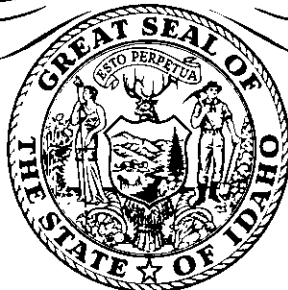


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

TOM WILKES & SON, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **December**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

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 **December**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION OF
TOM WILKES & SON, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, THOMAS E. WILKES, ILA M. WILKES and RICHARD T. WILKES, all of whom are natural persons, and citizens of the United States of America, over the age of twenty-one years, this day have voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, do hereby make, execute and publish the following Articles of Incorporation, to-wit:

ARTICLE I
NAME

The name of this corporation shall be TOM WILKES & SON, INC.

ARTICLE II

DURATION

The duration or term of existence of this corporation shall be perpetual from and after the date of issuance of the certificate of its incorporation by the Secretary of State of the State of Idaho.

ARTICLE III

REGISTERED OFFICE

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

ARTICLE IV

AUTHORIZED SHARES

The total authorized shares of this corporation shall be Two Hundred and Fifty Shares, having a par value of ONE HUNDRED (\$100.00) DOLLARS per share, making an aggregate of TWENTY-FIVE THOUSAND (\$25,000.00) DOLLARS. The shares of this corporation shall not be

issued until fully paid for, and after issuance, shall not be subject to assessments.

ARTICLE V

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. Each director may, but need not necessarily, be a stockholder in this corporation.

The first Board of Directors shall consist of three members, and succeeding boards may consist of such larger number as may be designated and approved by the stockholders at any regular annual meeting or any special meeting called for that purpose.

Meetings of the Board of Directors may be held either within or without the State of Idaho, and at such times and places as the Board of Directors may, from time to time, designate.

The Board of Directors shall have the power to repeal and amend the By-Laws of, and adopt new By-Laws for, this corporation.

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators of this corporation and the number of shares subscribed by each incorporator are as follows:

Thomas E. Wilkes	2119 Sunset, Boise, Idaho	One Share
Ila M. Wilkes	2119 Sunset, Boise, Idaho	One Share
Richard T. Wilkes	2104 Madison Ave., Boise, Ida.	One Share

ARTICLE VII

PURPOSES

(1) To engage in the retail and wholesale sale of auto parts and accessories.

(2) To manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose of any or all of the following: motors, engines, or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use, or enjoyment of any of the above.

(3) To buy, sell, trade and deal in gasoline, oils, greases, or other fuel and lubricants, for automobiles, motor trucks, motorcycles, tractors, and other motor vehicles.

(4) To manufacture, buy, sell, deal in, operate, and let for hire, automobiles, motorcycles, and motor vehicles of every kind, nature, and description.

(5) To buy, sell, and generally deal in tires for automobiles, motorcycles, bicycles, and vehicles of all kinds and descriptions, whether the said tires be made of rubber, metal composition, or other material or combination of materials; to design, manufacture, buy and

sell, import and export, supplies and accessories for automobiles, motorcycles, bicycles, carriages, automobile trucks, and tractors of every make; to repair, reconstruct, and overhaul automobiles, motorcycles, bicycles, carriages, automobile trucks, and tractors, of all kinds and makes; and generally to manufacture, buy, sell, and deal in all goods, wares, and merchandise necessary or incidental to the operation, repair, storage, maintenance, or equipment of automobiles, motorcycles, tractors, or motor vehicles of any and all kinds, manufactures, and descriptions.

(6) To manufacture, purchase, sell, vend and deal in products at wholesale or retail, of all kinds or nature which may be ordinarily dealt in by garages, service stations, and retail stores servicing the public, and conducting a general retail sales business to the public of all goods, wares and merchandise which may become appurtenant or incidental to the purposes set forth in paragraphs (1) and (2) above.

(7) To buy, sell, deal in lands, buildings and machinery of every kind and nature for the proper operation of the purposes set forth in paragraphs (1), (2) and (3) above, and all lines incidental thereto.

(8) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(9) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

(10) To enter into any kind of contract or agreement, bonus or profit-sharing plan with its officers and employees that the corporation may seem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fitting.

(11) To purchase, lease, or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, partnership or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stock of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired; and to exercise all the powers necessary or incidental to the conduct of such business.

(12) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust any or all of the property of the corporation to secure the payment thereof.

(13) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government, or any subdivision, district, department, agency or instrumentality thereof.

(14) To acquire and pay for in cash, shares of stock or notes of this corporation or otherwise, the assets, including the goodwill, of any persons, firm, partnership, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(15) To do any and all such other acts, things, business, or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location.

(16) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE VIII

AMENDMENTS

This corporation reserves the right to, at any time, amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights conferred upon stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals as incorporators, this 7th day of December, 1961.

Thomas E. Wilkes
Ila M. Wilkes
Richard T. Wilkes

STATE OF IDAHO)
) ss.
County of Ada)

BE IT REMEMBERED That on this 7th day of December, 1961, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared THOMAS E. WILKES, ILA M. WILKES and RICHARD T. WILKES, who are personally known to me to be the three persons whose names are signed to and who executed the foregoing Articles of Incorporation, and who, being first duly sworn, acknowledged to me that they executed the said Articles of Incorporation in triplicate for the uses therein set forth as such incorporators.

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

James A. Wilkes
Notary Public for Idaho
Residence: Boise, Idaho