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FLORIDA PROFIT/NON PROFIT CORPORATION

Chico's RETAIL OPERATIONS, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
CHICO'S RETAIL OPERATIONS, INC.**

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ARTICLE I - NAME

The name of this corporation is Chico's Retail Operations, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PRINCIPAL ADDRESS AND MAILING ADDRESS

The address of the principal office and the mailing address of the office of the Corporation is 11215 Metro Parkway, Fort Myers, Florida 33966.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u> 1,000	<u>Par Value Per Share</u> \$.01	<u>Class of Stock</u> Common

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The names and addresses of the initial directors are:

Todd Vogensen

11215 Metro Parkway
Fort Myers, Florida 33966

Greg Baker

11215 Metro Parkway
Fort Myers, Florida 33966

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, and the name of its initial registered agent at such office is Corporate Creations Network Inc.

ARTICLE VIII – LIABILITY AND INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE IX – INCORPORATOR

The name of the Incorporator is Naomi Sakata, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 SE 2nd Avenue, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4th day of June 2019.

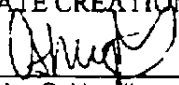

Naomi Sakata, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Chico's Retail Operations, Inc., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 4th day of June 2019.

CORPORATE CREATIONS NETWORK, INC.

By: 
Name: Ashley Goldsmith
Title: Special Secretary