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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

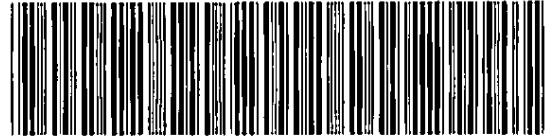
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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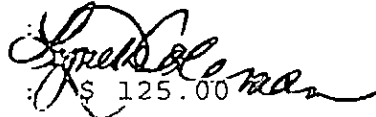
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 930869 7171103

AUTHORIZATION

COST LIMIT : \$ 125.00



ORDER DATE : November 28, 2017

ORDER TIME : 12:44 PM

ORDER NO. : 930869-010

CUSTOMER NO: 7171103

FOREIGN FILINGS

NAME: WILLIAMSON-DICKIE RETAIL  
STORES CO., LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY  
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Williamson-Dickie Retail Stores Co., LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")  
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC")

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 319 Lipscomb Street 6. 319 Lipscomb Street  
(Street Address of Principal Office) (Mailing Address)  
Fort Worth, TX 76104 Fort Worth, TX 76104

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place  
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree  
to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations of my position as registered agent.

Corporation Service Company  
By: \_\_\_\_\_

(Registered agent's signature)

Roxanne Turner  
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
_____	<u>See attached Exhibit A</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the  
jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath  
of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information  
submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Mark R. Townsend  
Signature of an authorized person

Mark R. Townsend, Assistant Secretary

(Typed or printed name of signer)

## EXHIBIT A

Name	Title	Business Address
Philip C. Williamson	Chairman and CEO	319 Lipscomb Street Fort Worth, TX 76104
Mike Binnie	President	319 Lipscomb Street Fort Worth, TX 76104
Michael Studdard	Executive Vice President, Human Resources	319 Lipscomb Street Fort Worth, TX 76104
Randy Teuber	Executive Vice President and Chief Financial Officer	319 Lipscomb Street Fort Worth, TX 76104
Tobin K. Clark	Senior Vice President, General Counsel and Secretary	319 Lipscomb Street Fort Worth, TX 76104
Rustin Welton	Vice President	105 Corporate Center Road Greensboro, NC 27408
Bryan H. McNeill	Vice President	105 Corporate Center Road Greensboro, NC 27408
Curtis A. Holtz	Vice President	105 Corporate Center Road Greensboro, NC 27408
Scott A. Roe	Vice President	105 Corporate Center Road Greensboro, NC 27408
Patrick J. Guido	Vice President and Treasurer	105 Corporate Center Road Greensboro, NC 27408
Laura C. Meagher	Vice President and Assistant Secretary	105 Corporate Center Road Greensboro, NC 27408
Mark R. Townsend	Assistant Secretary	105 Corporate Center Road Greensboro, NC 27408

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLIAMSON-DICKIE RETAIL STORES CO., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF NOVEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WILLIAMSON-DICKIE RETAIL STORES CO., LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4240249 8300

SR# 20177055423

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203559984

Date: 11-13-17