



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 125138 4328854

AUTHORIZATION :

COST LIMIT :

\$ 70.00

Patricia Pruitt

ORDER DATE : February 5, 1999

ORDER TIME : 2:24 PM

ORDER NO. : 125138-005

CUSTOMER NO: 4328854

CUSTOMER: Ms. Sylvia Wood
Family Dollar Stores, Inc.
10401 Old Monroe Rd.

Matthews, NC 28105

W99-3162

500002810815--2

FOREIGN FILINGS

300002768268--0

-03/18/99--01077--001

***5465.00 ***5465.00

NAME: FAMILY DOLLAR OPERATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

DIVISION OF CORPORATION

99FEB-8 PM 3:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB -8 PM 2:17

mtm
3/18



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

CSC

SUBJECT: FAMILY DOLLAR OPERATIONS, INC.
Ref. Number: W99000003162

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$9465.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00005542

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99 FEB - 8 PM 2:21



Department of State

Memorandum Office of the General

Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 16, 1999

RE: Family Dollar, Inc.

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed. Corporation has paid annual report fees from 1991 of \$1465 and has paid statutory penalties for the same period of \$4000, reflecting penalties assessed at the statutory minimum of \$500.00 per year. Corporation seeks to be qualified to do business in Florida. Accordingly, it is also recommended that this corporation be issued a certificate of authority.

/gty

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MAR 16 1999
59 FEB -8 PM 2:21

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Family Dollar Operations, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1747881
(FEI number, if applicable)
4. 7-10-91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9-1-91
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 1017
Charlotte, NC 28201-1017
(Current mailing address)
8. Retail Management
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Deborah D. Skipper
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Leon Levine

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

Vice Chairman: R. James Kelly - Vice Chairman and Director

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

Director: Howard R. Levine, President and CEO

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

Director: George R. Mahoney, Jr. - Executive Vice President-General Counsel, Secretary and Director

Address: 10401 Old Monroe Road

Matthews, North Carolina

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: R. David Alexander - Senior Vice President, Distribution and Logistics

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

~~XXXXXXXXXX~~ Vice President: Albert S. Rorie - Senior Vice President, Information Technology

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

Secretary: John J. Scanlon - Senior Vice President, Merchandising and Advertising

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

Treasurer: C. Martin Sowers - Senior Vice President, Finance

Address: 10401 Old Monroe Road

Matthews, North Carolina 28105

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. Martin Sowers
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. MARTIN SOWERS SENIOR VICE PRESIDENT - FINANCE
(Typed or printed name and capacity of person signing application)

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FAMILY DOLLAR OPERATIONS, INC.

Directors (continued)

Mark R. Bernstein - Director (Partner - Parker, Poe, Adams & Bernstein, L.L.P.)
10401 Old Monroe Road
Matthews, North Carolina 28105

James H. Hance, Jr. - Director (Vice Chairman-CFO, Bank of America Corporation)
10401 Old Monroe Road
Matthews, North Carolina 28105

James G. Martin - Director (Vice President of Research, Carolinas Medical Center)
10401 Old Monroe Road
Matthews, North Carolina 28105

Officers (continued)

Phillip W. Thompson - Senior Vice President, Store Operations
10401 Old Monroe Road
Matthews, North Carolina 28105

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DIVISION OF CORPORATIONS
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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

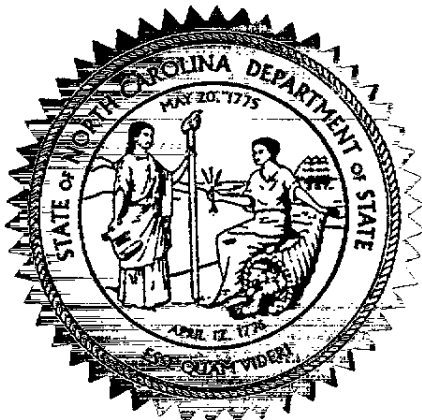
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

FAMILY DOLLAR OPERATIONS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 10th day of July, 1991, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
99 FEB 5



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 5th day of February, 1999.

Elaine F. Marshall

Secretary of State