

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RIRIE AUTO PARTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RIRIE AUTO PARTS, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *June 28, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

JUN 28 8 43 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RIRIE AUTO PARTS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be RIRIE AUTO PARTS, INC.

ARTICLE II

PURPOSE

(A) To engage in the retail sale of automotive parts, retail automotive repair, and retail autobody repair, together with anything incidental or beneficial to those activities.

(B) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises on or to real or personal property.

(C) To incur debts for any lawful purpose and to raise, borrow and secure the payment of money in any lawful manner, including, but not limited to bonds, debentures, and/or any other negotiable or nonnegotiable instrument, all of which may be secured or unsecured.

(D) To sue and be sued, appear and complain and defend in any court of law and equity or before any board, commission or tribunal.

(E) To employ persons and appoint such officers as the business of the corporation may require; and, in connection therewith, create, carry out, abolish, revise, amend, and/or alter

pension plans, profit sharing plans, medical plans, insurance plans, and recreational plans and/or facilities at the corporation's expense and/or upon such other terms and conditions as may be determined by the Board of Directors.

(F) To acquire and carry on all or any part of the business or property of any corporation engaged in a business similar to that authorized to be conducted by this corporation, and to undertake in connection therewith, any liability of any person, firm, association or corporation described as aforesaid.

(G) To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(H) To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 203 Main Street, Ririe, Idaho, 83443. The name of the registered agent is David T. Adams, Box 444, Ririe, Idaho, 83443.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The amount of the total authorized capital stock of this corporation is Five Hundred Thousand Dollars (\$500,000), which shall be evidenced by shares having a par value of One Hundred Dollars (\$100.00). This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

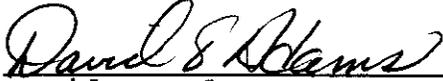
<u>NAME</u>	<u>ADDRESS</u>	<u>AMT. OF STOCK SUBSCRIBED</u>
DAVID T. ADAMS	Box 444 Ririe, Idaho 83443	One (1) Share
GAYLEEN ADAMS	Box 444 Ririe, Idaho 83443	One (1) Share
ROBERT JOHNSON	Box 441 Ririe, Idaho 83443	One (1) Share
KRISTY JOHNSON	Box 441 Ririe, Idaho 83443	One (1) Share

ARTICLE IX

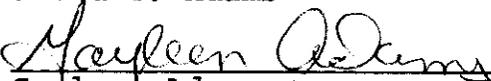
BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
DAVID T. ADAMS	Box 444 Ririe, Idaho 83443
GAYLEEN ADAMS	Box 444 Ririe, Idaho 83443
ROBERT JOHNSON	Box 441 Ririe, Idaho 83443
KRISTY JOHNSON	Box 441 Ririe, Idaho 83443

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 24 day of June, 1982.



David T. Adams



Gayleen Adams



Robert Johnson



Kristy Johnson

STATE OF IDAHO)
) ss
County of Jefferson)

On this 24 day of June, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared David T. and Gayleen Adams, and Robert and Kristy Johnson, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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 acknowledgement first above written.

(seal)



Notary Public for Idaho
Residing at Rigby, Idaho
Non-expiring Commission