

849374

800002474878-4

Amendment
filed on 12-30-83

10 pgs.

849374



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102 - (314) 231-8380

September 6, 1983

RE: WAL-MART STORES, INC.
(Delaware Domestic)
COUNSEL: Wal-Mart Stores, Inc.
Att: Randy Laney, Atty.
P.O. Box 116
Bentonville, Arkansas 72712

TU 31851-0

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

005 7261 9/14/83

005 7261 9/14/83

Dear Sir:

Pursuant to the instructions of counsel named above, *Amendment*
we enclose for filing on behalf of this corporation, which
is authorized to do business in your state, evidence of Amendment
whereby the Authorized Capital Stock is increased to 325 Million
Common Shares at \$.10 per share and 25 Million preferred shares
at \$.10 per share (former Capital Stock was 86 Million Shares
at \$.10 per share and 4 Million preferred shares at \$.10 per share.)

Check in payment of the required fees is attached. Please
forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

Jonathan L. Miles
By *Jonathan L. Miles* Increase to
\$616,210

Jonathan L. Miles
Service Representative

Name	JLM/516
Availability	SPECIAL INSTRUCTIONS: 9-15-83
Document Examiner	ppp 14
Updater	op
Updater Verifier	MB
Acknowledgement	op 9/19
W. P. Verifier	

C. TAX	_____
FILING	25
R. AGENT FEE	_____
COMPY	_____
TOTAL	25
N. BANK	986.21
BALANCE DUE	_____
REFUND	_____

*check
with
underneath*

total pd. \$ 986.21

*need \$ 1,636.12
return extra
copy*

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
314 NORTH BROADWAY ST LOUIS MISSOURI 63102 • (314) 231 8300

November 16, 1983

RE: WAL-MART STORES, INC.
(Delaware Domestic)

TU 31851-0

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Ladies:

We forwarded to you with our letter of 9/06/83 a certified copy of the subject corporation's recent capital stock amendment. Your office notified us by telephone that additional tax was due in the amount of ~~\$1,636.12~~ and that you would continue to hold the amendment until you received a check in that amount.

on prv - wrong
Enclosed is a check in that amount. Please forward the usual evidence of filing to the undersigned.

Very truly yours,

C T CORPORATION SYSTEM

Jonathan L. Miles
Service Representative

JLM/blb

Enc.

\$961.21 due

C. TAX _____
FILING _____
P. _____
R. _____
BANK USE _____
REFUND _____

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
314 NORTH BROADWAY ST. LOUIS, MISSOURI 63102 • (314) 231-6100

December 19, 1983

RE: WAL-MART STORES, INC.
(Delaware Domestic)

TU 31851-0

rd Jy F

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

005 4821 12/23/83

005 4821 12/23/83

Ladies:

In connection with the filing of evidence of the subject corporation recent capital stock amendment, we enclose your memo of 11/21/83 and a check in the amount of \$961.21 to cover the tax on the increase in the authorized capital stock.

Please forward the usual evidence of filing to the undersigned.

Very truly yours,

C T CORPORATION SYSTEM

Jonathan L. Miles

Jonathan L. Miles
Service Representative

JLM/blb

Enc.

Amendment

Name
Availability <i>12-27-83</i>
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Vermyer

C. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
REFUND

C. TAX	<u>961.21</u>
FILING	_____
R. AGENT FEE	_____
C. COPY	_____
TOTAL	<u>961.21</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____



Secretary of State

STATE OF FLORIDA
TALLAHASSEE
TALLAHASSEE 32304
November 21, 1983

George Firestone
SECRETARY OF STATE

D. W. McKinnon Director
DIVISION OF CORPORATIONS

Jonathan Miles
C T Corporation System
314 North Broadway
St. Louis, MO 63102

SUBJECT: Wal-Mart Stores, Inc.

CHECK \$1636.12-Returned BALANCE DUE \$961.21 ; DOCUMENT RETURNED _____ ;

DOCUMENT PENDING XX .

1. _____ NAME IS NOT AVAILABLE.
2. _____ A current certified copy of your Articles of Incorporation and any amendments is required. The copy must be certified by the proper State official who has custody of the records pertaining to corporations in your State (WITHIN THE PAST NINE MONTHS).
3. _____ The certified copy must be legible. It must be a positive copy, black print with white background.
4. _____ Number(s) _____ must be completed on our attached Corp. Form 31.
5. _____ Letters "G" and "H" should be corrected as follows, "G" SHOULD BE: _____
"H" SHOULD BE: _____. Please check your calculations.
6. _____ The attached must be completed for _____.
7. _____ A resolution of the Board of Directors adopting a fictitious name for the use in Florida must be submitted.
8. _____ Registered Agent must be designated. Registered Agent failed to sign.
9. _____ The attached annual report must be completed and returned.
10. _____ Section 620.02, F. S., requires that Limited Partnerships be sworn to. The words "SWEAR TO or SWORN TO" must be in the document.
11. _____ Original signatures of all partners must be obtained or we must have a copy of the power of attorney.
12. _____ The exact amount of invested capital must be listed on Line 3. The report must be signed by the general partner or the preparer.
13. _____ The above limited partnership was cancelled _____, for failure to file the annual report(s) for the year(s) _____.
14. _____ To Reinstate the above L. P., 620.31, F. S., requires that all delinquent reports and fees must be filed and paid prior to the issuance of a preliminary certificate. Please complete and return the attached report(s) with the proper filing fee(s).
15. _____ We have no record of the above document(s) in our files.
16. XX OTHER: The fees requested by our office for charter tax were in error. Apparently, the fees were figured on no par value stock when in fact WAL-MART'S stock has a value of 10¢ per share. Please remit \$961.21 for the charter tax.

Please direct any inquiry to:
904/488 9640

sjk

APPLICATION BY FOREIGN CORPORATION FOR INCREASE OR DECREASE OF ITS REPRESENTED AUTHORIZED SHARES IN FLORIDA.

- (1) WAL-MART STORES, INC.
(NAME OF CORPORATION)
- (2) 325,000,000 common shares and 25,000,000 preferred
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE)
share, each common and preferred share with \$.10 par value per share
- (3) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.
- A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED \$ 160,000,000
- B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR \$ 4,100,000,000
- C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR \$ 15,000,000
- D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR \$ 60,000,000
- E. TOTAL OF "A" AND "B" \$ 4,260,000,000
- F. TOTAL OF "C" AND "D" \$ 75,000,000
- G. DIVIDE "F" BY "E" .017606
- H. MULTIPLY "G" BY TOTAL AUTHORIZED SHARES AND THEIR PAR VALUE (IF NO PAR VALUE SHARES, MULTIPLY ONLY BY THE NUMBER OF SHARES) \$ 616,210

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES AND THEIR PAR VALUE; IF NO PAR VALUE SHARES, IT WILL BE BASED ON THE NUMBER OF SHARES.

X Charles E. Self
PRESIDENT OR VICE PRESIDENT
Charles E. Self

X David R. Laney
SECRETARY OR ASSISTANT SECRETARY
David R. Laney
STATE OF
COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 24th
DAY OF August, 1983, BY WAL-MART STORES, INC. CHARLES E. SELF
(NAME OF OFFICER)
VICE PRESIDENT OF WAL-MART STORES, INC.
(TITLE OF OFFICER) (NAME OF CORPORATION)
A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

My commission expires May 18, 1985.

Nancy J. Waskowich
NOTARY PUBLIC Nancy J. Waskowich

(SEAL)

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF WAL-MART STORES, INC. FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 1983, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

Dec 30 6 10 PM '83
OFFICE OF THE SECRETARY OF STATE
DELAWARE


Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10055262
DATE: 08/31/1983

722430038

SEVENTH
CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
WAL-MART STORES, INC.

WAL-MART STORES, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is

WAL-MART STORES, INC.

The date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was October 31, 1969; the date of filing of the first amendment to its Certificate of Incorporation with the Secretary of State of Delaware was January 9, 1970; the date of filing of the second amendment to its Certificate of Incorporation was May 14, 1971; the date of filing of the third amendment to its Certificate of Incorporation was March 27, 1972; the date of filing of the fourth amendment to its Certificate of Incorporation was August 18, 1975; the date of filing of the fifth amendment to its Certificate of Incorporation was November 14, 1980; and the date of filing of the sixth amendment to its Certificate of Incorporation was June 21, 1982.

2. The first sentence of Article FOURTH of the Certificate of Incorporation of Wal-Mart Stores, Inc. is amended hereby to read as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Hundred and Fifty Million (350,000,000) shares, of which Three Hundred and Twenty-Five Million (325,000,000) shares shall be classified as Common Stock, of the par value of 10c per share (herein called "Common Stock"), and of which Twenty-Five Million (25,000,000) shares shall be classified as Preferred Stock of the par value of 10c per share (herein called "Preferred Stock")."

Article FOURTH and the rest of the Certificate of Incorporation of Wal-Mart Stores, Inc., as amended, shall otherwise remain unchanged.

3. This Amendment to the Certificate of Incorporation was set forth in a resolution duly adopted by the Board of Directors on March 10, 1983, which resolution declared the adoption of the Amendment to be advisable and which ordered that the Amendment be presented for approval by the stockholders of the corporation at the annual meeting to be held June 3, 1983. The said meeting of the stockholders was held pursuant to proper call and notice in accordance with section 222 of the General Corporation Law of the State of Delaware. Of the 67,260,365 shares of the Common Stock and 296,053 shares of the Preferred Stock which were issued, outstanding and entitled to vote at the meeting, a total of 50,775,832 shares were voted in favor of approval of the Amendment. Thus, the corporation hereby certifies that this Amendment has been duly adopted in accordance

