

F95000005577



ACCOUNT NO. : 072100000032
REFERENCE : 730590 82399A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : November 8, 1995

ORDER TIME : 2:0 PM

ORDER NO. : 730590

CUSTOMER NO: 82399A

CUSTOMER: Colleen Bruno, Legal Asst.
Proskauer, Rose, Goetz &
One Boca Place
Ste. 340 West
Boca Raton, FL 33431

File
1st

FOREIGN FILINGS

NAME: VANS, INC.

XXX ☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XX ☐ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX ☐ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

95 NOV -9 PM 3:29
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FBI
COMMUNICATIONS SECTION

ACTION BY WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF VANS, INC.

The undersigned Director of VANS, INC., a Delaware corporation (the "Corporation"), in accordance with the provisions of Section 141 of the Delaware General Corporation Law, hereby takes the following action by written consent, in lieu of a special meeting of the Board of Directors, and adopts the following resolutions and agree that such resolutions shall be valid and effective corporate action, as though such resolutions had been adopted at a meeting duly called and held:

"RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation hereby adopts the name **Vans of Delaware, Inc.** as its qualification name in Florida, pursuant to the Florida Business Corporation Act, and

"FURTHER RESOLVED, that the Corporation adopts the fictitious name **Vans Shoes** for use in transacting business in the State of Florida pursuant to the Florida Business Corporation Act, and

"FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use said fictitious name in the transaction of business in the State of Florida."

This Consent shall be filed with the minutes of the Board of Directors of the Corporation.

Dated as of the 8th day of November, 1995.


Walter E. Schoenfeld

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION 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. VANS, 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. 33-6272893
(FEI number, if applicable)
4. December 31, 1987
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Proposed: October 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2095 Batavia
Orange, CA 92665-3101
(Current mailing address)
8. Retail store
(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:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.
By: Marcia S. Harner 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.

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SECRETARY OF STATE
95 OCT -9 PM 3:29

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

A. DIRECTORS

Chairman: George E. McCown GEORGE E. MCCOWN
Address: 2095 Batavia Street 2095 Batavia Street
Orange, CA 92665-3101 Orange, CA 92665-3101
Vice Chairman: David E. De Leeuw DAVID E. DE LEEUW
Address: 2095 Batavia Street Same
Orange, CA 92665-3101
Director: Philip H. Schaff, Jr. PHILIP H. SCHAFF, JR.
Address: Same as above Same
Director: Wilbur J. Fin WILBUR J. FIN
Address: Same as above Same
AND SEE ATTACHED

B. OFFICERS

President: Walter E. Schoenfeld WALTER E. SCHOENFELD
Address: 2095 Batavia Street
Orange, CA 92665-3101
Executive Vice President: Gary H. Schoenfeld GARY H. SCHOENFELD
Address: Same as above
Secretary: Craig E. Gosselin CRAIG E. GOSSELIN
Address: Same as above
Treasurer: Charles C. Kupper CHARLES C. KUPFER
Address: Same as above

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

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

14. CRAIG E. GOSSELIN, Vice President General Counsel
(Typed or printed name and capacity of person signing application)

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ORANGE COUNTY

Addendum
Additional Directors

<u>Name</u>	<u>Address</u>
Robert B. Hellman, Jr.	2095 Batavia Street, Orange, CA 92665
Walter E. Schoenfeld	2095 Batavia Street, Orange, CA 92665
James R. Sulat	2095 Batavia Street, Orange, CA 92665
Kathleen M. Gardarian	2095 Batavia Street, Orange, CA 92665
Peter M. Husting	2095 Batavia Street, Orange, CA 92665

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SECRETARY OF STATE
DIVISION OF REVENUE
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State of Delaware
Office of the Secretary of State

TO THE HONORABLE THE SECRETARY OF STATE
OF THE STATE OF DELAWARE
FROM THE HONORABLE THE SECRETARY OF STATE
OF THE STATE OF DELAWARE
SUBJECT: [Illegible]

FILED
SECRETARY OF STATE
DIVISION
95 NOV -9 PM 3:29



Edward G. [Illegible]

Edward G. [Illegible] Secretary of State

1000 MARKET STREET, SUITE 1000

DELAWARE