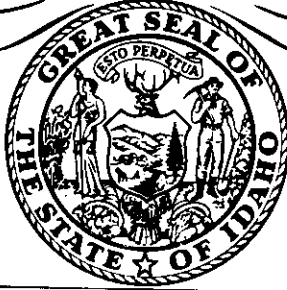


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NORDLING PARTS CO. OF BURLEY

was filed in the office of the Secretary of State on the **eighth** day of **August** A.D., One Thousand Nine Hundred **seventy-four** and **will be** duly recorded on ~~Film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho**

in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **August**, A.D., 19**74**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
NORDLING PARTS CO. OF BURLEY

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is Nordling Parts Co. of Burley.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To engage in the general business of a retail and wholesale dealer and distributor of automotive parts, supplies and accessories of all kinds; and in connection therewith, to manufacture, produce, purchase or otherwise acquire, own, deal in, sell, pledge or otherwise dispose of, at wholesale and retail, parts, supplies and accessories of all kinds for automobiles, and for motor vehicles, equipment and machinery of all types; and to conduct or carry on any other lawful business of any kind whatsoever related thereto, or which may be conveniently carried on in connection therewith.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interest.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

5. To own and hold real and personal property and to rent or lease the same.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho,

reasonably calculated to promote the purposes hereinabove stated to this corporation.

9. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

10. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

11. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

12. To have exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I. C., including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is Burley, Idaho.

ARTICLE V

The capital stock of this corporation shall be the sum of \$100,000.00, divided into 1,000 shares of common stock, each having a par value of \$100.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in such corporation and shall be non-assessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

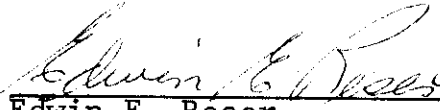
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Edwin E. Reser	3672 W. Clement Rd. Boise, Idaho	One
Claude Puterbaugh	525 S. Owyhee Boise, Idaho	One
Charles D. Olson	5816 Poplar Boise, Idaho	One

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and we respectively agree to take the number of shares of stock hereinbefore set opposite our names

and, accordingly, have hereunto set our names, hands and seals this 1st day of July, 1974.


Edwin E. Reser


Claude Puterbaugh


Charles D. Olson

STATE OF IDAHO

County of Ada

)
) ss.
)

On this 8 day of August, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared Edwin E. Reser, Claude Puterbaugh, and Charles D. Olson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho

Commission expires: January 14, 1975