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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 827645

1. Corporation Name
THE CATO CORPORATION

Principal Place of Business
8100 DENMARK RD.
P. O. BOX 34216
CHARLOTTE NC 28234-1216

Mailing Address
8100 DENMARK RD.
P. O. BOX 34216
CHARLOTTE NC 28234-1216



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/17/1972

4. FEI Number

56-0484485

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

25 Country

28 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S PINE ISLAND RD
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD DELETE
NAME CATO, WAYLAND H., JR.
STREET ADDRESS 8100 DENMARK ROAD
CITY-ST-ZIP CHARLOTTE NC

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D DELETE
NAME CURRIN, GEORGE S.
STREET ADDRESS 2217 RED FOX TRAIL
CITY-ST-ZIP CHARLOTTE NC

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE P DELETE
NAME CATO, JOHN PD
STREET ADDRESS 8100 DENMARK RD
CITY-ST-ZIP CHARLOTTE NC 28273

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE S DELETE
NAME ALAN E. WILEY
STREET ADDRESS 8100 DENMARK RD
CITY-ST-ZIP CHARLOTTE NC

4.1 TITLE Change Addition
4.2 NAME MICHAEL O. MOORE
4.3 STREET ADDRESS 8100 DENMARK RD
4.4 CITY-ST-ZIP CHARLOTTE NC

TITLE VT DELETE
NAME GEBHARDT, THERESA
STREET ADDRESS 8100 DENMARK RD
CITY-ST-ZIP CHARLOTTE NC

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

[Handwritten Signature]

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-26-99

Date

(704) 551-7368

Daytime Phone #

CR2E034 (11/98)

THE CATO CORPORATION
OFFICERS & DIRECTORS

8 276 45
532121.90126.39 (REV. 08/05/98)

NAME	SSN	TITLE	ADDRESS
OFFICERS			
WAYLAND H. CATO, JR	250-12-8601	CEO	8100 DENMARK ROAD, CHARLOTTE, NC 28273
JOHN P. D. CATO	242-74-7357	COO	8100 DENMARK ROAD, CHARLOTTE, NC 28273
MICHAEL O. MOORE	309-56-8324	SECRETARY	8100 DENMARK ROAD, CHARLOTTE, NC 28273
THERESA R. GEBHARDT	250-17-4082	TREASURER / VICE PRESIDENT	8100 DENMARK ROAD, CHARLOTTE, NC 28273

NAME	TITLE	ADDRESS
DIRECTORS		
WAYLAND H. CATO, JR	CHAIRMAN	8100 DENMARK ROAD, CHARLOTTE, NC 28273
JOHN P. D. CATO	VICE CHAIRMAN	8100 DENMARK ROAD, CHARLOTTE, NC 28273
EDGAR T. CATO		8100 DENMARK ROAD, CHARLOTTE, NC 28273
CLARICE CATO GOODYEAR		8100 DENMARK ROAD, CHARLOTTE, NC 28273
THOMAS E. CATO		8100 DENMARK ROAD, CHARLOTTE, NC 28273
HOWARD A. SEVERSON		8100 DENMARK ROAD, CHARLOTTE, NC 28273
ROBERT W. BRADSHAW		8100 DENMARK ROAD, CHARLOTTE, NC 28273
GEORGE S. CURRIN		8100 DENMARK ROAD, CHARLOTTE, NC 28273
PAUL FULTON		8100 DENMARK ROAD, CHARLOTTE, NC 28273
GRANT L. HAMRICK		8100 DENMARK ROAD, CHARLOTTE, NC 28273
JAMES H. SHAW		8100 DENMARK ROAD, CHARLOTTE, NC 28273
A. F. (PETE) SLOAN		8100 DENMARK ROAD, CHARLOTTE, NC 28273