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File Number 5685-657-9

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92575607

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF THE  
SECRETARY OF STATE



DEPT-01 RECORDING \$27.00  
TW5555 TRAN 9441 08/04/92 13:47:00  
#8121 # \*-92-575607  
COOK COUNTY RECORDER

**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF AUTOZONE, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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*Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22nd day of July A.D. 19 92 and of the Independence of the United States the two hundred and 17th



*George H Ryan*  
SECRETARY OF STATE

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323-35637

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Form **BCA-13.40**  
(Rev. Jan. 1991)

## APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

File # 5685-657-9

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

# FILED

JUL 22 1992

GEORGE H. RYAN  
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date 7/22/92

Filing Fee \$ 25.00

Approved [Signature]

Remit payment in check or money  
order, payable to "Secretary of State."

AUTOZONE, INC. which will do business in Illinois  
under the assumed name of AZO, INC.

1. (a) CORPORATE NAME: AUTOZONE, INC.
- (b) and, if change of name, NEW CORPORATE NAME: AUTOZONE, INC.

2. (a) State or Country of Incorporation: Nevada
- (b) Date of Incorporation: 11-25-91
- (c) Period of Duration: perpetual

3. (a) Address of principal office, wherever located: 3030 Poplar Avenue  
Memphis, TN 38111
- (b) Address of principal office in Illinois: None

# EXPEDITED

JUL 21 1992

4. Name and address of registered agent and registered office in Illinois: **SECRETARY OF STATE**
- Registered Agent: C T CORPORATION SYSTEM
- |                   |                       |                  |
|-------------------|-----------------------|------------------|
| <i>First Name</i> | <i>Middle Initial</i> | <i>Last name</i> |
|                   |                       |                  |
- Registered Office: c/o C T CORPORATION SYSTEM 208 S. La Salle Street
- |                |                 |                |
|----------------|-----------------|----------------|
| <i>Number</i>  | <i>Street</i>   | <i>Suite #</i> |
| <u>Chicago</u> | <u>60604</u>    | <u>Cook</u>    |
| <i>City</i>    | <i>Zip Code</i> | <i>County</i>  |

5. States and countries in which corporation is admitted or qualified to transact business:
- AL AZ AR CA CO FL GA IN IA KY LA MI MS MO NE NM NY NC OH OK SC TN TX  
UT VA WV WI & WY

6. Names and residential addresses of officers and directors:
- |           | Name                  | Number & Street | City | State | Zip Code |
|-----------|-----------------------|-----------------|------|-------|----------|
| President | PLEASE SEE ATTACHMENT |                 |      |       |          |
| Secretary |                       |                 |      |       |          |
| Director  |                       |                 |      |       |          |
| Director  |                       |                 |      |       |          |
| Director  |                       |                 |      |       |          |

If more than three, attach list.

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7. Purpose or purposes proposed to be pursued in transacting business in this State:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Nevada and permitted by the Illinois Business Corporation Act and the retail sale of automotive parts and accessories.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$ .01	100,000,000	67,702,610
PREFERRED		\$ .01	1,000,000	-0-

9. Paid-in Capital: \$ 133,339,229

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation, ~~which, as provided by the~~ change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change is effected in a merger, a certified copy of the merger is required, plus applicable fee.

11. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 7/17, 1992 AUTOZONE, INC.  
(Exact Name of Corporation)  
attested by John R. McCarroll, Jr. by Charles T. Bell, Sr.  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
John R. McCarroll, Jr., Asst. Sec. Charles T. Bell, Sr. Vice President  
(Type or Print Name and Title) (Type or Print Name and Title)

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BOX 170

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AUTOZONE, INC.

## LIST OF OFFICERS AND DIRECTORS

<u>DIRECTORS</u>	<u>HOME ADDRESS</u>	
Henry R. Kravis	71 E. 71st St. New York, NY 10021	
George R. Roberts	260 Atherton Ave. Atherton, CA 94027	
Robert I. McDonnell	121 New Place Rd. Millborough, CA 94010	
Michael W. Michelson	82 Sutherland Dr. Atherton, CA 94027	
J. R. Hyde, III	455 Glenwood, Memphis, TN 38117	
Peter R. Formanek	4105 Gwynne Rd., Memphis, TN 38111	
Andrew M. Clarkson	270 Brimington Pl. Memphis, TN 38111	
James F. Keegan	1461 W. Crestwood Dr., Memphis, TN 38119	

  

<u>OFFICERS</u>	<u>HOME ADDRESS</u>	<u>SS#</u>
Joseph R. Hyde, III CHAIRMAN OF THE BOARD	5455 Glenwood, Memphis, TN 38117	411-66-1742
Peter R. Formanek PRESIDENT	4105 Gwynne Rd., Memphis, TN 38117	075-34-3693
Andrew M. Clarkson SECRETARY/TREASURER	270 Brimington Pl. Memphis, TN 38111	011-40-6071
Thomas S. Hanemann SR. VICE PRESIDENT	106 Perkins Rd. S., Memphis, TN 38117	434-54-4605
Timothy D. Vargo SR. VICE PRESIDENT	2308 Littlemore Fairway, Memphis, TN 38018	290-46-2940
Charles T. Bell SR. VICE PRESIDENT	8446 Sherman Oaks Dr., Memphis, TN 38139	450-70-5603
Thomas L. Wartinger SR. VICE PRESIDENT	5400 Park Ave., #102, Memphis, TN 38119	282-34-2878
Jerry Colley VICE PRESIDENT	2074 Kings Cross Ln., Memphis, TN 38018	244-92-7439
Phillip J. Jackson VICE PRESIDENT	RFD 1 Box 314C, Somerville, TN 38068	277-48-4865
Kenneth R. Jones VICE PRESIDENT	8499 Kettering, Memphis, TN 38018	415-66-7094
Leonard H. McCoy VICE PRESIDENT	794 Hickory Tree Cove, Memphis, TN 38017	605-46-3650
Dennis E. Roberts VICE PRESIDENT	695 Cedarbrake, Memphis, TN 38018	414-88-5003
Anthony D. Koss, Jr. VICE PRESIDENT	336 Eastland, Memphis, TN 38111	446-68-8415
Ronald R. Ayotte VICE PRESIDENT	9000 Farmoor Rd. #407, Memphis, TN 38139	527-06-2499
Jon L. Jurgens VICE PRESIDENT	195 Belvedere, Memphis, TN 38104	406-50-2988
William E. Shull III VICE PRESIDENT	3423 Summerdale, Memphis, TN 38133	274-66-5057
John R. McCarroll, Jr. ASSISTANT SECRETARY	2660 Tangbourne Dr., Memphis, TN 38119	411-62-9727

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