

**FILE NOW; FILING FEE AFTER MAY 1 IS \$550.00**

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**May 08 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

**DOCUMENT # P37461 (1)**

1. Corporation Name  
**AUTOZONE, INC.**



Principal Place of Business: **123 S. FRONT ST. MEMPHIS TN 38103**

Mailing Address: **PO BOX 2198 MEMPHIS TN 38101-2198 US**

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)

2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: **02/03/1992**

3a. Date of Last Report: **05/01/1996**

4. FEI Number: **62-1482048**

5. Certificate of Status Desired:  **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution:  **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

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 \_\_\_\_\_ DATE \_\_\_\_\_  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: <b>D</b>	<b>KRAVIS, HENRY R.</b> <input checked="" type="checkbox"/> DELETE	1.1 TITLE: <b>D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME: <b>KRAVIS, HENRY R.</b>		1.2 NAME: <b>Terry, Ronald</b>	
STREET ADDRESS: <b>9 WEST 57TH ST.</b>		1.3 STREET ADDRESS: <b>4385 Poplar Ave.</b>	
CITY-ST-ZIP: <b>NEW YORK NY</b>		1.4 CITY-ST-ZIP: <b>Memphis, TN 38114</b>	
TITLE: <b>D</b>	<b>ROBERTS, GEORGE R.</b> <input type="checkbox"/> DELETE	2.1 TITLE: <b>D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: <b>ROBERTS, GEORGE R.</b>		2.2 NAME: <b>J2800 Sand Hill Rd - Suite 200</b>	
STREET ADDRESS: <b>101 CALIFORNIA ST.</b>		2.3 STREET ADDRESS: <b>Menlo Park, CA 94025</b>	
CITY-ST-ZIP: <b>SAN FRANCISCO CA</b>		2.4 CITY-ST-ZIP: <b>Menlo Park, CA 94025</b>	
TITLE: <b>D</b>	<b>MCDONNELL, ROBERT I.</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE: <b>D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME: <b>MCDONNELL, ROBERT I.</b>		3.2 NAME: <b>HANEMANN, Thomas S.</b>	
STREET ADDRESS: <b>101 CALIFORNIA ST.</b>		3.3 STREET ADDRESS: <b>123 S. Front St.</b>	
CITY-ST-ZIP: <b>SAN FRANCISCO CA</b>		3.4 CITY-ST-ZIP: <b>Memphis, TN 38103</b>	
TITLE: <b>D</b>	<b>MICHELSON, MICHAEL W.</b> <input type="checkbox"/> DELETE	4.1 TITLE: <b>D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: <b>MICHELSON, MICHAEL W.</b>		4.2 NAME: <b>J2800 Sand Hill Rd - Suite 200</b>	
STREET ADDRESS: <b>101 CALIFORNIA ST.</b>		4.3 STREET ADDRESS: <b>Menlo Park, CA 94025</b>	
CITY-ST-ZIP: <b>SAN FRANCISCO CA</b>		4.4 CITY-ST-ZIP: <b>Menlo Park, CA 94025</b>	
TITLE: <b>DC</b>	<b>HYDE, J. R., III</b> <input type="checkbox"/> DELETE	5.1 TITLE: <b>D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: <b>HYDE, J. R., III</b>		5.2 NAME: <b>123 S. Front Street</b>	
STREET ADDRESS: <b>3030 POPLAR AVE.</b>		5.3 STREET ADDRESS: <b>Memphis, TN 38103</b>	
CITY-ST-ZIP: <b>MEMPHIS TN</b>		5.4 CITY-ST-ZIP: <b>Memphis, TN 38103</b>	
TITLE: <b>D</b>	<b>CLARKSON, ANDREW M.</b> <input type="checkbox"/> DELETE	6.1 TITLE: <b>D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME: <b>CLARKSON, ANDREW M.</b>		6.2 NAME: <b>123 S. Front Street</b>	
STREET ADDRESS: <b>123 S. FRONT ST.</b>		6.3 STREET ADDRESS: <b>Memphis, TN 38103</b>	
CITY-ST-ZIP: <b>MEMPHIS TN</b>		6.4 CITY-ST-ZIP: <b>Memphis, TN 38103</b>	

14. I do 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.

SIGNATURE: *Mike Butteick* **Mike Butteick** V.P. Controller 4/15/97 (901) 495-7067

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

AutoZone, Inc.

List of Directors and Officers

Directors	Title	Address	S.S. Number	Date of Office
George R. Roberts		2800 Sand Hill Rd-Suite 200, Menlo Park, CA 94025	459-66-7963	5/5/86
Michael W. Michelson		2800 Sand Hill Rd-Suite 200, Menlo Park, CA 94025	221-36-5691	5/5/86
J. R. Hyde, III		123 South Front Street, Memphis, TN 38103	411-66-1742	5/5/86
Ronald Terry		4385 Poplar Avenue, Memphis, TN 38117		3/9/95
Thomas S. Hanemann		123 South Front Street, Memphis, TN 38103	434-54-4605	3/15/94
Andrew M. Clarkson		123 South Front Street, Memphis, TN 38103	011-40-6071	10/24/88
James F. Keegan		6077 Panacy Parkway, Suite 130, Memphis, TN 38119	510-28-2776	6/20/91
John E. Moll		1559 Cranford Road, Memphis, TN 38117	495-34-6649	5/5/86
Johnston C. Adams, Jr.		123 South Front Street, Memphis, TN 38103	410-78-7661	1/18/95
Timothy D. Vargo		123 South Front Street, Memphis, TN 38103	290-46-2940	3/9/95
Dr. Gerry House		2597 Avery, Memphis, TN 38112	231-88-4603	8/7/96
<b>Officers</b>				
Johnston C. Adams, Jr.	Chairman, CEO	123 South Front Street, Memphis, TN 38103	410-78-7661	8/27/95
Timothy D. Vargo	President, COO	123 South Front Street, Memphis, TN 38103	290-46-2940	8/27/95
Lawrence E. Evans	Exec. Vice-President, Asst. Sec	123 South Front Street, Memphis, TN 38103	409-74-8690	8/27/95
Robert J. Hunt	Exec. Vice-President	123 South Front Street, Memphis, TN 38103	263-82-3890	8/27/95
Shawn P. McChene	Exec. Vice-President	123 South Front Street, Memphis, TN 38103	551-39-0645	8/27/95
Harry L. Goldsmith	Sr. Vice-Pres./Secretary	123 South Front Street, Memphis, TN 38103	410-76-1914	8/27/95
Anthony Dean Rose, Jr.	Sr. Vice-President	123 South Front Street, Memphis, TN 38103	446-68-8415	8/27/95
Stephen W. Valentine	Sr. Vice-President	123 South Front Street, Memphis, TN 38103	410-21-5657	8/27/95
Richard F. Adams, Jr.	Sr. Vice-President	123 South Front Street, Memphis, TN 38103	429-29-3698	8/27/95
Michael B. Baird	Vice-President	123 South Front Street, Memphis, TN 38103	403-70-2034	8/27/95
David W. Barczak	Vice-President, Asst. Secretary	123 South Front Street, Memphis, TN 38103	586-03-9452	8/27/95
Jon A. Bascom	Vice-President	123 South Front Street, Memphis, TN 38103	030-46-8510	10/21/96
Benson Blackwell	Vice-President	123 South Front Street, Memphis, TN 38103	420-90-3730	8/27/95
Francis C. Brown, III	Vice-President	123 South Front Street, Memphis, TN 38103	151-41-0658	8/27/95
Michael E. Butterick	Vice-President	123 South Front Street, Memphis, TN 38103	408-92-5979	8/27/95
Brett O. Easley	Vice-President	123 South Front Street, Memphis, TN 38103	324-40-3951	8/27/95
Phillip J. Jackson	Vice-President	123 South Front Street, Memphis, TN 38103	277-48-4865	8/27/95
Mike E. Longo	Vice-President	123 South Front Street, Memphis, TN 38103	415-11-2199	8/27/95
William R. McCawley, Jr.	Vice-President	123 South Front Street, Memphis, TN 38103	409-96-7167	8/27/95
Steven R. McClanahan	Vice-President	123 South Front Street, Memphis, TN 38103	250-96-6939	8/27/95
Grantland E. McCee	Vice-President	123 South Front Street, Memphis, TN 38103	262-96-5293	8/27/95
John Minervini	Vice-President	123 South Front Street, Memphis, TN 38103	410-96-6552	8/27/95
David J. Wilfite	Vice-President	123 South Front Street, Memphis, TN 38103	411-13-3066	8/27/95
Donald R. Rawlins	Asst. Secretary	123 South Front Street, Memphis, TN 38103	231-04-8429	12/12/96
Tara C. Elliott	Treasurer	123 South Front Street, Memphis, TN 38103	415-98-9022	12/12/96
Emma Jo Kaufman	Asst. Treasurer	123 South Front Street, Memphis, TN 38103		