

F02000005670

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

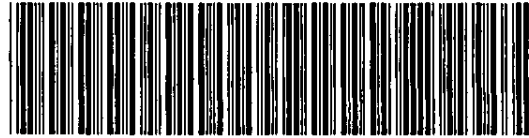
(Business Entity Name)

(Document Number)

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

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400246227444

*Applicant  
Amending*

04/03/13--01029--002 \*\*52.50

*Office*  
FILED  
2013 APR -3 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
4/9/13*

# ULTRA STORES, INC.

April 2, 2013

State of Florida  
Division of Corporations  
Amendment Section  
2661 Executive Center Circle  
Tallahassee FL 32301

**RE:** Ultra Stores, Inc.  
FEIN 04-3711449

To whom it may concern,

Please find enclosed an Affidavit by Foregion Corporation to Change/Add Officer(s) and/or Director(s), the filing fee of \$52.50, a Copy of the Board Consent and a Prepaid Return UPS 2-day Shipment Envelope.

Please be advised that the Corporate Officers have changed along with the Corporate Address. If you have any questions, my contact information is listed below. Thank you in advance for assistance with this.

Sincerely,



Stacy Dean  
Senior Tax Analyst of Sterling Jewelers Inc.  
On behalf of Ultra Stores, Inc. a subsidiary of Sterling Jewelers Inc.  
(330) 668-5326 phone  
(330) 665-6062 fax  
[sdean@jewels.com](mailto:sdean@jewels.com) email

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

SUBJECT: Ultra Stores, Inc.

Name of Corporation

DOCUMENT NUMBER: F02000005670

The enclosed *Affidavit by Foreign Corporation to Change/Add Officer(s) and/or Director(s)* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stacy Dean

Name of Contact Person

Ultra Stores, Inc.

Firm/Company

375 Ghent Road

Address

Akron OH 44333

City/State and Zip Code

sdean@jewels.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stacy Dean

Name of Contact Person

at ( 330 ) 668-5326

Area Code & Daytime Telephone Number

Enclosed is a check made payable to the Florida Department of State for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FILED

2013 APR -3 PM 12: 23

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT BY FOREIGN CORPORATION TO CHANGE/ADD OFFICER(S)  
AND/OR DIRECTOR(S)**

(Note: Applicable only during the first calendar year of qualification)

1. The name of the foreign corporation as it appears on the records of the Florida Department of State is:  
Ultra Stores, Inc.
2. This entity was authorized to transact business in Florida on 11/12/2002 and its Florida document  
number is F02000005670
3. This corporation was formed under the laws of Delaware
4. The name and address of each officer and/or director is as follows:

Title:

See Attached

Name and Address

See Attached

(Attach additional pages if necessary)

Signature of an officer or director

George S. Frankovich

Typed or printed name of person signing

Sec & VP

Title of person signing

**FILING FEE \$35**

Make checks payable to Florida Department of State and Mail to:  
Division of Corporations • PO Box 6327 • Tallahassee, FL 32314

**ULTRA STORES, INC.  
SCHEDULE OF OFFICERS**

**DIRECTORS**

<b><u>NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>
MARK S. LIGHT	375 GHENT RD. AKRON, OH 44333
RONALD RISTAU	375 GHENT RD. AKRON, OH 44333
ROBERT D. TRABUCCO	375 GHENT RD. AKRON, OH 44333
LYNN DENNISON	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH	375 GHENT RD. AKRON, OH 44333

**OFFICERS**

<b><u>NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>
MARK S. LIGHT CHAIRMAN	375 GHENT RD. AKRON, OH 44333
ROBERT D. TRABUCCO VICE CHAIRMAN AND TREASURER	375 GHENT RD. AKRON, OH 44333
DANIEL H. MARKS CHIEF EXECUTIVE OFFICER AND PRESIDENT	375 GHENT RD. AKRON, OH 44333
JOSEPH DONAGHY EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND CHIEF ADMINISTRATIVE OFFICER	375 GHENT RD. AKRON, OH 44333
SIMON L. CASHMAN SENIOR VICE PRESIDENT FINANCE AND ASSISTANT SECRETARY	375 GHENT RD. AKRON, OH 44333
LYNN DENNISON SENIOR VICE PRESIDENT CORPORATE AFFAIRS AND GENERAL COUNSEL	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH VICE PRESIDENT AND SECRETARY	375 GHENT RD. AKRON, OH 44333

\* Ultra Stores, Inc. demands that the personal identification information required for the Application not be publically disclosed, except as required under the Freedom of Information Act and/or similar statutes. Please redact the personal identification information from being pre-printed on our renewals or other documentation to avoid unauthorized persons from gaining access.

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
ULTRA STORES, INC.**

October 31, 2012

The undersigned, being all of the members of the board of directors (the "Board") of Ultra Stores, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), to the adoption of the following resolutions in lieu of a meeting of the Board and authorize the taking of all actions contemplated hereby:

1. Election of Officers.

WHEREAS, the Corporation entered into an Agreement and Plan of Merger, dated as of October 23, 2012, by and among the Corporation, Sterling Jewelers Inc., a Delaware corporation ("Buyer"), Carbon Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Buyer ("Merger Sub"), and Crystal Financial LLC, in its capacity as the Stockholders' Representative and in its individual capacity solely with respect to Section 5.5 thereof and as beneficiary of Section 5.6 thereof, pursuant to which Merger Sub merged with and into the Corporation, with the Corporation remaining as the surviving entity and surviving as a wholly owned subsidiary of Buyer (the "Merger");

WHEREAS, to effectuate the Merger in connection with Section 251 of the DGCL, an authorized person of Buyer filed a Certificate of Merger in the office of the Secretary of State of the State of Delaware on October 31, 2012; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its sole stockholder to nominate and elect Mark S. Light, Robert D. Trabucco, Daniel H. Marks, Joseph M. Donaghy, Simon L. Cashman, Lynn Dennison and George Frankovich to serve as officers of the Corporation following the Merger.

NOW, THEREFORE BE IT RESOLVED, that the following individuals be, and hereby are, elected to the offices set forth opposite their names to serve in accordance with the bylaws of the Corporation and at the discretion of the Board and each to hold such office until their successors shall have been duly elected or appointed and qualified or until his or her death, resignation or removal:

<u>Name</u>	<u>Office</u>
Mark S. Light	Chairman
Robert D. Trabucco	Vice-Chairman & Treasurer
Daniel H. Marks	Chief Executive Officer & President
Joseph Donaghy	Executive Vice President, Chief Financial Officer & Chief Administrative Officer
Simon L. Cashman	Sr. Vice President Finance & Assistant Secretary
Lynn Dennison	Sr. Vice President, Corporate Affairs and

	General Counsel
George Frankovich	Vice President & Secretary

2. General Authority.

RESOLVED, that any officer of the Corporation, now or hereafter (each, an "Authorized Officer," and collectively, the "Authorized Officers"), any one of whom may act without joinder of any of the others, be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to perform any and all acts and do all things, and to sign, make, execute, acknowledge or verify, deliver and record or file any and all such agreements, confirmations, certificates, notices, statements, consents, instruments, documents or papers, as in each case such officer may, in his sole discretion, deem necessary or desirable to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, the necessity or desirability of each such action or thing, agreement, confirmation, certificate, notice, statement, consent, instrument, document or paper to be conclusively established by the taking of such action or by the execution and delivery thereof by such officer; and further

RESOLVED, that any Authorized Officer of the Corporation, any one of whom may act without joinder of any of the others, be, and each of them hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver, and to cause the Corporation to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby with such changes thereto as such officer executing the same may approve, such approval to be conclusively evidenced by such execution; and further

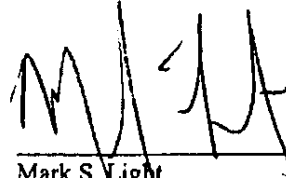
RESOLVED, that any Authorized Officer of the Corporation, any one of whom may act without joinder of any of the others, be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and further

3. Ratification.


RESOLVED, that all actions of any Authorized Officer, taken on behalf of the Corporation, prior to the date hereof that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date hereof, be, and hereby are, approved, adopted, ratified, and confirmed in all respects as the action of the Corporation.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this written consent and made it effective, as of the date first written above.

  
\_\_\_\_\_  
Mark S. Light

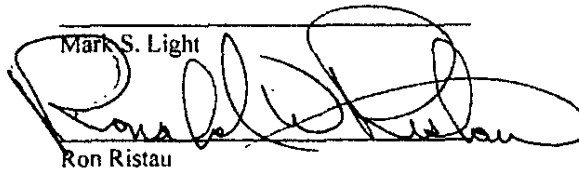
Ron Ristau

  
\_\_\_\_\_  
Robert D. Trabucco

\_\_\_\_\_  
Lynn Dennison

\_\_\_\_\_  
George S. Frankovich

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this written consent and made it effective, as of the date first written above.

Mark S. Light  
  
Ron Ristau

\_\_\_\_\_  
Robert D. Trabucco

\_\_\_\_\_  
Lynn Dennison

\_\_\_\_\_  
George S. Frankovich

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this written consent and made it effective, as of the date first written above.

\_\_\_\_\_  
Mark S. Light

\_\_\_\_\_  
Ron Ristau

\_\_\_\_\_  
Robert D. Trabucco

  
\_\_\_\_\_  
Lynn Dennison

\_\_\_\_\_  
George S. Frankovich

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this written consent and made it effective, as of the date first written above.

\_\_\_\_\_  
Mark S. Light

\_\_\_\_\_  
Ron Ristau

\_\_\_\_\_  
Robert D. Trabucco

\_\_\_\_\_  
Lynn Dennison

  
\_\_\_\_\_  
George S. Frankovich