

# 2007 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Jan 12, 2007 8:00 am**  
**Secretary of State**

01-12-2007 90015 042 \*\*\*150.00

|                                                 |  |                                                                                   |
|-------------------------------------------------|--|-----------------------------------------------------------------------------------|
| <b>DOCUMENT # F94000000526</b>                  |  |  |
| 1. Entity Name<br>CARMAX AUTO SUPERSTORES, INC. |  |                                                                                   |

|                                                                                      |                                                                          |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Principal Place of Business<br>12800 TUCKAHOE CREEK PARKWAY<br>RICHMOND, VA 23238 US | Mailing Address<br>12800 TUCKAHOE CREEK PARKWAY<br>RICHMOND, VA 23238 US |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------|

|                                                |         |                     |         |
|------------------------------------------------|---------|---------------------|---------|
| 2. Principal Place of Business - No P.O. Box # |         | 3. Mailing Address  |         |
| Suite, Apt. #, etc.                            |         | Suite, Apt. #, etc. |         |
| City & State                                   |         | City & State        |         |
| Zip                                            | Country | Zip                 | Country |



01042007 Chg-P CR2E034 (12/06)

|                             |                                                        |
|-----------------------------|--------------------------------------------------------|
| 4. FEI Number<br>54-0649949 | Applied For<br><input type="checkbox"/> Not Applicable |
|-----------------------------|--------------------------------------------------------|

|                                                           |                                |
|-----------------------------------------------------------|--------------------------------|
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
|-----------------------------------------------------------|--------------------------------|

|                                                                                                                                                             |  |                                                                                                                                  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------|--|
| 6. Name and Address of Current Registered Agent<br><br>THE PRENTICE-HALL CORPORATION SYSTEM, INC.<br>1201 HAYS STREET<br>SUITE 105<br>TALLAHASSEE, FL 32301 |  | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City<br>FL Zip Code |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------|--|

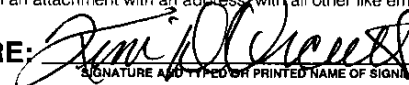
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

|           |                                                              |      |
|-----------|--------------------------------------------------------------|------|
| SIGNATURE | (NOTE: Registered Agent signature required when reinstating) | DATE |
|-----------|--------------------------------------------------------------|------|

|                                                                                     |                                                                                     |                             |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------|
| <b>FILE NOW!!! FEE IS \$150.00</b><br><b>After May 1, 2007 Fee will be \$550.00</b> | 9. Election Campaign Financing<br>Trust Fund Contribution. <input type="checkbox"/> | \$5.00 May Be Added to Fees |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------|

| 10. OFFICERS AND DIRECTORS                     |                                                                                                                       | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 |                                                                                                                                                                 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | CEOP<br>AUSTIN, LIGON W<br>12800 TUCKAHOE CREEK PKWY<br>RICHMOND, VA 23238 <input checked="" type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                               |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | EVP<br>FOLLARD, THOMAS W<br>12800 TUCKAHOE CREEK PKWY<br>RICHMOND, VA 23238 <input type="checkbox"/> Delete           | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | CEO, P<br>Follard, Thomas J.<br>12800 Tuckahoe Creek Parkway<br>Richmond, VA 23238 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | EVP<br>BROWING, KEITH P<br>12800 TUCKAHOE CREEK PKWY<br>RICHMOND, VA 23238 <input type="checkbox"/> Delete            | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | EVP<br>Browning, Keith D<br>12800 Tuckahoe Creek Parkway<br>Richmond, VA 23238 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition     |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> Delete                                                                                       | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                               |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> Delete                                                                                       | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                               |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> Delete                                                                                       | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                               |

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

|                                                                                                |              |         |                 |
|------------------------------------------------------------------------------------------------|--------------|---------|-----------------|
| SIGNATURE:  | Kim D. Orutt | 1/10/07 | (804) 747-0422  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                             |              | Date    | Daytime Phone # |

**Directors for CarMax Auto Superstores, Inc.**

Thomas J. Folliard

Keith D. Browning

Michael K. Dolan

Joseph S. Kunkel

ATTACHMENT

2000/183

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**Business address for the above:**

12800 Tuckahoe Creek Parkway, Richmond, VA 23238

| <b><u>Officers for CarMax Auto Superstores, Inc.</u></b> | <b><u>Position</u></b>                                        |
|----------------------------------------------------------|---------------------------------------------------------------|
| Thomas J. Folliard                                       | President & Chief Executive Officer                           |
| Keith D. Browning                                        | Executive Vice President, Secretary & Chief Financial Officer |
| Michael K. Dolan                                         | Senior Vice President                                         |
| Joseph S. Kunkel                                         | Senior Vice President                                         |
| Thomas W. Reedy                                          | Vice President & Treasurer                                    |
| Scott A. Rivas                                           | Vice President                                                |
| Fred S. Wilson                                           | Vice President                                                |
| Edwin J. Hill                                            | Vice President                                                |
| Angela S. Chattin                                        | Vice President                                                |
| William C. Wood, Jr.                                     | Vice President                                                |
| Kim D. Orcutt                                            | Vice President & Assistant Treasurer                          |
| K. Douglass Moyers                                       | Vice President & Assistant Secretary                          |
| David D. Banks                                           | Vice President                                                |
| Richard M. Smith                                         | Vice President                                                |
| Barbara B. Harvill                                       | Vice President                                                |
| Todd W. House                                            | Vice President                                                |
| William D. Nash                                          | Assistant Vice President                                      |
| Anarudh Agarwal                                          | Assistant Vice President                                      |
| Laura Donahue                                            | Assistant Vice President                                      |
| Robert W. Mitchell                                       | Assistant Vice President                                      |
| John Montegari                                           | Assistant Vice President                                      |
| Randall J. Harden                                        | Assistant Vice President                                      |
| Edward P. Fabritiis                                      | Assistant Vice President                                      |
| Lela D. Barrett                                          | Assistant Vice President                                      |
| Daniel T. Bickett                                        | Assistant Vice President                                      |
| Jeremy B. Byrnes                                         | Assistant Vice President                                      |
| Michael J. Callahan                                      | Assistant Vice President                                      |
| Lisa K. Van Riper                                        | Assistant Vice President                                      |
| Thomas P. Wulf                                           | Assistant Vice President                                      |
| Michelle M. Halasz                                       | Assistant Vice President & Assistant Secretary                |
| James C. Wilson                                          | Assistant Secretary                                           |
| Diane L. Cafritz                                         | Assistant Secretary                                           |
| Nicholas J. Pace                                         | Assistant Secretary                                           |

**Business address for the above:**  
12800 Tuckahoe Creek Parkway, Richmond, VA 23238

**ATTACHMENT**

2020/183

|                   |                |
|-------------------|----------------|
| Angela S. Chattin | Vice President |
|-------------------|----------------|

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**Business address for the above:**  
225 Chastain Meadows Court, NW  
Kennesaw, GA 30144