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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90045 012 ***150.00

**PROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P30161

1. Corporation Name

MICHAELS STORES, INC.

Principal Place of Business

**8000 BENT BRANCH DR
IRVING TX 75063**

Mailing Address

**8000 BENT BRANCH DR
IRVING TX 75063**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/16/1990

4. FEI Number

75-1943604

Applied For

Not Applicable

5. Certificate of Status Desired ☐

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax. ☒ Yes ☐ No

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

24

Country

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

29

Country

30

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. See Attached

OFFICERS AND DIRECTORS

TITLE	P	☐ DELETE
NAME	ROULEAU, MICHAEL	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	COB	☐ DELETE
NAME	WYLY, SAM	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	VP	☐ DELETE
NAME	DE CORDOVA, BRYAN	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	VPS	☐ DELETE
NAME	BEASLEY, MARK V.	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	VP	☐ DELETE
NAME	HOLLAND, CHRISTOPHER J.	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	VP	☐ DELETE
NAME	GRUBER, RICHARD T.	
STREET ADDRESS	8000 BENT BRANCH DR	
CITY-ST-ZIP	IRVING TX 75063	

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	☐ Change ☐ Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	☒ Change ☐ Addition
2.2 NAME	
2.3 STREET ADDRESS	300 Crescent Court, Suite 1000
2.4 CITY-ST-ZIP	Dallas, TX 75201
3.1 TITLE	☐ Change ☐ Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	☐ Change ☐ Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	☐ Change ☐ Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	☐ Change ☐ Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: **Richard T. Gruber**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-20-99

Date

(972) 409-1300

Daytime Phone #

CR2E034 (11/98)

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MICHAELS STORES, INC.
LIST OF OFFICERS & DIRECTORS
BUSINESS ADDRESSES

OFFICERS

POSITION HELD

R. Michael Rouleau
8000 Bent Branch Drive
Irving, TX 75063

President
Chief Executive Officer

Bryan M. DeCordova
8000 Bent Branch Drive
Irving, TX 75063

Executive Vice President
Chief Financial Officer

Lawrence H. Fine
8000 Bent Branch Drive
Irving, TX 75063

Executive Vice President
General Merchandise Manager

Duane E. Hiemenz
8000 Bent Branch Drive
Irving, TX 75063

Executive Vice President - Store Operations

Douglas B. Sullivan
8000 Bent Branch Drive
Irving, TX 75063

Executive Vice President - Development

James F. Tucker
8000 Bent Branch Drive
Irving, TX 75063

Executive Vice President
Chief Information Officer

David A. Gary
8000 Bent Branch Drive
Irving, TX 75063

Sr. Vice President - Logistics
and Distribution

James C. Neustadt
8000 Bent Branch Drive
Irving, TX 75063

Sr. Vice President - Advertising
and Marketing

H. Kevin Rutherford
8000 Bent Branch Drive
Irving, TX 75063

Senior Vice President -
Human Resources

Leo Angiano
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Loss Prevention

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MICHAELS STORES, INC.
LIST OF OFFICERS & DIRECTORS
BUSINESS ADDRESSES

OFFICERS

POSITION HELD

Mark V. Beasley
8000 Bent Branch Drive
Irving, TX 75063

Vice President
General Counsel
Secretary

Stephen R. Borden
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Southeast Zone

Mark A. Emken
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Custom Framing

Richard T. Gruber
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Accounting

Christian J. Hey
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Merchandise
Planning and Control

Phillip D. Hixon
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Store Development

Christopher J. Holland
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Finance

Donald R. Miller, Jr.
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Market Development

Robert M. Spencer
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Northeast Zone

Wayne W. Stockton
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Merchandising

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MICHAELS STORES, INC.
LIST OF OFFICERS & DIRECTORS
BUSINESS ADDRESSES

OFFICERS

POSITION HELD

John R. Sturdivant
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Pacific Zone

Rick W. Tredinnick
8000 Bent Branch Drive
Irving, TX 75063

Vice President - Central Zone

Janet S. Morehouse
8000 Bent Branch Drive
Irving, TX 75063

Assistant Secretary

David R. Keepes
8000 Bent Branch Drive
Irving, TX 75063

Treasurer

* Officers of the company, who are appointed by the Board of Directors, hold office until their successors are chosen and qualified, or until their death, resignation or removal.

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MICHAELS STORES, INC.
LIST OF OFFICERS & DIRECTORS
BUSINESS ADDRESSES

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DIRECTORS

POSITION HELD

Sam Wyly
300 Crescent Court
Suite 1000
Dallas, TX 75201

Chairman of the Board

Charles J. Wyly, Jr.
300 Crescent Court
Suite 1000
Dallas, TX 75201

Vice Chairman of the Board

Kelly W. Elliott
300 Crescent Court
Suite 1000
Dallas, TX 75201

Director

Michael C. French
300 Crescent Court
Suite 1000
Dallas, TX 75201

Director

Donald R. Miller, Jr.
8000 Bent Branch Drive
Irving, TX 75063

Director and
Vice President - Market Development

Evan A. Wyly
300 Crescent Court
Suite 1000
Dallas, TX 75201

Director

F. Jay Taylor
2502 Tanglewood
Ruston, LA 71270

Director

Richard E. Hanlon
22000 AOL Way
Dulles, VA 20166

Director