



DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, Walter H. Toberman, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of

as the same appears on file _____ *in this office.*



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this

_____ *day of* _____ *A. D.,*

Nineteen Hundred and _____ *.*

SECRETARY OF STATE

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that _____

WESTERN AUTO SUPPLY COMPANY

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment (1) increasing the authorized shares

From 100,000 shares Preferred Stock, @ \$100.00 per value
2,500,000 shares of common stock, @ \$10.00 per value

To: 100,000 shares Preferred Stock, @ \$100.00 per value
6,000,000 shares of common stock, @ \$5.00 per value;
(2) decreasing the number of directors from nine to seven,

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of

(SEAL)

Jefferson, this 20th day of November, A. D. 1956

Walter H. Toberman

Secretary of State.

Chief Clerk.

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

WESTERN AUTO SUPPLY COMPANY

Pursuant to the provisions of The General and Business Corporation Law of Missouri, as amended, Western Auto Supply Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Corporation"), for the purpose of amending its Articles of Incorporation, does hereby certify as follows:

(a) The name of the Corporation is:

WESTERN AUTO SUPPLY COMPANY

(b)(1) The following amendment was duly adopted by resolution of the Board of Directors and was submitted to a vote at a special meeting of stockholders of the Corporation held on November 20, 1956, pursuant to notice given in accordance with law and the By-Laws of the Corporation to each stockholder of record entitled to vote at such meeting, and was adopted by the affirmative vote of a majority of the outstanding shares of Common Stock, being also the affirmative vote of a majority of the outstanding shares entitled to vote at such special meeting:

RESOLVED that the Articles of Incorporation of the Corporation, as heretofore amended, be further amended so as

(1) to increase the aggregate number of shares which the Corporation has authority to issue from 2,600,000 (consisting of 100,000 shares of Preferred Stock of the par value of \$100 per share and 2,500,000 shares of Common Stock of the par value of \$10 per share) to 6,100,000 shares to consist of 100,000 shares of Preferred Stock of the par value of \$100 per share and 6,000,000 shares of Common Stock of the par value of \$5 per share, and

(2) to reclassify each of the shares of Common Stock of the par value of \$10 per share, including issued shares and authorized but unissued shares, into two shares of Common Stock of the par value \$5 per share.

RESOLVED that the number and par value of the shares of Preferred Stock and the preferences, qualifications, limitations, restrictions, and the special or relative rights of the shares of Preferred Stock remain unchanged and unaffected by this amendment, and that the terms, characteristics and powers of the shares of Common Stock remain unchanged and unaffected by this amendment, except as set forth above.

(b)(2) The number of shares voted for such amendment was 1,312,578 and the number of shares voted against such amendment was 10,057.

(c)(1) The following amendment was duly adopted by resolution of the Board of Directors and was submitted to a vote at the special meeting of stockholders of the Corporation held on November 20, 1956, pursuant to notice given in accordance with law and the By-Laws of the Corporation to each stockholder of record entitled to vote at such meeting, and was adopted by the affirmative vote of a majority of the outstanding shares entitled to vote at such special meeting:

RESOLVED that Article Fifth of the Articles of Incorporation, as heretofore amended, be further amended, to read as follows:

"FIFTH: That effective with the Annual Meeting to be held in 1957, the Board shall consist of seven (7) shareholders at least one of whom shall be a bona fide citizen and resident of the State of Missouri."

(c)(2) The number of shares voted for such amendment was 1,308,081 and the number of shares voted against such amendment was 12,993.

(d) The number of shares authorized by the Articles of Incorporation of the corporation, dated November 7, 1914, were 20,000 shares of the par value of \$1 each. By subsequent increases or reductions, the number of shares were changed to 2,500,000 shares of Common Stock of the par value of \$10 per share and 100,000 shares of Preferred Stock of the par value of \$100 per share. The authorized shares are changed and increased by such amendment as stated in paragraph (g) hereof.

(e) The 2,600,000 shares heretofore authorized consist of 2,500,000 shares of Common Stock of the par value of \$10 per share and 100,000 shares of Preferred Stock of the par value of \$100 per share.

(f) 1,502,736 shares of Common Stock of the par value of \$10 per share and 48,000 shares of Preferred Stock of the par value of \$100 per share are issued and outstanding.

(g) The authorized shares are increased to 6,100,000 consisting of 6,000,000 shares of Common Stock of the par value of \$5 per share and 100,000 shares of Preferred Stock of the par value of \$100 per share, of which 3,005,472 shares of the Common Stock and 48,000 shares of Preferred Stock will be issued and outstanding.

(h) The presently outstanding certificates representing shares of Common Stock (\$10 par) will continue to represent the same number of shares of Common Stock (\$5 par) as are indicated by the denomination of each such certificate and new certificates for an equal number of shares of Common Stock (\$5 par) will be issued to the shareholders.

IN WITNESS WHEREOF, WESTERN AUTO SUPPLY COMPANY, has caused this Certificate of Amendment to be executed in duplicate, acknowledged and sworn to by Paul E. Connor (its President) the Chairman of said special meeting of stockholders, and attested by Everett A. TenBrook (its Secretary), and its corporate seal to be hereunto affixed by said Everett A. TenBrook (its Secretary), all on this 20th day of November, 1956.

WESTERN AUTO SUPPLY COMPANY

By _____ PAUL E. CONNOR
Paul E. Connor,
Chairman of the Meeting and President

ATTEST:

EVERETT A. TENBROOK
Everett A. TenBrook, Secretary

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

On this 20th day of November, 1956, before me, the undersigned, appeared Paul E. Connor, to me personally known, who, being by me duly sworn, did say that he is President of Western Auto Supply Company, a Missouri corporation, and was the Chairman of the special meeting of its stockholders referred to in the foregoing Certificate of Amendment, and that the seal affixed to said Certificate is the corporate seal of said Corporation, and that said Certificate was signed and sealed in behalf of said Corporation by authority of its Board of Directors, and said Paul E. Connor acknowledged said Certificate to be the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in the County of Jackson, Missouri, the day and year last above written.

FERN BRIZENDINE

Notary Public

(Notarial Seal)

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

The undersigned, Paul E. Connor, being duly sworn, upon his oath did say he is President of Western Auto Supply Company, a Missouri corporation, and was the Chairman of the special meeting of its stockholders referred to in the foregoing Certificate of Amendment at which the amendments therein set forth were adopted, and that the statements and matters set forth in said Certificate are true and correct.

PAUL E. CONNOR

Paul E. Connor
Chairman of the Meeting and President

Subscribed and sworn to before me this
20th day of November, 1956.

FERN BRIZENDINE

Notary Public

(Notarial Seal)