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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: San Antonio Retail Merchants Association
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Linda Stolte, Sr. Vice President

(Name of Person)

San Antonio Retail Merchants Association

(Firm/Company)

1801 Broadway

(Address)

San Antonio, Tx 78215

(City/State and Zip Code)

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For further information concerning this matter, please call:

Linda Stolte

(Name of Person)

at (210) 244-4508

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. San Antonio Retail Merchants Association Incorporated
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Texas 3. 74-0879730
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 12, 1907 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not prior to registration
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 1801 Broadway, San Antonio, Texas 78215
(Principal office address)
1801 Broadway, San Antonio, Texas 78215
(Current mailing address)

8. Mortgage Credit Reporting, Tenant/Employment Credit Reporting
(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 **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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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.



E. A. Wallace
Assistant Secretary

(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.

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

A. DIRECTORS

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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

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

14. Linda Stolte, Sr. Vice President
(Typed or printed name and capacity of person signing application)

Attachment to Florida
OFFICERS & DIRECTORS

1. Full Name: Roberto Benavides
Officer/Director: Officer & Director
Officer's Title: President/CEO
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
2. Full Name: Linda Stolte
Officer/Director: Officer & Director
Officer's Title: Sr VP/Secretary/Treasurer
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
3. Full Name: Kim Mulvany
Officer/Director: Officer
Officer's Title: Assistant Secretary/Treasurer
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
4. Full Name: Joyce Bradfield
Officer/Director: Director
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
5. Full Name: Harry Brusenhan
Officer/Director: Director/Vice Chariman
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
6. Full Name: Donald Gudina
Officer/Director: Director/Chariman
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
7. Full Name: Tim Haegelin
Officer/Director: Director
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
8. Full Name: Jerry Reavis
Officer/Director: Director
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215
9. Full Name: Morris E. White
Officer/Director: Director
Officer's Title: N/A
Business Address: 1801 Broadway
City, State, Zip Code: San Antonio, TX 78215

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



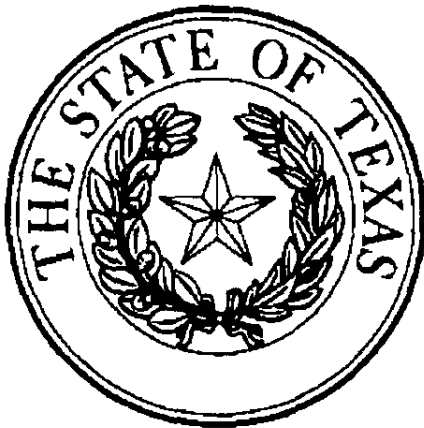
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for SAN ANTONIO RETAIL MERCHANTS ASSOCIATION (filing number: 1856901), a Domestic Nonprofit Corporation, was filed in this office on December 12, 1907.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 13, 2006.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Roger Williams
Roger Williams
Secretary of State