

P38719

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

HD SUPPLY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$35.00

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Amend  
SP  
3/20

H08000069454

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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(Document number of corporation (if known))

1. HD Supply, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Texas

(Incorporated under laws of)

3. 05/01/1992

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

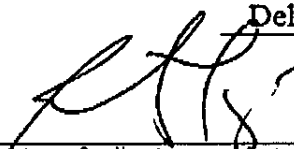
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ricardo Nunez

(Typed or printed name of person signing)

Vice President & Sec

(Title of person signing)

**FILED**  
**08 MAR 18 AM 10:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "HD SUPPLY, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 3:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 5 O'CLOCK P.M.



4416553 8100V

080305898

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6442036

DATE: 03-11-08

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:05 PM 08/31/2007  
FILED 03:05 PM 08/31/2007  
SRV 070978385 - 4416353 FILE

**CERTIFICATE OF CONVERSION TO A DELAWARE CORPORATION  
OF  
HD SUPPLY, INC.**

This Certificate of Conversion to a Delaware Corporation, dated as of August 31, 2007, has been duly executed and is being filed by HD SUPPLY, INC., a Texas corporation (the "Company"), to convert the Company to a Delaware corporation under the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (as may be amended, the "DGCL").

1. The Company's name immediately prior to the filing of this Certificate of Conversion to a Delaware Corporation was HD Supply, Inc.
2. The Company filed its original Articles of Incorporation with the Secretary of State of Texas and was first formed on January 26, 1985, and was organized in the State of Texas immediately prior to the filing of this Certificate of Conversion to a Delaware Corporation.
3. The name of the Delaware corporation into which the Company shall be converted as set forth in its Certificate of Incorporation is HD Supply, Inc.
4. The conversion of the Company to a Delaware corporation has been approved in accordance with the provisions of Section 265 of the DGCL.
5. The conversion of the Company to a Delaware corporation shall be effective at 5:00 p.m. Eastern Daylight Time on August 31, 2007 after the filing of this Certificate of Conversion to a Delaware Corporation and a certificate of incorporation with the Secretary of State of Delaware in accordance with the provisions of Section 103 and Section 265 of the DGCL.

*[Remainder of the page intentionally left blank]*

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to a Delaware Corporation as of the date first-above written.

HD SUPPLY, INC.

By: /s/ Ricardo Nunez  
Name: Ricardo Nunez  
Title: General Counsel

H08000069454

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "HD SUPPLY, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 3:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 5 O'CLOCK P.M.



4416553 8100V

080905898

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6442036

DATE: 03-11-08

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:05 PM 08/31/2007  
FILED 03:05 PM 08/31/2007  
SRV 070978385 - 4416553 FILE

CERTIFICATE OF INCORPORATION  
OF  
HD SUPPLY, INC.

**FIRST:** The name of the corporation is HD Supply, Inc. (the "Corporation").

**SECOND:** The Corporation's registered office in the State of Delaware is at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as amended from time to time, the "DGCL").

**FOURTH:** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock with a par value of \$0.01 per share.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Ricardo Nunez  
c/o HD Supply, Inc.  
3100 Cumberland Blvd.  
Suite 1480  
Atlanta, Georgia 30339

**SIXTH:** The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) Unless otherwise provided in the By-Laws, the election of directors need not be by written ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors is expressly authorized to make, adopt, amend, alter

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or repeal the By-Laws of the Corporation, without the assent or vote of the stockholders.

(e) To the fullest extent permitted by the DGCL, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL. No repeal or modification of this Article SIXTH, Section (e) by the stockholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article SIXTH, Section (e) at the time of such repeal or modification.

(f) To the fullest extent permitted by the DGCL, the Corporation shall indemnify and advance expenses to the directors of the Corporation, provided that, except as otherwise provided in the By-Laws, the Corporation shall not be obligated hereunder to indemnify or advance expenses to a director of the Corporation in respect of an action, suit or proceeding (or part thereof) instituted by such director, unless such action, suit or proceeding (or part thereof) has been authorized in the first instance by the Board of Directors. The rights provided by this Article SIXTH, Section (f) shall not limit or exclude any rights, indemnities or limitations of liability to which any director of the Corporation may be entitled, whether as a matter of law, under the By-Laws, by agreement, vote of the stockholders, approval of the directors of the Corporation or otherwise.

**SEVENTH:** To the fullest extent permitted by Section 122(17) of the DGCL and except as may be otherwise expressly agreed in writing by the Corporation and any of Bain Capital Integral Investors 2006, LLC, Carlyle Partners V, L.P., Carlyle Partners V-A, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Clayton, Dubilier & Rice Fund VII, L.P., CD&R Parallel Fund VII, L.P., Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P. and their respective affiliates (each, a "Sponsor") and The Home Depot, Inc. and its affiliates ("THD" and each of the Sponsors and THD, an "Investor") with respect to such Investor, the Corporation, on behalf of itself and its subsidiaries, renounces and waives any interest or expectancy of the Corporation and its subsidiaries in, or in being offered an opportunity to participate in, directly or indirectly, any potential transactions, matters or business opportunities (including, without limitation, any business activities or lines of business that are the same as or similar to those pursued by, or competitive with, the Corporation or any of its subsidiaries) and, that are from time to time presented to any of the Investors or any of their respective officers, directors, agents, stockholders, members, partners, affiliates and subsidiaries (other than the Corporation and its subsidiaries), even if the transaction, matter or opportunity is one that the Corporation or its subsidiaries might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so and no such person shall be liable to the Corporation or any of its subsidiaries or affiliates for breach of any fiduciary or other duty, as a director or officer or otherwise, by reason of the fact that



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such person pursues, acquires or participates in such business opportunity, directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to the Corporation or its subsidiaries. Any person purchasing or otherwise acquiring any interest in any shares of stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article SEVENTH. Neither the alteration, amendment or repeal of this Article SEVENTH nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SEVENTH shall eliminate or reduce the effect of this Article SEVENTH in respect of any business opportunity first identified or any other matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

EIGHTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.

NINTH: This Certificate of Incorporation shall be effective at 5:00 p.m. Eastern Daylight Time on August 31, 2007.

*[Remainder of the page intentionally left blank]*

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IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed this Certificate of Incorporation on the 31st day of August, 2007.

/s/ Ricardo Nunez  
Ricardo Nunez