

State of Delaware



JAN 16 12 31 PM '84  
DELAWARE

## Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "FIRESTONE STORES OF IDAHO FALLS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IDAHO, MERGING WITH AND INTO "FIRESTONE STORES OF IDAHO FALLS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "FIRESTONE STORES OF IDAHO FALLS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 1983, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in black ink.

Glenn C. Kenton, Secretary of State

831510771

AUTHENTICATION:

10037406

DATE:

08/15/1983

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 31th day of March, 1983, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between FIRESTONE STORES OF IDAHO FALLS, INC., a Delaware corporation, and FIRESTONE STORES OF IDAHO FALLS, INC., an Idaho corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation and

WHEREAS, said FIRESTONE STORES OF IDAHO FALLS, INC., a corporation organized under the laws of the State of Delaware by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on February 25, 1983, and has been processed for recording in the office of the Recorder of Deeds for the County of New Castle, has an authorized capital stock consisting of One Thousand Seven Hundred Fifty (1,750) common shares of no par value, of which stock Zero shares (-0-) are issued and outstanding; and

WHEREAS, said FIRESTONE STORES OF IDAHO FALLS, INC., a corporation organized under the laws of the State of Idaho by its certificate of incorporation which was filed in the office of the Secretary of State of Idaho, on September 18, 1959, has an authorized capital stock consisting of One Thousand Seven Hundred Fifty (1,750) shares of the par value of One Hundred Dollars (\$100.00) each, all of one class, amounting in the aggregate to One Hundred Seventy-Five Thousand Dollars (\$175,000) of which stock all authorized shares are now issued and outstanding; and

WHEREAS, the registered office of said FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of the discontinuing FIRESTONE STORES OF IDAHO FALLS, INC. in the

State of Idaho is located at 300 North 6th Street, in the City of Boise, County of Bonneville, and the name of its registered agent thereat is CT Corporation System; and

WHEREAS, the Board of Directors of each constituent corporation has adopted a resolution approving this agreement of merger by unanimous written consent; and

WHEREAS, the holders of all One Thousand Seven Hundred Fifty shares of capital stock of FIRESTONE STORES OF IDAHO FALLS, INC., the Idaho corporation, have approved this agreement by unanimous written consent, and no vote of the shareholders of FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, is required pursuant to Section 251(f) of the Delaware General Corporation Law.

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: FIRESTONE STORES OF IDAHO FALLS, INC., the Delaware corporation, hereby merges FIRESTONE STORES OF IDAHO FALLS, INC., the Idaho corporation, with and into itself and said FIRESTONE STORES OF IDAHO FALLS, INC., the discontinuing Idaho corporation, shall be and hereby is merged with and into FIRESTONE STORES OF IDAHO FALLS, INC., the Delaware corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of FIRESTONE STORES OF IDAHO FALLS, INC., the discontinuing Idaho corporation into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into One (1) share of common stock of the surviving corporation.

(b) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on April 30, 1983.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the

surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.


FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of each party hereto.

FIRESTONE STORES OF IDAHO FALLS, INC.  
(A Delaware Corporation)

By   
J. N. Fisher, Vice-President

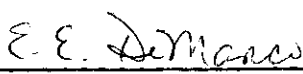
ATTEST:

By   
E. E. DeMarco  
Assistant Secretary

FIRESTONE STORES OF IDAHO FALLS, INC.  
(An Idaho Corporation)

By   
J. N. Fisher, Vice-President

ATTEST:

By   
E. E. DeMarco  
Assistant Secretary

I, E. E. DeMARCO, Assistant Secretary of FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of FIRESTONE STORES OF IDAHO FALLS, INC., the discontinuing Idaho corporation, was duly adopted pursuant to subsection (f) of Section 251 of Title 8 of the Delaware Code of 1953, without any vote of the stockholders of the surviving corporation; and that the Agreement of Merger does not amend in any respect the certificate of incorporation of the surviving corporation, and no shares of stock of FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, were issued and outstanding immediately prior to the effective date of the merger; and that the Plan of Merger as set forth in the Agreement of Merger was thereby adopted by action of the Board of Directors of said FIRESTONE STORES OF IDAHO FALLS, INC., the surviving Delaware corporation, and is the Agreement of Merger the duly adopted agreement and act of the said corporation.

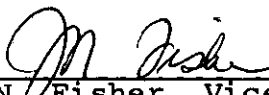
WITNESS my hand this 31th day of March, 1983.

E. E. DeMarco

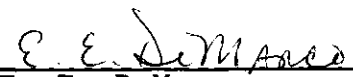
E. E. DeMarco, Assistant Secretary

THE ABOVE AGREEMENT OF MERGER dated March 31, 1983 between  
FIRESTONE STORES OF IDAHO FALLS, INC., a Delaware corporation,  
and FIRESTONE STORES OF IDAHO FALLS, INC., an Idaho corporation,  
a true and correct copy of which is attached hereto, having been  
executed on behalf of each corporate party thereto, and having  
been adopted separately by each corporate party thereto, in  
accordance with the provisions of the General Corporation Law of  
the State of Delaware and the Business Corporation Act of the  
State of Idaho, the President or Vice-President of each corporate  
party thereto does now hereby execute the said Agreement of Merger  
and the Secretary or Assistant Secretary of each corporate party  
thereto does now hereby attest the said Agreement of Merger, as  
the respective act, deed and agreement of each of said corpora-  
tions, on this 31th day of March, 1983.

FIRESTONE STORES OF IDAHO FALLS, INC.  
(A Delaware Corporation)

By   
J. N. Fisher, Vice-President

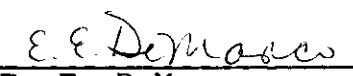
ATTEST:

By   
E. E. DeMarco  
Assistant Secretary

FIRESTONE STORES OF IDAHO FALLS, INC.  
(An Idaho Corporation)

By   
J. N. Fisher, Vice-President

ATTEST:

By   
E. E. DeMarco  
Assistant Secretary

Pursuant to Section 30-1-77 of the Corporation Laws of the State of Idaho, FIRESTONE STORES OF IDAHO FALLS, INC. (a Delaware close corporation) hereby agrees to the following:

- (a) That it may be served with process in Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;
- (b) That it irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and
- (c) That it will promptly pay to the dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under provisions of this act with respect to the rights of dissenting shareholders.

FIRESTONE STORES OF IDAHO FALLS, INC. *ay*  
(A Delaware Corporation)

By *JN Fisher*  
J. N. Fisher, Vice President

ATTEST:

By *EE DeMarco*  
E. E. DeMarco  
Assistant Secretary

AMY:4344C/s



STATE OF OHIO           )  
                              ) ss:  
COUNTY OF SUMMIT       )

I, Barbara Owensby, a Notary Public, do hereby certify that on this 31st day of March, 1983, personally appeared before me Elizabeth E. DeMarco, who, being by me first duly sworn, declared that she is the Assistant Secretary of FIRESTONE STORES OF IDAHO FALLS, INC. (a Delaware corporation), that she signed the foregoing documents as Assistant Secretary of the Corporation, and that the statements therein contained are true.

  
Barbara Owensby

My commission expires:  
BARBARA L. OWENSBY  
Notary Public for the State of Ohio  
My Commission Expires August 19, 1987

---

AMY:4313C/j

STATE OF OHIO            )  
                              ) ss:  
COUNTY OF SUMMIT        )

I, Barbara Owensby, a Notary Public, do hereby certify that on this 31st day of March, 1983, personally appeared before me Elizabeth E. DeMarco, who, being by me first duly sworn, declared that she is the Assistant Secretary of FIRESTONE STORES OF IDAHO FALLS, INC. (an Idaho corporation), that she signed the foregoing documents as Assistant Secretary of the Corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Barbara Owensby

My commission expires:

BARBARA L. OWENSBY  
Notary Public for the State of Ohio  
My Commission Expires August 19, 1987  
\_\_\_\_\_

AMY:4313C/j