--|
| 25,000 | Common | Stock | | \$1.00 |
| | | | | |
| The corporation accepts State of Idaho. | and shall con | nply with th | e provisions of th | e Constitution and the laws of |
| 12. This Application is according authenticated by the pro- | mpanied by a coper officer of | opy of its ar the state or | ticles of incorpora | tion and amendments thereto, de e laws of which it is incorporate |
| DatedSept | ember 11 | · · · · · · · · · · · · · · · · · · · | , 19 <u>79</u> . | |
| | | AI | LIED MOTOR | PARTS, INC. |
| | T | | wand My | 0 1 |
| | r | sy <u>~</u> | Lathard My | Ewert |
| | | | | President |
| | ar | nd Le | lan H. | Sander |
| | | Its | <u> </u> | Secretary |
| STATE OFNEVA | DA | _) | | |
| COUNTY OFWASH | OE |)ss:) | | |
| I, VICKIE L. | SACCHINI | | a nota | ary public, do hereby certify that |
| his 11th | | | | 79 , personally appeared befo |
| | | <u> </u> | , 19 | , personally appeared befo |
| ne ORLAN H. SAND | | | - • | e first duly sworn, declared that |
| sthe <u>Secretary-Tr</u> | easurer of | Alli | ed Motor P | arts, Inc. |
| | | | Toron | |
| hat he signed the foregoing tatements therein contained | l are true. | Secre | tary | of the corporation and that the |
| VICKIE L. SACCH Notary Public — State | INI 🍍 | _ 2/4 | Kir S | ' Sacchini |
| Washoe County | 1 | | | Public |

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICE OF
WM. D. SWACKHAMER
SECRETARY OF STATE



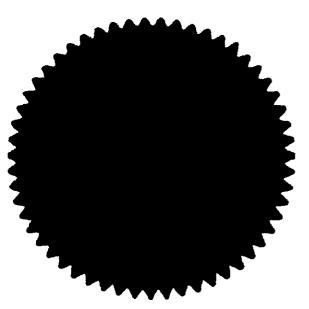
9-24-79 9-24-79 9:00 am

DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

ALLIED MOTOR PARTS, INC.

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



| lN | WITNESS WHEREOF, I have hereunto set my |
|----|---|
| | hand and affixed the Great Seal of State, at my |
| | office in Carson City, Nevada, this 28th |
| | day of <u>JUNE</u> , A. D., 19 79 |
| | |
| _ | The world have |
| | AMMOUNT TO |
| | Secretary of State |
| | By |
| | |

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF NEVADA

JUN 28 1970

ARTICLES OF INCORPORATION

WM. SWACKHAMER - SECRETARY OF STATE

of

No. 3556-79

ALLIED MOTOR PARTS, INC.

FIRST: The name of the corporation is ALLIED MOTOR PARTS, INC.

SECOND: Its principal office in the State of Nevada is located at 50 Washington Street, Suite 302, in the City of Reno, Washoe County. The name and address of its resident agent is GORDON C. SHELLEY, 50 Washington Street, Suite 302, Reno, Nevada.

THIRD: The nature of the business to be transacted, promoted and carried on, and for which the corporation is formed are:

- (a) To engage in any lawful activity.
- (b) To transact any of the business of the corporation in the State of Nevada, in any other state, territory or possession of the United State of America, and in any foreign country.

FOURTH: The amount of the total authorized capital stock of the corporation is Seventy Five Thousand Dollars (\$75,000.00), consisting of Seventy Five Thousand (75,000) shares of stock of the par value of One Dollar (\$1.00) each; all of the said shares shall be of one class, without series or other distinction and shall be designated as "Common Stock".

FIFTH: The members of the governing board shall be styled Directors and shall be three (3) in number.

Said number of directors shall not be reduced to less than three

(3) and, subject to the aforesaid limitation, may at any time or times be increased or decreased by a duly adopted amendment to these Articles of Incorporation, or by a by-law or an amendment to a by-law duly adopted.

The names and post office addresses of the first board of directors are as follows:

| Name . | Post Office address |
|-------------|--|
| C. Haas | 50 Washington St., Suite 302, Reno, Nevada |
| D. Evans | 50 Washington St., Suite 302, Reno, Nevada |
| D. Bardsley | 50 Washington St., Suite 302, Reno, Nevada |

SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid in shall be subject to no further assessment to pay debts of the corporation and no stock issued as fully paid shall ever be assessable or assessed, and these Articles of Incorporation shall not and cannot be amended, regardless of the vote thereof, to amend, modify or rescind this article Sixth or any of the provisions thereof.

SEVENTH: The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

| <u>Name</u> | Post Office Address |
|-------------|--|
| C. Haas | 50 Washington St., Suite 302, Reno, Nevada |
| D. Evans | 50 Washington St., Suite 302, Reno, Nevada |
| D. Bardsley | 50 Washington St., Suite 302, Reno, Nevada |

EIGHTH: This corporation is have perpetual existence.

NINTH: The private property of the stock holders of the corporation shall be, and hereby is, made forever exempt from liability for debts or obligations of the corporation.

IN WITNESS WHEREOF, we the undersigned, being each of the original incorporators hereinbefore named for the purpose of forming a corporation to do business both within the State of Nevada, and without the State of Nevada, and in pursuance of the Corporation Laws of the State of Nevada, and being Chapter 177 of the laws of 1925, and the acts amendatory thereof and supplemental thereto, do make and file these Articles of Incorporation hereby declaring that the facts herein stated are true. We accordingly

have hereunto set our hand and seals this 22ndday of June, 1979.

C. Maas

C. Marcher, 1979.

STATE OF NEVADA) : ss COUNTY OF WASHOE)

On this 22ndday of June , 1979, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. Haas, D. Evans and D. Bardsley, known to me to be the persons described in and who executed the annexed instrument, who acknowledged to me that they, and each of them, executed the same freely and voluntarily and for uses and purposes therein mentioned.

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

GORDON C. SHELLEY
Notary Public — State of Nevada
Washoe County
My Commission expires Aug. 15, 1982

Notary Public