

(Non-Profit ~~Stock~~ Corporation)

Articles of Incorporation Extending Corporate Term OF

NATIONAL AUTOMOTIVE PARTS ASSOCIATION

These Articles of Incorporation are made, signed and acknowledged by the president ~~(as vice president)~~ and the secretary ~~(as assistant secretary)~~ of NATIONAL AUTOMOTIVE PARTS

ASSOCIATION, a non-profit corporation, without a stock ~~corporation~~ organized under the laws of the State of Michigan, for the purpose of extending the corporate term of said corporation pursuant to the provisions of Section (60 or 61, as the case may be) of Act No. 327 of the Public Acts of Michigan of 1931, known as the Michigan General Corporation Act, as follows:

ARTICLE I

The name of this corporation is NATIONAL AUTOMOTIVE PARTS ASSOCIATION

ARTICLE II

The purpose or purposes of this corporation are as follows:

To better the cooperation between the manufacturers of automotive parts and the parts stations who do the distributing.
The developing of better merchandising methods.
To improve the parts stations condition in general.

In general, to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan and with all the powers conferred upon corporations by the laws of the State of Michigan.

ARTICLE III

Location of the corporation is Detroit, In the County of Wayne, State of Michigan

Postoffice address of registered office in Michigan is 705 Fox Building, Detroit, Michigan.

ARTICLE IV

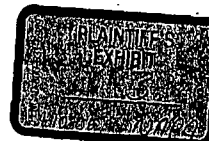
The total authorized capital stock is none.

(1) ~~Unfunded~~ ~~Common~~ ~~Preferred~~

and/or one of (2) ~~Unfunded~~ ~~Common~~ without preference.

(3) The following is a description of each class of stock of the corporation with the voting power, preference and rights and the qualifications, limitations or restrictions thereof:

SCF-NAPA-0300



The amount of paid-in capital of this corporation is \$

ARTICLE V

members of this Association, are
The names and places of residence or business of each of the shareholders and the number and class of shares held or subscribed for by each is as follows: as follows:

Name	Residence or Business Address	Number of Shares		
		Common	Preferred	Non-Vot
Genuine Parts Company	Atlanta, Ga.			
Lawson Auto Parts Company, Inc.	Birmingham, Ala.			
Campbell Motor Parts Corporation	Boston, Mass.			
Unit Parts Corporation	Buffalo, N. Y.			
Standard Unit Parts Corporation	Chicago, Ill.			
The Automotive Parts Co.	Columbus, Ohio			
Motor Parts Depot, Inc.	Dallas, Texas			
Denver Gear & Parts Company	Denver, Colo.			
Standard Motor Parts Company	Des Moines, Ia.			
Automotive Parts Corporation	Detroit, Mich.			
Central Motor Parts Co., Inc.	Indianapolis, Ind.			
NAPA Jacksonville Warehouse	Jacksonville, Fla.			
General Auto Parts Company	Kansas City, Mo.			
Colyear Motor Sales Company	Los Angeles, Calif.			
Motor Parts Depot, Inc.	Louisville, Ky.			
Standard Parts Corporation	Memphis, Tenn.			
Standard Unit Parts Company	Minneapolis, Minn.			
National Automotive Parts Warehouse, Inc.	New York, N. Y.			
Brittain Brothers	Oklahoma City, Okla.			
Motor Parts Company	Omaha, Nebr.			
Quaker City Motor Parts Company	Philadelphia, Pa.			
NAPA Pittsburgh Warehouse, Inc.	Pittsburgh, Pa.			
NAPA Richmond Warehouse	Richmond, Va.			
Mendenhall Auto Parts Company	Salt Lake City, Utah			
Authorized Motor Parts Corporation	St. Louis, Mo.			
Unit Parts Syracuse Corporation	Syracuse, N. Y.			

ARTICLE VI

The names and addresses of the board of directors are as follows:

Name	Address
E. S. Baldwin	Columbus, Ohio
J. H. Baldwin	Indianapolis, Ind.
A. F. Baxter	Buffalo, N. Y.
R. W. Booser	Indianapolis, Ind.
H. A. Bradley, Jr.	Philadelphia, Pa.
Carlyle Fraser	Atlanta, Ga.
R. J. Harris	Minneapolis, Minn.
Henry Lansdale	Detroit, Mich.
W. W. Martin	Pittsburgh, Pa.
J. R. McCoy	Philadelphia, Pa.
O. W. McIninch	Omaha, Nebr.
F. E. Nelen	Los Angeles, Calif.
R. L. Turner	Atlanta, Ga.

ARTICLE VII

The term of this corporation is fixed at Ten years from the 25th day of April
A. D. 1945.

ARTICLE VIII

IN WITNESS WHEREOF the said president (~~or vice-president~~) and secretary (~~or assistant secretary~~) of said corporation, pursuant to appropriate proceedings of the shareholders, a copy of which, certified by the secretary and verified by his oath is appended hereto, have made, signed and acknowledged these Articles of Incorporation this 12th and 13th day of April, A. D. 1945, respectively.

E. S. Baldwin
President (~~or Vice-President~~)
Henry Lansdale
Secretary (~~or Assistant Secretary~~)

OHIO
STATE OF ~~MICHIGAN~~
County of Franklin) ss.

On this 12th day of April, A. D. 1945, before me, a Notary Public in and for said county, personally appeared E. S. Baldwin, President (~~or Vice-President~~) and Secretary (~~or Assistant Secretary~~) of NATIONAL AUTOMOTIVE PARTS ASSOCIATION, the corporation mentioned in the foregoing instrument, to me known and known to me to be such officers of said corporation, and who executed the foregoing instrument and ~~acknowledged~~ acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Betty Allen
Notary Public.
(BETTY ALLEN) Notary Public
~~My commission expires~~ MY COMMISSION EXPIRES MAR-1, 1948.

(NOTE: The statute does not contemplate that articles extending corporate term shall be used as a vehicle for any amendment of the corporate structure except term of existence.)

STATE OF MICHIGAN)
County of Wayne) ss.

On this 13th day of April, A.D., 1945, before me, a Notary Public in and for said county, personally appeared Henry Lansdale, Secretary of NATIONAL AUTOMOTIVE PARTS ASSOCIATION, the corporation mentioned in the foregoing instrument, to me known and known to me to be such officer of said corporation, and who executed the foregoing instrument and acknowledged that he executed the same freely and for the intents and purposes therein mentioned.

Arter Shusterman
Notary Public

~~My commission expires~~ My Commission Expires May 20, 1945.

ORIGINAL
Non-Profit ~~corporation~~ CORPORATION)
ARTICLES OF INCORPORATION
EXTENDING CORPORATE TERM

OF

NATIONAL AUTOMOTIVE PARTS ASSOCIATION

Under Act No. 327, Public Acts of 1931.

(This blank prepared by Michigan Corporation and
Securities Commission.)

RECEIVED
DETROIT OFFICE

APR 18 1945

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

RECEIVED
MICHIGAN CORPORATION AND
SECURITIES COMMISSION

FILED

APR 18 1945

This is to certify that the above is a
true copy of the original as filed in
this office.

Howard M. Warner

NOTARY PUBLIC
MICHIGAN CORPORATION AND
SECURITIES COMMISSION

dwg