

# F96000004480

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DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400001986564

-08/30/96--01022--021

\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Kirklands of West Oaks Mall, Orlando, FL, Inc.*

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

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DIVISION OF CORPORATION

*mtm*

|                   |
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| Name              |
| Availability      |
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| Verifier          |
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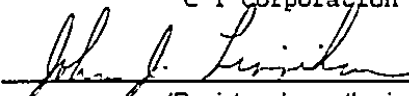
*8-30*

## 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. KIRKLAND'S OF WEST OAK MALL, ORLANDO, FL, 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. Applied For  
(FEI number, if applicable)
4. July 19, 1996  
(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. 805 NORTH PARKWAY, JACKSON, Tennessee 38305  
(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

  
(Registered agent's signature) (Officer)

John J. Linnihan, Assistant Vice President  
(Type Name and Title of Officer)

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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: \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

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. \_\_\_\_\_

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

14. CARL KIRKLAND, President

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

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

**Officers of  
KIRKLAND'S OF WEST OAK MALL, ORLANDO, FL, INC.**

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1. CARL KIRKLAND, PRESIDENT  
805 NORTH PARKWAY  
JACKSON, Tennessee 38305
2. BRUCE MOORE, VICE PRESIDENT  
805 NORTH PARKWAY  
JACKSON, Tennessee 38305
3. ROBERT ALDERSON, VICE PRESIDENT/SECRETARY/TREASURER  
805 NORTH PARKWAY  
JACKSON, Tennessee 38305

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

**Directors of**  
**KIRKLAND'S OF WEST OAK MALL, ORLANDO, FL, INC.**

---

1. CARL T. KIRKLAND  
KIRKLAND'S, INC.  
805 NORTH PARKWAY  
JACKSON, TN 38305
2. ROBERT E. ALDERSON  
KIRKLAND'S, INC.  
805 NORTH PARKWAY  
JACKSON, TN 38305
3. D. BRUCE MOORE  
KIRKLAND'S, INC.  
805 NORTH PARKWAY  
JACKSON, TN 38305
4. DAVID M. MUSSAFER  
ADVENT INTERNATIONAL  
101 FEDERAL STREET  
BOSTON, MA 02110
5. R. WILSON ORR III  
SSM CORPORATION  
785 CROSSOVER LANE  
MEMPHIS, TN 38117
6. JOHN P. OSWALD  
CAPITAL TRUST GROUP  
575 5TH AVE.  
NEW YORK, NY 10017
7. ALEXANDER S. MCGRATH  
CAPITAL RESOURCE PARTNERS  
175 PORTLAND STREET  
BOSTON, MA 02114

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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 all kinds, improved and unimproved and any right or interest therein.

To exchange in and transact, without limitation, any 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: 08/29/1996  
REQUEST NUMBER: 96242116  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/19/1996  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0315617  
JURISDICTION: TENNESSEE

TO:  
CAPITAL FILING SERVICE INC.  
7051 HWY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE INC.  
7051 HWY 70 S  
NO 333  
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

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

"KIRKLAND'S OF WEST OAKS HALL, ORLANDO, 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

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DIVISION OF CORPORATIONS  
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FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/29/96

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

RECEIVED: FEES \$70.00 \$60.00  
TOTAL PAYMENT RECEIVED: \$130.00

RECEIPT NUMBER: 00002003570  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE