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(City/State/Zip/Phone #)

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**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Variety Stores, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tax Department (Contact: Tracey Vaughan)  
Name of Person

Variety Stores, LLC  
Firm/Company

218 S. Garnett Street  
Address

Henderson, NC 27536  
City/State and Zip Code

taxdept@vwstores.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracey Vaughan at ( 919 ) 886-1278  
Name of Contact Person Area Code Daytime Telephone Number

**Mailing Address:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY  
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Variety Stores, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC")

2. North Carolina  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 56-0382475  
(FBI number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 218 S. Garnett Street  
(Street Address of Principal Office)

6. PO Drawer 947  
(Mailing Address)

Henderson, NC 27536

Henderson, NC 27536

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

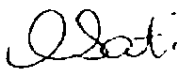
(City)

Florida 32301

(Zip code)

**Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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)

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TALLAHASSEE, FL

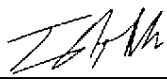
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>C. Gill Frazier, II</u>	<input type="checkbox"/> Manager	Name: <u>Tyler Hall</u>
<input type="checkbox"/> Member	Address: <u>218 S. Garnett St.</u>	<input type="checkbox"/> Member	Address: <u>1000 Facet Rd.</u>
<input checked="" type="checkbox"/> Authorized	<u>Henderson, NC 27536</u>	<input checked="" type="checkbox"/> Authorized	<u>Henderson, NC 27537</u>
Person	<u>VP &amp; General Counsel</u>	Person	<u>VP &amp; Controller</u>
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Digitally signed by Tyler Hall  
Date: 2023.05.05 08:33:34 -04'00'

Signature of an authorized person

Tyler Hall

Typed or printed name of signer

**WRITTEN CONSENT  
OF THE SOLE MANAGER OF  
VARIETY STORES, LLC**

The undersigned, being the sole Manager of Variety Stores, LLC, a North Carolina limited liability company (the "Company"), does hereby adopt the following resolutions by executing this written consent, effective for all purposes as of the effectiveness of the statutory conversion of Variety Stores, Inc., a Delaware corporation, into the Company.

RESOLVED, that the following persons be, and they hereby are, appointed to the respective office set opposite their names, to serve in such capacity, subject to the provisions of the Operating Agreement of the Company, until his or her death, resignation, or his successor is duly elected and qualified:

**VARIETY STORES, LLC – OFFICERS**

James Arthur Pope	--Manager
Amanda Joyce Pope	--Secretary and Treasurer
Bruce A. Efrid	--President and Chief Executive Officer
Tom Stoltz	--Executive Vice President, Chief Financial Officer, Deputy Treasurer
Lisa Seigies	--Executive Vice President and Chief Merchandising Officer
Chris Zender	--Executive Vice President of Store Operations and Chief Operating Officer
Ron Kay	--Senior Vice President, Finance and Treasury
Gerald Frucht	--Senior Vice President of Information Systems
Russ Lundy	--Senior Vice President of Real Estate
Tracy Fritsch	--Senior Vice President of Planning and Allocation
Maurice Smith	--Senior Vice President of Store Operations
Ken Morris	--Senior Vice President of Store Operations
Kathleen Pegram	--Senior Vice President, General Merchandise Manager- Softlines
Ronald Bennett	--Vice President of Distribution and Transportation
Gill Frazier	--Vice President, General Counsel, and Deputy Secretary
DeLynn Gilmore	--Vice President of Human Resources
Tyler Hall	--Vice President and Controller
Jeff Ross	--Vice President, Division Merchandise Manager-Hardlines
Andy Annunziata	--Vice President, Division Merchandise Manager-Hardlines
Elizabeth Wyatt	--Vice President, Division Merchandise Manager-Softlines
Jeff King	--Vice President of Sales and Marketing
Steve Whitfield	--Vice President, Store Operations Support

Brian Hux	--Regional Vice President of Store Operations—Region 1
David Bowser	--Regional Vice President of Store Operations—Region 2
Steve Carlton	--Regional Vice President of Store Operations—Region 3
Rick Howard	--Regional Vice President of Store Operations—Region 4
Dave Peitzak	--Regional Vice President of Store Operations—Region 5
Norman Hutto	--Regional Vice President of Store Operations—Region 6

This action is taken and effective as of the date first set forth above.

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James Arthur Pope, Manager



# NORTH CAROLINA

## Department of the Secretary of State

### CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

#### **VARIETY STORES, LLC**

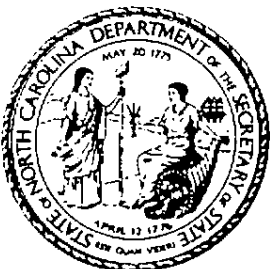
is a limited liability company duly formed, and existing under the laws of the State of North Carolina, having been formed on 28th day of January, 2023

I FURTHER certify that, as of the date of this certificate, (i) the said limited liability company is not dissolved under the terms of its articles of organization, (ii) the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina, (iii) that said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act, (iv) that this office has not filed any decree of judicial dissolution, articles of dissolution, articles of merger, or articles of conversion for said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of April, 2023.

*Elaine F. Marshall*

Secretary of State



Scan to verify online.