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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 311006 5057832  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

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TALLAHASSEE FLORIDA

*Patricia Pizots*

ORDER DATE : November 6, 2003  
ORDER TIME : 2:59 PM  
ORDER NO. : 311006-005  
CUSTOMER NO: 5057832  
CUSTOMER: Matthew S. Karres, Esq  
Family Dollar Stores, Inc.  
P O Box 1017  
Charlotte, NC 28201-1017

FOREIGN FILINGS

NAME: FAMILY DOLLAR SERVICES, 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: Sara Lea -- EXT# 1114

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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 Services, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina 3. 56-1744955  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 3, 1991 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10401 Old Monroe Road, Matthews, North Carolina 28105  
Mailing Address: (Principal office address) Street Address: 10401 Old Monroe Road  
P.O. Box 1017 Charlotte, NC 28201-1017 Matthews, NC 28105  
(Current mailing address)

8. to engage in any lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (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.*

The Prentice-Hall Corporation System, Inc.

Lynette Coleman  
(Registered agent's signature)

Lynette Coleman  
as its agent

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.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider, Exhibit A, Pages 1,2 and 3  
attached hereto and incorporated herein by reference

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider, Exhibit A, Pages 1,2 and 3  
attached hereto and incorporated herein by reference

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. C. Martin Sowers  
(Signature of Director or Officer listed in number 12 of the application)

14. C. Martin Sowers, Sr. Vice President  
(Typed or printed name and capacity of person signing application)

**FAMILY DOLLAR SERVICES, INC.  
OFFICERS**

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>
Leon Levine	Chairman	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Howard R. Levine	President/Chief Executive Officer/ Director	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
R. James Kelly, Jr.	Vice Chairman-Chief Financial and Administrative Officer	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
George R. Mahoney, Jr.	Executive Vice President/Secretary	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
R. David Alexander, Jr.	Executive Vice President - Chief Operating Officer	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
C. Martin Sowers	Sr. Vice President/Finance	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
John J. Scanlon	Sr. Vice President - Merchandising/ Advertising	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Irving Neger	Sr. Vice President - Softlines	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Owen R. Humphrey	Regional Vice President - Distribution	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017

Samuel J. Bernstein	Vice President - Advertising and Sales Promotion	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Craig A. Hart	Vice President - Merchandise Control	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
John R. Moffitt	Vice President - Allocation and Replenishment	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Richard P. Siliakus	Vice President - General Merchandise Manager-Hardlines	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Charles S. Gibson	Sr. Vice President - Distribution and Logistics	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
James R. Bowen	Vice President - Distribution	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Billy W. Jones	Regional Vice President	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
David Barnum	Regional Vice President	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Joseph F. Cawley	Regional Vice President	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Allen Wright	Regional Vice President	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017

Jim Burns	Divisional Vice President - and Sales Promotion	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Bryan P. Causey	Vice President - Finance	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Michael Newman	Divisional Vice President - Inventory Control	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Janice B. Burris	Assistant Secretary	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
John Clifford	Assistant Secretary	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Thomas E. Schoenheit	Assistant Secretary	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
Daylon W. Powell	Assistant Treasurer	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017

**DIRECTORS**

Howard R. Levine	President & CEO	10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017
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State of North Carolina  
Department of The Secretary of State

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**CERTIFICATE OF EXISTENCE**

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

**FAMILY DOLLAR SERVICES, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 3rd day of June, 1991, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, 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 N.C.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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of November, 2003

*Elaine F. Marshall*  
Secretary of State