

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 224-3393

800-342-8086

**F9600000730**



ACCOUNT NO. : 072100000032  
REFERENCE : 826760 4802517  
AUTHORIZATION : *Patricia Pyjett*  
COST LIMIT : \$ 70.00

ORDER DATE : January 31, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 826760

300001705203

CUSTOMER NO: 4802517

CUSTOMER: Ms. Marcie Davant  
Butler, Snow, O'mara, Stevens  
1700 Deposit Guaranty Plaza

Jackson, MS 39205

FOREIGN FILINGS

NAME: PROFFITTS, 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: Clint D. Fuhrman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -2 PM 12:49  
RECEIVED  
96 FEB -2 PM 12:22  
DIVISION OF CORPORATION

W96-2585



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 2, 1996

*use original date*

CSC-CLINT FUHRMAN

SUBJECT: PROFFITT'S, INC.  
Ref. Number: W96000002585

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB - 2 PM 12: 49

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 896A00004736

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95 FEB 13 PM 12: 24  
DIVISION OF CORPORATIONS

*resubmit*

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DIVISION OF CORPORATIONS

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### CERTIFIED RESOLUTIONS

RESOLVED, that inasmuch as this 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 adopts the alternate name PDS Agency, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, 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 the said alternate name in the transaction of business in the State of Florida.

### CERTIFICATE

I, Brian J. Martin, being the duly elected, qualified and acting Assistant Secretary of Proffitt's, Inc., a Tennessee corporation, do hereby certify that the foregoing Resolutions were duly adopted by the Board of Directors of the Corporation as of February 2, 1996; that such Resolutions have not been revised, modified or rescinded, and are in full force and effect; and that the Resolutions are of record in the Minute Book of the Corporation.

SO CERTIFIED, this the 8<sup>th</sup> day of February, 1996.

  
Brian J. Martin, Assistant Secretary

**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. Proffitt's, 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. Tennessee  
(State or country under the law of which it is incorporated)
3. 62-0331040  
(FEI number, if applicable)
4. December 15, 1919  
(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, F.S.))
7. 115 North Calderwood  
Alcoa, Tennessee 37701  
(Current mailing address)
8. operation of retail department stores and related activities  
(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: CORPORATION SERVICE COMPANY  
Office Address: 1201 Huys Street  
Tallahassee, Florida, 32301  
(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.*

CORPORATION SERVICE COMPANY

Laura R. Dunlap  
(Registered agent's signature) (Officer)

LAURA R. DUNLAP, AS AGENT

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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:** R. Brad Martin

**Address:** 115 North Calderwood

Alcon, TN 37701

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

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

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

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

14. John Woods, Vice President of Financial Administration  
(Typed or printed name and capacity of person signing application)

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DIRECTORS OF PROFFITT'S, INC.

C. Warren Neel  
115 North Calderwood  
Alcoa, TN 37701

Harwell W. Proffitt  
115 North Calderwood  
Alcoa, TN 37701

Gerald Tsai, Jr.  
115 North Calderwood  
Alcoa, TN 37701

Michael A. Gross  
115 North Calderwood  
Alcoa, TN 37701

Richard D. McRae  
115 North Calderwood  
Alcoa, TN 37701

R. Brad Martin  
115 North Calderwood  
Alcoa, TN 37701

Bernard E. Bernstein  
115 North Calderwood  
Alcoa, TN 37701

Edmond D. Cicala  
115 North Calderwood  
Alcoa, TN 37701

Ronald de Waal  
115 North Calderwood  
Alcoa, TN 37701

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OFFICERS OF PROFFITT'S, INC.

R. Brad Martin  
Chairman of the Board and Chief Executive Officer  
115 North Calderwood  
Alcoa, TN 37701

James A. Coggin  
President of Proffitt's, Inc. and Chief Operating Officer  
115 North Calderwood  
Alcoa, TN 37701

James E. Glasscock  
Executive Vice President, Chief Financial Officer,  
Treasurer, and Assistant Secretary  
115 North Calderwood  
Alcoa, TN 37701

Brian J. Martin  
Senior Vice President, General Counsel and Assistant Secretary  
115 North Calderwood  
Alcoa, TN 37701

David W. Baker  
Senior Vice President of Operations  
115 North Calderwood  
Alcoa, TN 37701

James E. VanNoy  
Senior Vice President and Chief Information Officer  
115 North Calderwood  
Alcoa, TN 37701

Julia A. Bentley  
Senior Vice President of Planning  
and Investor Relations and Secretary  
115 North Calderwood  
Alcoa, TN 37701

Eric S. Faires  
Vice President and Real Estate Counsel, Assistant Secretary  
115 North Calderwood  
Alcoa, TN 37701

John Woods  
Vice President of Financial Administration  
115 North Calderwood  
Alcoa, TN 37701

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DIVISION OF CORPORATIONS  
96 FEB -2 PM 12:50



**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 02/01/96  
REQUEST NUMBER: 96032011  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/15/1919  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0025344  
JURISDICTION: TENNESSEE

TO:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. #333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. #333  
NASHVILLE, TN 37221

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"PROFFITT'S, 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 THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
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  
96 FEB - 2 PM 12:50

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/01/96

FROM:  
CAPITAL FILING SERVICE, INC.  
7051 HWY 70 S  
#333  
NASHVILLE, TN 37221-0000

RECEIVED:	FEES \$100.00	\$90.00
TOTAL PAYMENT RECEIVED:		\$190.00
RECEIPT NUMBER:	00001904260	
ACCOUNT NUMBER:	00101230	



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

CT CORPORATION SYSTEM

F96000000730

906 Olive Street  
St. Louis, MO 63101  
Tel 314 231 8380  
Fax 314 231 6454

June 2, 1997

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

Re: **PDS AGENCY, INC.**  
(Tennessee Domestic) Order #: 859404

Counsel: Butler Snow O'Mara  
Stevens & Cannada, PLLC  
P.O. Box 22567  
Jackson, MS 39225-2567

600002204176--2  
-06/06/97--01070--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

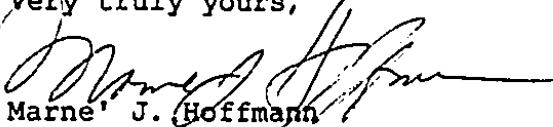
Gentlemen:

As requested by counsel, we enclose for filing Application for Withdrawal on behalf of this corporation, together with funds in payment of the required fees.

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: 1-800-325-2671.

Very truly yours,

  
Marne J. Hoffmann  
Associate Customer Specialist

mjh

Enc.

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97 JUN -6 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*See 6/13 withdrawal*

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY  
TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

PDS Agency, Inc.  
(Name of Corporation)

Tennessee  
(Incorporated Under Laws Of)

97 JUN -6 AM 7:48  
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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

750 Lakeshore Parkway  
(Mailing Address)

Birmingham, Alabama 35211  
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

5/16/97  
Date

Douglas E. Coltharp

Typed or printed name

Vice President

Title