

070185-18

ARTICLES OF MERGER

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF ORE.

98775

1. Names of corporations proposing to merge: DEC 31 1991

A. Foster Auto Parts, Inc., an Oregon corporation. *CORPORATION DIVISION*
B. U Pull It, Ltd., an Oregon corporation. *(# 004071-99)*
C. A to Z U Pull It, Ltd., a Washington corporation. *(Not of Record)*

2. Name of surviving corporation:

Foster Auto Parts, Inc., an Oregon corporation.

3. Set forth provisions of plan of merger or attach a copy of Plan.

See attached copy of Plan of Liquidation by Merger marked Exhibit A.

4. Shareholder vote on Plan of Merger was not required, pursuant to ORS 60.491.

The sole shareholder of U Pull It, Ltd. and A to Z U Pull It, Ltd., executed a written waiver of the mailing requirement contained in ORS 60.491(2).

The effective date of these Articles of Merger is December 31, 1991.

FOSTER AUTO PARTS, INC.

U PULL IT, LTD.

By: *[Signature]*
FRED HOPP, President

By: *[Signature]*
FRED HOPP, President

Dated: 12/31/91

Dated: 12/31/91

A TO Z U PULL IT, LTD.

By: *[Signature]*
FRED HOPP, President

Person to contact about this filing:

Terry DeSylvia, Esq.
Brownstein, Rask, Sweeney,
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12-31-91
pm

LKQ FOSTER AUTO PARTS, INC.



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MEREX

PLAN OF (LIQUIDATION BY) MERGER

This Plan of (Liquidation by) Merger between Foster Auto Parts, Inc., an Oregon corporation, (hereafter called "Foster" or the Surviving Corporation) and U Pull It, Ltd., an Oregon corporation, (hereafter called "U Pull It") and A to Z U Pull It, Ltd., a Washington corporation (hereafter called "A to Z") is adopted as of the effective date listed below.

WHEREAS:

1. The Boards of Directors of Foster, U Pull It and A to Z deem it desirable and in the best interests of all the corporations and their respective shareholders that U Pull It and A to Z be liquidated by merger into Foster to save costs, avoid duplication of bookkeeping and accounting work, and reduce administrative expenses.

2. The Boards of Directors of Foster, U Pull It and A to Z have resolved that Foster, U Pull It and A to Z shall merge pursuant to Oregon law into a single corporation existing under Oregon law, to wit: Foster, an Oregon corporation, which shall be the Surviving Corporation in a transaction qualifying as a parent-subsidiary complete liquidation within the meaning of Sections 332 and 334(b) of the Internal Revenue Code of 1986, as amended, and under the corporate merger laws of the State of Oregon.

3. The authorized capital stock of Foster consists of 1,000 shares of common stock, no par value (the "Foster common stock"), of which 100 shares are issued and outstanding to the shareholders listed on attached Schedule A.

4. The authorized capital stock of U Pull It consists of 500 shares of common stock, no par value, of which 100 shares are issued and outstanding to the sole Shareholder, Foster.

5. The authorized capital stock of A to Z consists of 100 shares of common stock, no par value of which 100 shares are issued and outstanding to the sole shareholder, Foster.

Pursuant to ORS 60.491, the Board of Directors of Foster has approved the Plan of (Liquidation by) Merger on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants of the parties, the parties agree, in accordance with the applicable federal tax law and laws of the State of Oregon, that U Pull It and A to Z shall be liquidated by merging into Foster as of the effective date to

become a single corporation existing under Oregon law, to wit: Foster Auto Parts, Inc., which shall be the Surviving Corporation, and the parties adopt the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. Action by Board of Directors; Filings; Effects of Merger.

1.1 Action by Board of Directors of Foster. On or before the effective date, the Board of Directors of Foster shall adopt this Plan of (Liquidation by) Merger in accordance with Oregon law intending to accomplish a complete parent-subsidary liquidation under Sections 332 and 334(b) of the IRC.

1.2 Filing of Articles of Merger. Upon adoption of this Plan of (Liquidation by) Merger by the Board of Directors of Foster, U Pull It, Ltd. and A to Z U Pull It, Ltd., and said Plan of (Liquidation by) Merger is not thereafter terminated or abandoned as permitted herein, then Articles of Merger shall be filed and recorded in accordance with Oregon law; with the merger to be effective on December 31, 1991, regardless of when the Articles of Merger are actually filed in the office of the Secretary of the State of Oregon and said Secretary of State actually issues a Certificate of Merger to Foster.

1.3 Certain Effects of Liquidation by Merger. Foster, U Pull It and A to Z shall be merged into a single corporation by U Pull It and A to Z merging into and with Foster, which shall survive the merger, pursuant to the provisions of ORS 60.481 et seq. Upon such merger, the separate corporate existence of U Pull It and A to Z shall cease and the Surviving Corporation shall become the owner, without other transfer, of all of the rights and property of Foster, U Pull It and A to Z, and the Surviving Corporation shall become subject to all the debts and liabilities of U Pull It and A to Z in the same manner as if the Surviving Corporation had itself incurred them. For federal tax purposes, all aspects of the tax accounting of Foster shall be as if Foster had been completely liquidated on a tax-free basis in accordance with Sections 332 and 334(b) of the Internal Revenue Code on the effective date hereof.

2. Name of Surviving Corporation. The name of the Surviving Corporation shall be Foster Auto Parts, Inc., an Oregon corporation. The purposes, county where the principal office for the transaction of business shall be located, and county where the registered office shall be located, shall be as appears in the Articles of Incorporation of the Surviving Corporation filed with the State of Oregon.

3. Articles of Incorporation. The Articles of Incorporation of Foster shall from and after the effective date be and continue to be the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

4. Bylaws. The Bylaws of Foster shall from and after the effective date be and continue to be the Bylaws of the Surviving Corporation until amended as provided herein.

5. Names and Addresses of Directors. The names and addresses of the persons who shall constitute the Board of Directors of Foster and who shall hold office until the next annual meeting of the Shareholders of the Surviving Corporation are as follows:

Fred Hopp
Foster Auto Parts, Inc.
10355 S.E. Foster Rd.
Portland, Oregon

6. Status and Conversion of Securities. The method of converting the shares of U Pull It and A to S into shares of the Surviving Corporation shall be as follows:

6.1 U Pull It and A to S Common Stock. All issued and outstanding shares of U Pull It and A to S common stock immediately before the effective date shall, by virtue of the merger and at the effective date, cease to exist and certificates representing such shares shall be cancelled.

7. Termination. The Directors of Foster may, in their discretion, abandon this Plan of (Liquidation by) Merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This Plan of (Liquidation by) Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and shall constitute an original instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of (Liquidation of) Merger to be executed by their respective officers thereunto duly authorized effective this 8 day of December 1991.

FOSTER AUTO PARTS, INC.
an Oregon corporation
("FOSTER")

By: 
FRED HOPP, President

U PULL IT, LTD.
an Oregon corporation
("U PULL IT")

By: 
FRED HOPP, President

A TO S U PULL IT, LTD.
an Oregon corporation
("A TO S")

By: 
FRED HOPP, President