

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
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

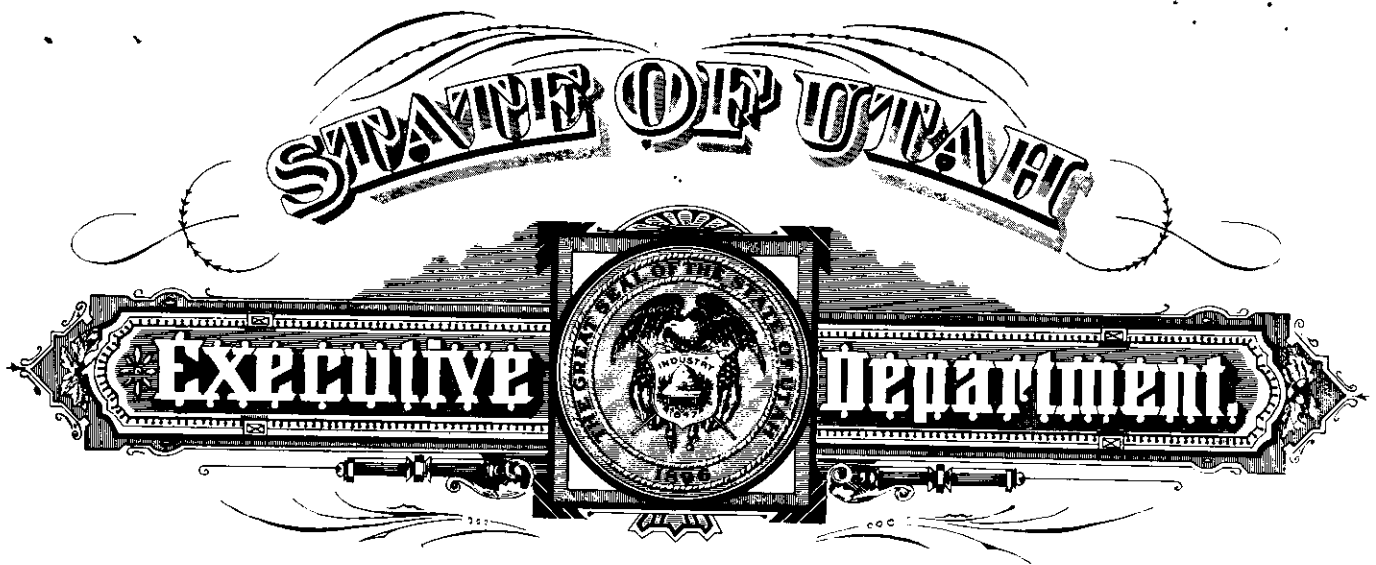
QUINNEY'S INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **31st** day of **May** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **31st** day of **May** 19**66**, a designation of **Steven E. Quinney** in the County of **Oneida** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **31st** day of **May**, A.D. 19**66**.

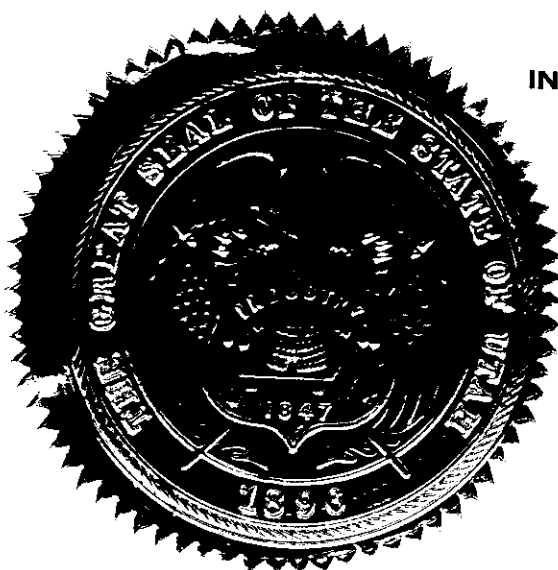
Secretary of State.



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct
copy of the Articles of Incorporation and all Amendments to the
Articles of Incorporation of QUINNEY'S MENDENHALL'S OF TREMONTON,
INC. with the last amendment changing its name to QUINNEY'S INC.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty-sixth DAY OF

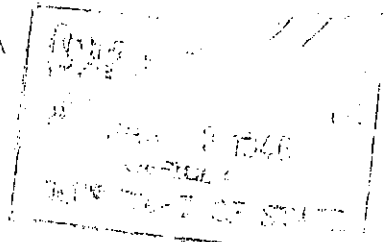
April 19 66

Clyde L. Miller
SECRETARY OF STATE

BY [Signature]
DEPUTY

24333

James R. Roney Jr.
Not Notary
City



ARTICLES OF INCORPORATION
OF
MENDENHALL'S OF TREMONTON, INC.

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BEFORE ME, NOTARY PUBLIC, THESE PERSONS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and in pursuance of the laws thereof, have agreed and do hereby certify as follows:

ARTICLE I

Name

The name of this corporation shall be "MENDENHALL'S OF TREMONTON, INC."

ARTICLE II

Incorporators

The names of the incorporators and their places of residence are:

<u>Name</u>	<u>Place of Residence</u>
Lucille M. Mendenhall	Salt Lake City, Utah
Iceland A. Roswell	Salt Lake City, Utah
Spencer Mendenhall	Salt Lake City, Utah
Rayard W. Mendenhall, Jr.	Salt Lake City, Utah
Edward Quinney	Tremonton, Utah

ARTICLE III

Term of Existence

The term for which this corporation shall exist is ninety-nine years from the date of its incorporation, unless sooner dissolved according to law.

ARTICLE IV

Purposes and Powers

Section 1. The purposes and pursuits of business which it is agreed shall be carried on by this corporation are as follows:

A. To buy, sell, exchange, manufacture, distribute and otherwise deal in parts, accessories, machinery, equipment, oils, paints and greases of every kind and description for use on and in the repair of automobiles and other motor vehicles.

B. To carry on a general wholesale and merchandising business, dealing particularly, but not exclusively in parts, accessories, machinery, equipment, oils, paints and greases of every

nature and description for use on or in the repair of automobiles and other motor vehicles.

C. To carry on a business as factory agent or representative, commission merchant and jobber, dealing particularly, but not exclusively in parts, accessories, machinery, equipment, oils, paints and greases of every kind, nature and description for use on or in the repair of automobiles and other motor vehicles.

D. To open stores, offices and agencies in the State of Utah and elsewhere in the United States for the purpose of carrying on and transacting the business which this corporation is empowered to do.

E. To negotiate for and enter into contracts with individuals, partnerships and other corporations, or otherwise, in the furtherance of the purposes of this corporation and to do any and all things a co-partnership or natural person could do or exercise and which now, or hereafter may be authorized by law.

F. To acquire by purchase, lease, exchange or otherwise land and buildings of any character or description wherever located and any estate or interest therein and any rights over or connected with lands necessary or useful in carrying out the purposes of this corporation, and to construct thereon buildings, houses, factories, offices, warehouses, shops, works and conveniences of all kinds.

G. To acquire, hold, sell or otherwise dispose of shares, stocks, debentures, bonds, obligations and securities of this and any other corporation, government or public body in furtherance of the purposes of this corporation and subject to law.

H. The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific, general 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 therewith and not herein expressly prohibited are hereby included.

Section 2. In connection with the above referred pursuits and businesses this corporation shall have power to carry on other operations incidental to the pursuits mentioned, and shall have and exercise all powers conferred upon corporations generally and

particularly those powers conferred upon corporations for securing any profit by the laws of the State of Utah, and shall have power to do any and all of the things hereinbefore set forth to the same extent as natural persons could or might do.

ARTICLE V

Place of Business

The principal place of business of this corporation shall be at Salt Lake City, Utah, but it may also carry on its business elsewhere in the State of Utah or any other State of the United States.

ARTICLE VI

Capital Stock

Section 1. The capital stock of this corporation shall be Twenty Five Thousand and no/100 (\$25,000.00) Dollars, divided into Two Thousand Five Hundred (2,500) Shares of the par value of Ten and no/100 (\$10.00) Dollars each.

Section 2. The amount of the capital stock to which each of the parties hereto has subscribed is as follows:

<u>Name</u>	<u>Shares</u>	<u>Amount</u>
Lucille M. Mendenhall	1	10.00
Leland A. Boswell	1	10.00
Spence Mendenhall	1	10.00
Bayard W. Mendenhall, Jr.	1	10.00
Edward Quinney	1	10.00

Section 3. The remaining Two Thousand Four Hundred Ninety Five (2,495) Shares of stock of this corporation may be issued, allotted and sold from time to time, in such amount and for such consideration as may be determined by the Board of Directors. The capital stock of this corporation shall be non-assessable.

Section 4. The number of shares with which this corporation will commence business shall be Five Hundred Five (505) Shares.

ARTICLE VII

Officers and Directors

Section 1. There shall be a board of Five Directors of this corporation. Each Director must be a stockholder of the corporation. The Directors shall be elected at the annual meeting of the stockholders. They shall hold office for a period of one year or until their successors are duly elected and have qualified. Any

Director may hold any other office in the corporation. Three members of the Board of Directors shall constitute a quorum to transact the business of the corporation and to exercise its corporate powers. Should a vacancy occur for any reason in the Board of Directors the remaining Directors may appoint a successor to hold office during the unexpired term of his predecessor in office. The following shall constitute the first Board of Directors of the corporation:

Luella M. Mendenhall
Leland A. Boswell
Spence Mendenhall
Bayard W. Mendenhall, Jr.
Edward Quinney

Section 2. The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Any of the offices of President, Vice-President, Secretary and Treasurer may be held by the same person, except that the office of President and Vice-President may not be held by the same person at the same time. The officers shall be appointed by the Board of Directors and shall hold office until removed by the Board or until their successors have been duly appointed and have qualified. Until their removal or until their successors have been appointed and have qualified, the following shall hold the offices specified:

Luella M. Mendenhall	President
Leland A. Boswell	Vice-President
Spence Mendenhall	Secretary-Treasurer

Section 3. The Board of Directors may from time to time appoint such other subordinate officers as may be deemed by them necessary for the proper conduct of the business of the corporation.

Section 4. Any officer or Director may resign from his office by handing his written resignation to the President or Secretary of the corporation, and such resignation shall be effective as of the date of delivery.

ARTICLE VIII

Meetings

Section 1. The annual meeting of the stockholders shall be held on the Second Monday in February of each year at the hour of

ten o'clock A. M. of said day at the office of the corporation in Salt Lake City, Utah. The first annual meeting shall be held on the Second Monday in February in the year 1943. No notice need be given to stockholders of the annual meeting.

Section 2. Voting at the annual meeting or any meeting of the stockholders may be in person or by written proxy, and the owner of each share of issued and outstanding stock as shown by the books of the company shall be entitled to one vote.

Section 3. Special meetings of the stockholders may be called by the Board of Directors or by the holders of a majority of the issued and outstanding stock of the corporation. Notice of any such meeting shall be given by registered mail at least ten days before the time of the holding of such meeting to each of the holders of the stock of the corporation, as shown by the books of the company.

Section 4. Meetings of the Board of Directors of the corporation may be held for the transaction of any business of the corporation at such place, either within or outside the State of Utah, as the Board of Directors may by resolution from time to time determine.

ARTICLE IX

The private property of the stockholders of this corporation shall not be liable for the obligations of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of December, 1945.

Lowell M. Mendenhall
William M. Bower
Spence Mendenhall
Edward Quinsey
Edward M. Mendenhall

STATE OF UTAH :
COUNTY OF SADE LAKE :

LUCILLA M. MENDENHALL, LINDA A. BOWELL and SPENCE MENDENHALL
being first duly sworn, on oath depose and say: That they are
three of the incorporators mentioned in the foregoing agreement;
that it is their bona fide intention to commence and carry on the
business mentioned in the foregoing Agreement; that they verily
believe that each party to this Agreement has paid, or is able to
and will pay, the amount of the capital stock subscribed for by
him; that at least ten per cent of the capital stock subscribed
by each stockholder and not less than ten per cent of the capital
stock of the corporation has been paid in.

Lucilla M. Mendenhall
Linda A. Bowell
Spence Mendenhall

Subscribed and sworn to before me this 3rd day of December
1945.

[Signature]
Notary Public, Residing
at Salt Lake City, Utah

My Commission expires:

Sept. 30, 1948

Filing Fee: \$20.00

File in DUPLICATE ORIGINALS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

MENDENHALL'S OF TREMONTON, INC.

LEWIS & TORRENTO
Secretary of State

57

Pursuant to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is MENDENHALL'S OF TREMONTON, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on MARCH 1, 1963, in the manner prescribed by the Utah Business Corporation Act:

(Insert or attach Amendment)

ARTICLE I: "Name" is hereby amended to read: The name of this Corporation shall be "Quinney's Mendenhall's of Tremonton, Inc."

ARTICLE V: "Place of business" is hereby amended to read: The principle place of business of this Corporation shall be Tremonton, Utah, but it may also carry on its business elsewhere in the State of Utah, or any other State of the United States.

ARTICLE VIII: "Meetings," Section 1, is hereby amended to read: The annual meeting of the stockholders shall be held on the second Monday in February of each year at the hour of ten o'clock A.M. of said day, at the office of the Corporation in Tremonton, Utah. The first annual meeting shall be held on the second Monday in February in the year 1946, No notice need be given the stockholders of the annual meeting.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 12,504; and the number of shares entitled to vote thereon was 12,504.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>CLASS</u>	(Note 1)	<u>NUMBER OF SHARES</u>
NONE		

FIFTH: The number of shares voted for such amendment was 12,504; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>CLASS</u>	(Note 1)	<u>NUMBER OF SHARES VOTED</u>	
		<u>For</u>	<u>Against</u>
NONE			

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (note 2)

NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (Note 2)

NO CHANGE

Dated MARCH 1, 1963

QUINNEY'S MENDENHALL'S OF TREMONTON, (Note 3)

By Edmund G. Quinney
Its President

(Note 4)

and William L. Quinney
Its Sec. & Treas.

STATE OF UTAH
COUNTY OF Be. Elder } SS

I, Ronald G. Stenquist, a notary public, do hereby certify that on this 13th day of January, 1964, personally appeared before me Edmund G. Quinney, who, being by me first duly sworn, declared that he is the President of Quinney's Mendenhall's of Tremonton that he signed the foregoing document as President

_____ of the corporation, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this 13th day of January, A. D. 1964.

My commission expires 7-21-67.

Donald H. Stanger
Notary Public

- Notes:
1. If inapplicable, insert "None".
 2. If inapplicable, insert "No change".
 3. Exact corporate name of corporation adopting the Articles of Amendment.
 4. Signatures and titles of officers signing for the corporation.

18 day of February, 1966

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STATE
1966 APR 12 26 10 58

CLYDE L. BLANK
Secretary of State
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF THE

MENDENHALL'S OF TREMONTON, INC.

WHEREAS, the above named Corporation has filed previously and then again on later date has filed an Amendment to change the name, does now on this date make another amendment to change the name once more.

The Name of Mendenhall's of Tremonton, Inc. was changed to "Quinney's Mendenhall's of Tremonton, Inc." and now the name is to be changed to "QUINNEY'S INC."

NOW THEREFORE:

Pursuant to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendment of the Articles of Incorporation was adopted by the shareholder of the Corporation on December 27, 1965, in the manner prescribed by the Utah Business Corporation Act:

ARTICLES I NAME

The name of the Incorporation is hereby amended to read:
"The name of this corporation shall be
"QUINNEY'S INC."

All other articles of incorporation to remain the same.

This amendment was made after a resolution duly passed by the Board of Directors after unanimous vote by a duly consituted quorum at their last annual meeting.

1 Date this 25th day of February, 1966

2 Quinney's, Mendenhall's of Tremonton, Inc.

3 By: E. G. Quinney
4 E. G. Quinney, President

5 Steven E. Quinney
6 Steven Quinney, Vice President

7 Maxine C. Quinney
8 Maxine Quinney, Sec. - Treas.

9 STATE OF UTAH)

10 COUNTY OF BOX ELDER) ss

11 I, Mervin E. Holt, a Notary Public, do hereby certify that
12 on this 25th date of February, 1966 personally appeared before
13 me, E. G. Quinney, Steven Quinney and Maxine Quinney, who
14 being by me first duly sworn, declared that they officers of
15 the above named corporation, and that they signed the foregoing
16 document as the president, vice president and sec. tres.
17 respectively of the above named incorporation, and that the
18 statements contained therein are true.

19 In witness whereof I have hereunto set my hand and seal
20 this 25th day of February, A. D., 1966.

21 Mervin E. Holt
22 Notary Public

23 My Commission expires July 29, 1966.
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