

F96000000259

MANNING, FULTON & SKINNER, P.A.

ATTORNEYS AT LAW

RALEIGH, NORTH CAROLINA

GLENWOOD PLAZA

3605 GLENWOOD AVENUE

27612

P.O. Box 20389

ZIP CODE 27619-0389

AREA CODE 919

TELEPHONE 787-8880

LITIGATION FAX: 787-8902

REAL ESTATE FAX: 781-0811

CORPORATE FAX: 571-2504

www.mfslaw.com

HOWARD E. MANNING
CHARLES L. FULTON
WILLIAM P. SKINNER, JR.
JOHN B. McMILLAN
W. GERALD THORNTON
M. MARSHALL HAPPER III
MICHAEL T. MEDFORD
SAMUEL T. OLIVER, JR.
DAVID D. DAHL
CHARLES E. NICHOLS, JR.
BARRY D. MANN
JOHN C. DORSEY
WILLIAM C. SMITH, JR.
DEBORAH L. HILDEBRAN
STEPHEN T. BYRD

MICHAEL S. HARRELL
M. BRADLEY HARROLD
ALISON R. CATTON
DAVID T. PRYZWANSEY
CARY E. CLOSE
KRISTEN G. LINGG
TANYA D. VAN ROEKEL
THOMAS C. KILPATRICK
S. NICOLE TAYLOR
JUDSON A. WELBORN
SANDRA M. CLARE
RITCHIE W. TAYLOR
NICOLE S. LOEFFLER
LEANOR BAILEY HODGE
ANSLEY CHAPMAN CELLA

October 8, 2001

Florida Secretary of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Application for Certificate of Authority

Dear Sir or Madam:

Enclosed please find the Application(s) for Certificate(s) of Authority and the required filing fee(s). Please file the Application(s) and return the Certificate(s) of Authority to my attention at the above address.

If you have any questions regarding this filing, please do not hesitate to contact me personally.

With best regards, I am

Sincerely yours,

MANNING, FULTON & SKINNER P.A.



Ritchie W. Taylor

RWT/rh
Enclosures
304642

~~001-23819~~

N/C

V SHEPARD NOV 13 2001

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01 NOV -7 AM 11:39
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 16, 2001

RITCHIE W. TAYLOR
P.O. BOX 20389
RALEIGH, NC 27619-0389

SUBJECT: CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC.
Ref. Number: F96000000259

We have received your document for CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Section 607.1622(7) or 617.1622(7), Florida Statutes, provides that a corporation may file an additional updated annual report/uniform business report. The enclosed annual report/uniform business report form can be used for designating the current names and addresses of the officers, directors and/or registered agent of the corporation. Please note the applicable filing fee is \$61.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 401A00057217

RECEIVED
01 NOV -7 AM 9:20
DIVISION OF CORPORATIONS

MANNING, FULTON & SKINNER, P.A.

ATTORNEYS AT LAW

RALEIGH, NORTH CAROLINA

GLENWOOD PLAZA

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LEANOR BAILEY HODGE
ANSLEY CHAPMAN CELLA

October 19, 2001

Florida Secretary of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Reference Number: F96000000259; Letter Number: 401A00057217

Dear Velma Shepard:

Enclosed please find a copy of the Articles of Restatement of Carquest Auto Parts of Millville Paint, Inc. changing its name to Carquest Auto Parts of Race Track Rd. FL, Inc., as you requested. Also enclosed is a copy of the letter you sent to our office with the original filing. Per our telephone conversation of today's date, the previously submitted filing fee of \$43.75 will suffice for the filing of the Application for Amendment. Please file the Application and return the Certificate(s) of Authority to the attention of Ritchie W. Taylor at the above address.

Should you have further questions regarding this filing, please contact me. Thank you for your assistance with the matter.

With best regards, I am

Sincerely yours,

MANNING, FULTON & SKINNER P.A.

Robin L. Hudson

Robin L. Hudson
Corporate Paralegal

RWT/rh
Enclosures
306056

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC.

Name of corporation as it appears on the records of the Department of State.

2. North Carolina

Incorporated under laws of

3. 1/16/96

Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -7 AM 11:39

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 08/29/01

5. CARQUEST AUTO PARTS OF RACE TRACK RD. FL, INC.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. _____

New Jurisdiction


Signature

9/26/01
Date

CHARLES E. GARRISON
Typed or printed name

Secretary
Title



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

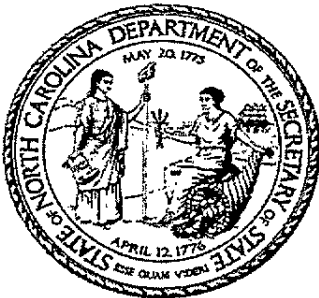
OF

CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC.

WHICH CHANGED ITS NAME TO

CARQUEST AUTO PARTS OF RACE TRACK RD. FL, INC.

the original of which was filed in this office on the 29th day of August, 2001.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of August, 2001

Elaine F. Marshall
Secretary of State

21 240 9035

SOSID: 0381020
Date Filed: 8/29/2001 1:45 PM
Elaine F. Marshall
North Carolina Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR BUSINESS CORPORATION

Pursuant to §55-10-07 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. ☐ These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. ☐ These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring shareholder approval. (Set forth a brief explanation of why shareholder approval was not required for such amendment.)

 - c. ☒ These Restated Articles of Incorporation contain an amendment requiring shareholder approval, and shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
4. If the Restated Articles of Incorporation contain an amendment providing for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself are as follows: None.

5. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 17th day of August, 20 01

CARQUEST AUTO PARTS OF MILLVILLE PAINT, INC.

Name of Corporation

CA

Signature

CHARLES E. GARRISON, Secretary

Type or Print Name and Title

NOTES:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised January 2000)
CORPORATIONS DIVISION

P.O. BOX 29622

(Form B-03)
RALEIGH, NC 27626-0622

RESTATED ARTICLES OF INCORPORATION
OF
CARQUEST AUTO PARTS OF RACE TRACK RD. FL, INC.

Pursuant to Section 55-10-07 of the General Statutes of North Carolina, the Corporation's Articles of Incorporation are restated as follows for purposes of carrying on the existing business of the Corporation

ARTICLE I

The name of the Corporation shall be CARQUEST AUTO PARTS OF RACE TRACK RD. FL, INC.

ARTICLE II

The Corporation shall have the authority to issue Thirty Thousand (30,000) common shares which shall be composed of Twenty-Eight Thousand (28,000) shares of Class A common stock having voting rights of One (1) vote per share and having a par value of Ten Dollars (\$10.00) per share, One Thousand (1,000) shares of Class B common stock having voting rights of Two (2) votes per share and having a par value of Ten Dollars (\$10.00) per share, and One Thousand (1,000) shares of Class C common stock having voting rights of One (1) votes per share and having a par value of Ten Dollars (\$10.00) per share. In all respects except as to voting rights, the Class A shares, Class B, and Class C shares shall hold all the same rights and privileges.

ARTICLE III

The street address and county of the registered office of the Corporation is: 2635 Millbrook Road, Raleigh, Wake County, North Carolina 27604 and the name of the registered agent is: Charles E. Garrison.

The mailing address of the registered office is: P.O. Box 26006, Raleigh, North Carolina 27611.

ARTICLE IV

The Shareholders of the Corporation, entitled to vote at an election of Directors, shall have the right to vote cumulatively.

ARTICLE V

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a Director with respect to (i) acts or omissions that the Director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of these Articles of Incorporation. As used in this Article, the term "improper personal benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a Director, officer, employee, independent contractor, attorney, or consultant of the Corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02(b)(3) or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the Corporation's Directors, such liability shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a charter or bylaw provision or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI

The number of Directors constituting the Board of Directors shall be Three (3) and the names and addresses of the persons who are to serve as Directors until the first meeting of the Shareholders or until their successors be elected and qualified are:

Frederic S. Kotcher
2635 Millbrook Road
Raleigh, NC 27604

Wayne D. Lavrack
2635 Millbrook Road
Raleigh, NC 27604

Charles E. Garrison
2635 Millbrook Road
Raleigh, NC 27604