

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P02875** (3)
1. Corporation Name
DAYTON HUDSON CORPORATION



Principal Place of Business 777 NICOLLET MALL #1400 CORPORATE TAX DEPT. MINNEAPOLIS MN 55402	Mailing Address 777 NICOLLET MALL #1400 CORPORATE TAX DEPT. MINNEAPOLIS MN 55402
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/31/1984	
21		26		4. FEI Number 41-0215170	Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip	30 Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REIF, JACK	1.2 NAME	
STREET ADDRESS	777 NICOLLET MALL #1400	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55402	1.4 CITY-ST-ZIP	
TITLE	CEO <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ULRICH, ROBERT J	2.2 NAME	
STREET ADDRESS	777 NICOLLET MALL	2.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINGATE, EDWIN H.	3.2 NAME	Gerald R. Storch
STREET ADDRESS	777 NICOLLET MALL	3.3 STREET ADDRESS	777 Nicollet Mall
CITY-ST-ZIP	MINNEAPOLIS MN	3.4 CITY-ST-ZIP	Minneapolis, MN 55402
TITLE	SVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCOVANNER, DOUGLAS	4.2 NAME	
STREET ADDRESS	777 NICOLLET MALL	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	4.4 CITY-ST-ZIP	
TITLE	VCS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALE, JAMES T.	5.2 NAME	
STREET ADDRESS	777 NICOLLET MALL	5.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROLLWAGEN, JOHN	6.2 NAME	Richard M. Kavacevich
STREET ADDRESS	608 2ND AVE SO	6.3 STREET ADDRESS	6th & Marquette
CITY-ST-ZIP	MINNEAPOLIS MN	6.4 CITY-ST-ZIP	Minneapolis, MN 55402

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Jack N. Reif* Jack N. Reif Assistant Treasurer 4/16/98 612/370-6930

CR2E034 (10/97)

DAYTON HUDSON CORPORATION

OFFICERS & DIRECTORS

OFFICERS

Robert J. Ulrich	Chairman of the Board and CEO	777 Nicollet Mall, Mpls., MN 55402
James T. Hale	Sr. Vice Pres. Law General	777 Nicollet Mall, Mpls., MN 55402
	Counsel and Corporate Secretary	
Gerald L. Storch	Senior Vice President	777 Nicollet Mall, Mpls., MN 55402
Edwin H. Wingate	Senior Vice President	777 Nicollet Mall, Mpls., MN 55402
Vivian Stephenson	Senior Vice President and Chief Information Officer	777 Nicollet Mall, Mpls., MN 55402
Douglas A. Scovanner	Senior Vice President Finance & CFO	777 Nicollet Mall, Mpls., MN 55402
L. Fred Hamacher	Vice President	777 Nicollet Mall, Mpls., MN 55402
Gail Dorn	VP - Communications & Community Relations	777 Nicollet Mall, Mpls., MN 55402
JoAnn Bogdan	Controller & Chief Accounting Officer	777 Nicollet Mall, Mpls., MN 55402
William P. Hise	Assistant Secretary	777 Nicollet Mall, Mpls., MN 55402
Stephen C. Kowalke	Vice President & Treasurer	777 Nicollet Mall, Mpls., MN 55402
Jack N. Reif	Assistant Treasurer	777 Nicollet Mall, Mpls., MN 55402
Sara Justice Ross	Assistant Treasurer	777 Nicollet Mall, Mpls., MN 55402

DIRECTORS

Livio D. DeSimone	3M Center, Bldg. 220-14W-05. St. Paul, MN 55144
Roger A. Enrico	700 Anderson Hill Road Purchase, NY 10577
William W. George	7000 Central Avenue NE Minneapolis, MN 55432
Michele J. Hooper	2211 Sanders Rd., Suite 400 Northbrook, IL 60062
James A. Johnson	3900 Wisconsin Ave. NW Washington, DC 20016
Richard M. Kovacevich	Sixth & Marquette Ave Minneapolis, MN 55479
Susan A. McLaughlin	343 State St. Rochester NY 14607
Anne M. Mulcahy	800 Long Ridge Rd. Stamford, CT 06904
Stephen W. Sanger	1 General Mills Blvd., P. O. Box 1113 Minneapolis, MN 55440
Solomon D. Trujillo	1801 California Street, Suite 5200 Denver, CO 80112
Robert J. Ulrich	33 South 6th Street Minneapolis, MN 55402
John R. Walter	295 N Maple Ave, Room 4353L1 Basking Ridge, NJ 07920

April 1997