

# F95000002643

May 25, 1995

CT Corporation System  
906 Olive Street  
St. Louis, MO 63101  
314 231 8380  
Fax 314 231 9892

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **KIRKLAND'S OF SANTA ROSA MALL, FORT WALTON, FL, INC.**  
**KIRKLAND'S OF PANAMA CITY MALL, PANAMA CITY, FL, INC.**  
Order #: 296607

Counsel: Bettay A. Willis  
Rainey Kizer Butler  
Reviere & Bell  
P O Box 1147  
Jackson TN 38302-1147

200001502382  
-05/31/95--01035--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

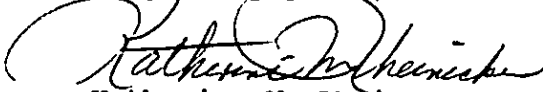
Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation the documents identified below:

#### Qualifications

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office by regular mail.

Should you need anything further, please contact the undersigned at our toll free number 1-800-325-2671.

Very truly yours,

  
Katherine M. Rheinecker  
Customer Specialist

KMR/skb

Enclosure(s)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 30 AM 8:46

**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:

KIRKLAND'S OF SANTA ROSA MALL, FORT WALTON, FL, INC.  
Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee  
(State or country under the law of which it is incorporated)

3. March 2, 1995 4. Perpetual  
(Date of Incorporation) (Duration)

5. 59-3299409  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 805 North Parkway, Jackson, Tennessee 38305  
(Current mailing address)

8. Please See Attached  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

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

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

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

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

Director: See attached list of directors

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

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

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

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DIVISION OF CORPORATIONS  
95 MAY 30 AM 8:47

**9. Officers:**

President: see attached list of officers

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

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

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

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

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

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

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

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

C T Corporation System

*John J. Linnihan*  
(Officer)

John J. Linnihan, Asst. Vice President

(Typed Name and Title of Officer)

12. 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.

13. *Carl Kirkland*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Carl Kirkland, President

(Name and capacity of person signing application)

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of  
KIRKLAND'S OF SANTA ROSA MALL, FORT WALTON, FL, INC.**

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1. Carl Kirkland  
805 North Parkway  
Jackson, Tennessee 38305
2. Robert Kirkland  
805 North Parkway  
Jackson, Tennessee 38305
3. Bruce Moore  
805 North Parkway  
Jackson, Tennessee 38305
4. Robert Alderson  
805 North Parkway  
Jackson, Tennessee 38305

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of  
KIRKLAND'S OF SANTA ROSA MALL, FORT WALTON, FL, INC.**

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1. Carl Kirkland, President  
805 North Parkway  
Jackson, Tennessee 38305
2. Robert Kirkland, Vice President  
805 North Parkway  
Jackson, Tennessee 38305
3. Bruce Moore, Vice President  
805 North Parkway  
Jackson, Tennessee 38305
4. Robert Alderson, Secretary  
805 North Parkway  
Jackson, Tennessee 38305

To engage in the retail sale of various items, including but not limited to gifts and related items of all types, housewares and decorative accessories of all types, and items of jewelry and personal wear of all types.

To acquire by purchase, lease, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, divide and otherwise handle, deal in, and dispose of real property, including improvements thereon, and any interest or right therein, whether as principal, agent, broker, or otherwise; and to erect, manage, operate, service, equip, furnish, alter, and repair buildings of any and all types, public or private, and real and personal property of every kind, nature, description, whether as principal, agent, broker, or otherwise; and to generally do anything and everything necessary and proper and to the extent permitted by law in connection with the purchasing, owning, managing, leasing, mortgaging, exchanging, operating, and selling real and personal property, both tangible and intangible, of any and all kinds, improved and unimproved and any right or interest therein.

To exchange in and transact, without limitation, any or all lawful business for which corporations may be incorporated under the Tennessee General Corporation Act, and to have and exercise all powers now or hereafter conferred upon corporations by the laws of the State of Tennessee; such powers, to the extent allowed by law, to be also construed as purposes; and to such extent as a corporation organized under the General Corporation Act of the State of Tennessee may now or hereafter lawfully do, to do each and every thing necessary, suitable, convenient, or proper for or in connection with, or incident to, the accomplishment of any one or more of such powers either herein enumerated or designed directly or indirectly to promote the enumerated or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties. >

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 05/02/1995  
REQUEST NUMBER: 3006-1270  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/02/1995  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0291389  
JURISDICTION: TENNESSEE

TO:  
C T CORPORATION SYSTEM  
ATTN: SHARON BIEBEL  
906 OLIVE STREET  
ST. LOUIS, MO 63101

REQUESTED BY:  
C T CORPORATION SYSTEM  
ATTN: SHARON BIEBEL  
906 OLIVE STREET  
ST. LOUIS, MO 63101

### CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"KIRKLAND'S OF SANTA ROSA MALL, FORT WALTON, FL, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 30 AM 8:47

FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/02/95

FROM:  
C T CORPORATION SYSTEM (ST. LOUIS, MO)  
906 OLIVE ST  
ST. LOUIS, MO 63101-0000

RECEIVED:	FEES \$10.00	\$10.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00001802779  
ACCOUNT NUMBER: 00000015



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE