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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATION
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15 JAN 21 AM 8:36

JAN 22 2015

T. SCOTT

ACCOUNT NO. : I20000000195

REFERENCE : 467178 6729A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 2015

ORDER TIME : 3:52 PM

ORDER NO. : 467178-005

CUSTOMER NO: 6729A

FOREIGN FILINGS

NAME: HARRIS TEETER SUPERMARKETS,
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: Courtney Williams -- EXT# 62935

EXAMINER: _____

**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. Harris Teeter Supermarkets, 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. 56-0905940
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/28/1968 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 701 Crestdale Road, Matthews, NC 28105
(Principal office address)
1014 Vine Street, Cincinnati, OH 45202
(Current mailing address)

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8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

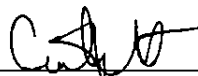
Tallahassee, Florida 32301
(City) (Zip code)

9. 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.

Corporation Service Company

By:



(Registered agent's signature)

Courtney Williams
Asst. Vice President

10. 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.

11. Names and business 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:

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

12.

Dorothy D. Roberts

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Dorothy D. Roberts, Assistant Secretary

(Typed or printed name and capacity of person signing application)

15 JAN 21 AM 8:36
DIVISION OF
REGISTRATION

HARRIS TEETER SUPERMARKETS, INC.
a North Carolina corporation

OFFICERS

<u>Name/Title</u>	<u>Address</u>
Frederick J. Morganthall, II President	701 Crestdale Road, Matthews, NC 28105
Christine S. Wheatley Vice President and Secretary	1014 Vine Street, Cincinnati, OH 45202
Todd A. Foley Vice President and Treasurer	1014 Vine Street, Cincinnati, OH 45202
Rodney C. Antolock Vice President	701 Crestdale Road, Matthews, NC 28105
Scott Nations Vice President	701 Crestdale Road, Matthews, NC 28105
Taryn G. Mecia Vice President and Assistant Secretary	701 Crestdale Road, Matthews, NC 28105
Scott L. Wippel Vice President	701 Crestdale Road, Matthews, NC 28105
Dorothy D. Roberts Assistant Secretary	1014 Vine Street, Cincinnati, OH 45202
Joseph W. Bradley Assistant Treasurer	1014 Vine Street, Cincinnati, OH 45202

DIRECTORS

W. Rodney McMullen	1014 Vine Street, Cincinnati, OH 45202
J. Michael Schlotman	1014 Vine Street, Cincinnati, OH 45202
Christine S. Wheatley	1014 Vine Street, Cincinnati, OH 45202



NORTH CAROLINA

Department of the Secretary of State

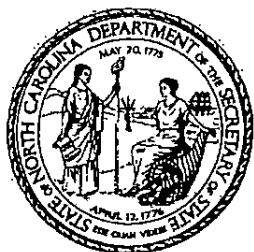
CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

HARRIS TEETER SUPERMARKETS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 27th day of October, 1968, 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.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of January, 2015.

Elaine F. Marshall

Secretary of State