

F95000003882

CORPORATION SYSTEM

350 North St. Paul Street
Dallas, TX 75201
Tel 214 979 9450
Fax 214 754 0921

August 9, 1995

200001561052
-08/15/95--01100--012
*****70.00 *****70.00

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

Re: JCPENNEY BUSINESS SERVICES, INC.
Order #: 330481

FILED
95 AUG 11 AM 11:43
TALLAHASSEE, FLORIDA

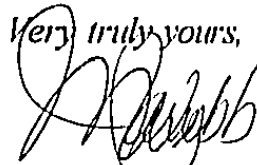
Gentlemen:

As requested by counsel, we enclose for filing Application for Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1/800/759-8547.

Very truly yours,



Mary Webb
Technical Specialist

mwv

Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. JCPenney Business Services, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware

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

3. 13-3163498

(FEI number, if applicable)

4. April 22, 1983

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, (S.))

7. 5001 Spring Valley Rd., Suite 650, West Tower, Dallas, Texas

75244-3910

(Current mailing address)

8. See attached purpose clause

(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:

Name: C T Corporation System

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

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Randy Shelley

(Registered agent's signature) (Officer)

Randy Shelley, Special Asst. Secy.

(Type Name and Title of Officer)

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: T. L. Spurlock

Address: 6501 Legacy Drive

Plano, Texas 75024-0007

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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

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

14. D. T. Carpenter, Secretary
(Typed or printed name and capacity of person signing application)

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TALAHASSEE, FLORIDA

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

**Purpose Clause of
JCPenney Business Services, Inc.**

To engage in any activity for which corporations may be organized to do business under the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Florida, including, without limitation, providing credit processing and point-of-sale network services.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Officers of
JCPenney Business Services, Inc.**

1. T. L. Spurlock, Chairman of the Board
6501 Legacy Drive
Plano, Texas 75024-0007
2. F. J. Hagan, Senior Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
3. B. J. Jones, Senior Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
4. L. A. Steinseifzer, Senior Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
5. R. W. Trammell, Vice President and Controller
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
6. E. B. Brennan, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
7. F. C. Guest, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
8. D. L. Judy, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
9. T. L. Koberstein, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
10. J. A. McCormick, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
11. Carol Smith, Vice President
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
12. M. R. Wilson, Vice President
5001 Spring Valley Rd., Suite 650, West Tower

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Directors of
JCPenney Business Servicos, Inc.**

1. W. J. Alcorn
5001 Spring Valley Rd., Suite 650, West Tower
Dallas, Texas 75244-3910
2. N. F. Brigham
6501 Legacy Drive
Plano, Texas 75024-1318
3. D. V. Evans
6501 Legacy Drive
Plano, Texas 75024-8317
4. R. E. Northam
6501 Legacy Drive
Plano, Texas 75024-0006
5. T. L. Spurlock
6501 Legacy Drive
Plano, Texas 75024-0007

FILED
95 AUG 11 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to (cont)

Dallas, Texas 75244-3910

13. D. A. McKay, Treasurer
6501 Legacy Drive
Plano, Texas 75024-1311
14. D. T. Carpenter, Secretary
6501 Legacy Drive
Plano, Texas 75024-1118
15. T. M. Comerford, Assistant Secretary
6501 Legacy Drive
Plano, Texas 75024-1103
16. E. P. McGreal, Assistant Secretary
6501 Legacy Drive
Plano, Texas 75024-1111
17. J. J. Vawrinok, Assistant Secretary
6501 Legacy Drive
Plano, Texas 75024-1103

FILED

95 AUG 11 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JCPENNEY BUSINESS SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
95 AUG 11 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2007312 8300

950179718

AUTHENTICATION:

7602097

DATE:

08-09-95

F95000003882

Document Number Only

FILED

95 DEC 29 AM 9:11

RECORDS SECTION
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001674141
-12/29/95--01047--016
*****35.00 *****35.00

JCPenny Business Services, Inc.

to

BST Business Services, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservoir

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/29/95

3:00

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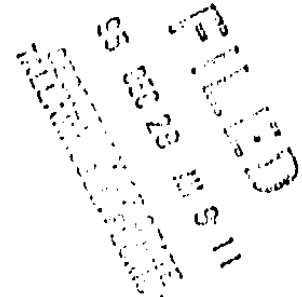
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95 DEC 29 PM 12:25

N. HENDRICKS JAN - 2 1996

CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**



SECTION I (1-3 must be completed)

1. JCPenney Business Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 11, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 13, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

BSI Business Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Lawrence A. Steinseifer
Signature
Name and Title

12-21-95
Date

L. A. Steinseifer, Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JCPENNEY BUSINESS SERVICES, INC.", CHANGING ITS NAME FROM "JCPENNEY BUSINESS SERVICES, INC." TO "BSI BUSINESS SERVICES, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 1995, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2007312 8100

950305668

AUTHENTICATION:

DATE:

7765390

12-22-95

Dec. 13, 1995, 10:51AM

JCPENNEY LEGAL

No. 7942 P. 3/3

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

JCPenney Business Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Corporation"), does hereby certify:

First: That the Board of Directors of the Corporation, by Unanimous Written Consent in lieu of meeting dated December 7, 1995, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that said amendment be submitted for consideration by the stockholder on December 7, 1995. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors hereby declares it advisable that the First Article of the Certificate of Incorporation of the Corporation be amended to read as follows:

"First: The name of the corporation ("Corporation") shall be BSI Business Services, Inc."

Second: That thereafter, the stockholder of said Corporation, by Unanimous Written Consent in lieu of meeting dated December 12, 1995, in accordance with the General Corporation Law of the State of Delaware, adopted the amendment.

Third: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed in its name by its President and attested by its Assistant Secretary, as of the 12th day of December, 1995.

JCPenney Business Services, Inc.



T. L. Spurlock

Chairman of the Board and President

ATTEST:



T. M. Cornesford
Assistant Secretary

Document Number Only

F95000003882

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

200001999392--0
-11/07/96--01061--021
*****35.00 *****35.00

CORPORATION(S) NAME

Carrie
name permission
add #4
the date 11-8-96
BSI Business Services, Inc.
to:
ADS Alliance Data Systems, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☒ Amendment
☐ Merger
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ After 4:30
☒ Pick Up
☐ Other UCC Filing
☐ Change of R.A.
☐ Fic. Name
☐ CUS

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

11/7/96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

Name Change
DC

11-8-96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -7 PM 12:28
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. DOT Business Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 11, 1995

FILED
96 NOV - 7 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 11, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

ADS Alliance Data Systems, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change

Robert W. Trammell

Signature
Name and Title

Robert Trammell, Vice President

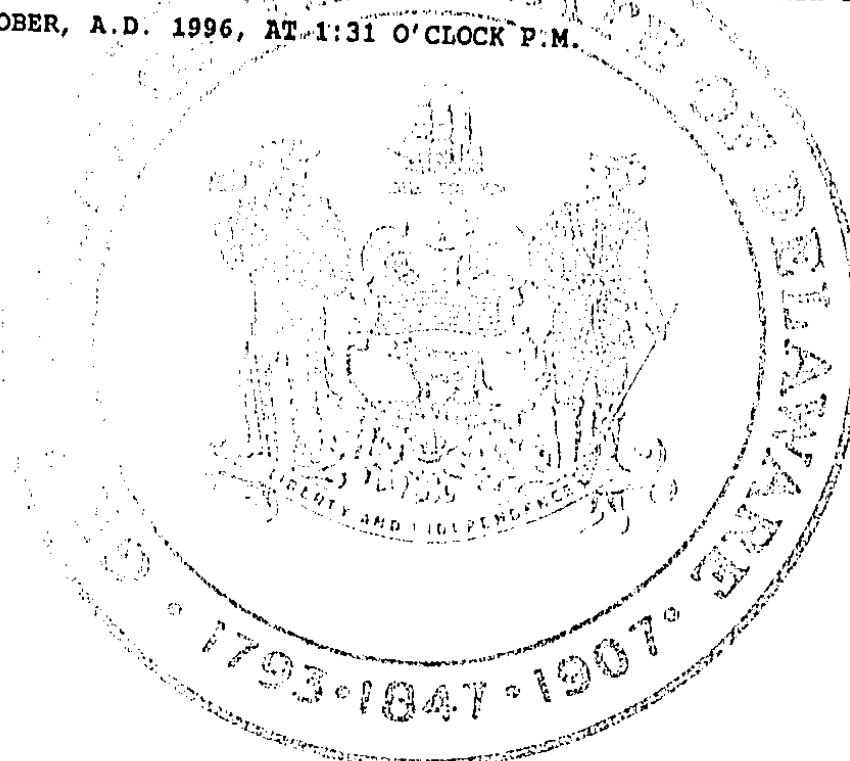
Oct 14-1996

Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BSI BUSINESS SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ADS ALLIANCE DATA SYSTEMS, INC.", THE ELEVENTH DAY OF OCTOBER, A.D. 1996, AT 1:31 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2007312 8320

960318972

AUTHENTICATION: 8174357

DATE: 11-01-96