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CORPORATIONS DIV
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## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

## BUSINESS CORPORATION

## APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is ULTA SALON, COSMETICS & FRAGRANCE, INC.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   ______

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

   ______

4. The date of its incorporation is 7/9/1990 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 Centerville Suite 400, Wilmington, DE 19808
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, **not** P.O. Box) Warwick (City/Town), RI 02888 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   Retail consumer beauty products and salon service
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

| | Name | Address |
|---|---|---|
| Director | See attached list | |
| Director | | |
| Director | | |
| Director | | |

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

| | Name | Address |
|---|---|---|
| President | See attached list | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|---|---|---|---|
| 400,000,000 | Common | | .01 |
| 70,000,000 | Preferred-JR, Participating | | .01 |
| | | | |

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 300,000,000 .

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 1,200,000 .

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 40 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 1,160,000,000 .

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 2,700,000 .

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 23.28 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/1/08

[signature]
Signature of Authorized Officer of the Corporation

Joseph C. Addante
Type or Print Name of Authorized Officer

**Secretary of State**
**Rhode Island**
**Estimate of Authorized shares in State**

| | | | |
|---|---|---|---|
| **FEE AMOUNT PER RI REP** | | **$** | **310** |
| Authorized Number of Shares Everywhere | | | 470,000,000 |
| | Number of stores as of 2-1-08 | | 250 |
| | Property Value per store | $ | 1,200,000 |
| | Total Property Value in All Stores | $ | 300,000,000 |
| | RI % (Weghted by 100) | | 40.00% |
| Forecasted Gross Receipts of New store in 2008 (combined salon and retail) | | $ | 2,700,000 |
| Forecasted Gross Receipts of all stores in 2008 | | $ | 1,160,000,000 |
| | RI % (Weighted by 100) | | 23.28% |

# ULTA
YOUR BEAUTY DESTINATION

## Officers

| Office | Name | Address | City | State/Zip | SS # |
|---|---|---|---|---|---|
| Chief Executive Officer/ President | Lyn Kirby | 1135 Arbor Dr. | Romeoville | IL 60446 | 050-66-7093 |
| COO | Bruce Barkus | 1135 Arbor Dr. | Romeoville | IL 60446 | 081-44-6705 |
| CFO, Asst. Secretary | Gregg Bodnar | 1135 Arbor Dr. | Romeoville | IL 60446 | 364-66-0885 |
| CIO | Christine Schultz | 1135 Arbor Dr. | Romeoville | IL 60446 | 366-76-7489 |
| General Counsel | Robert Guttman | 1135 Arbor Dr. | Romeoville | IL 60446 | |
| Senior Vice President | Wayne L'Heureux | 1135 Arbor Dr. | Romeoville | IL 60446 | 009-46-9194 |
| Senior Vice President | M Bolyard | 1135 Arbor Dr. | Romeoville | IL 60446 | 218-60-2497 |
| Senior Vice President | Greg Smolarek | 1135 Arbor Dr. | Romeoville | IL 60446 | 326-42-6865 |
| Senior Vice President | Melissa Whitehead | 1135 Arbor Dr. | Romeoville | IL 60446 | 206-42-2179 |
| Senior Vice President | Alex Lelli | 1135 Arbor Dr. | Romeoville | IL 60446 | 196-46-7152 |
| Vice President | Joe Addante | 1135 Arbor Dr. | Romeoville | IL 60446 | 332-56-3722 |
| Vice President | Jeff Askenas | 1135 Arbor Dr. | Romeoville | IL 60446 | 077-50-4777 |
| Vice President | Dan Atkinson | 1135 Arbor Dr. | Romeoville | IL 60446 | 343-46-1066 |
| Vice President | John Bloomfield | 1135 Arbor Dr. | Romeoville | IL 60446 | 343-46-1066 |
| Vice President | Rich Bos | 1135 Arbor Dr. | Romeoville | IL 60446 | 345-46-8526 |
| Vice President | Bruce Haynes | 1135 Arbor Dr. | Romeoville | IL 60446 | 167-42-9868 |
| Vice President | Phil Horvath | 1135 Arbor Dr. | Romeoville | IL 60446 | 521-33-4830 |
| Vice President | Doron Sacham | 1135 Arbor Dr. | Romeoville | IL 60446 | 557-81-6192 |
| Vice President | Matt Strall | 1135 Arbor Dr. | Romeoville | IL 60446 | 359-40-8063 |
| Vice President | Nancy Altman | 1135 Arbor Dr. | Romeoville | IL 60446 | 473-62-8897 |
| Vice President | Jodi Holland | 1135 Arbor Dr. | Romeoville | IL 60446 | 026-46-3576 |
| Vice President | Robert Santosuosso | 1135 Arbor Dr. | Romeoville | IL 60446 | 332-04-9754 |
| Vice President | Rick Franz | 1135 Arbor Dr. | Romeoville | IL 60446 | 370-60-2082 |
| Vice President | Allyson Hurley-King | 1135 Arbor Dr. | Romeoville | IL 60446 | 090-52-9572 |
| Vice President | David Rayner | 381 Park Ave. Suite 1201 | New York | NY 10016 | 091-44-4257 |
| Vice President | Richard Myers | 1135 Arbor Dr. | Romeoville | IL 60446 | 278-42-8350 |
| Vice President | Erwin Winkler | 1135 Arbor Dr. | Romeoville | IL 60446 | 064-50-4005 |
| Vice President | David Southworth | 1135 Arbor Dr. | Romeoville | IL 60446 | 011-46-6569 |

ULTA
YOUR BEAUTY DESTINATION

DIRECTORS

| Name | Title | Address |
| --- | --- | --- |
| Dennis Eck | Chairman of the Board<br>Ulta Salon, Cosmetics & Fragrance, Inc. | 2877 Paradise Rd<br># 1802<br>Las Vegas, NV 89109 |
| Gerald Gallagher | Oak Investment Partners | 4550 Norwest Center<br>90 South Seventh St.<br>Minneapolis, MN 55402 |
| Terry J. Hanson | Director<br>Ulta Salon Cosmetics & Fragrance,Inc. | 991 Creekside Circle<br>Naperville, IL. 60563 |
| Charles Heilbronn | The Eloise Company Limited | Nine West 57th St.<br>44th Floor<br>New York, NY 10019 |
| Lyn Kirby | President & CEO<br>Ulta Salon Cosmetics & Fragrance | 1135 Arbor Dr.<br>Romeoville, IL 60446 |
| Steven Lebow | Managing Partner<br>Global Retail Partners | 2121 Avenue of the Stars<br>Suite 1630<br>Los Angeles, CA 90067 |
| Yves Sisteron | Partner, Global Retail Partners | 2121 Avenue of the Stars<br>Suite 1630<br>Los Angeles, CA 90067 |
| Bob DiRomualdo | Director<br>Ulta Salon Cosmetics & Fragrance | 8477 Bay Colony Dr., #502<br>Naples, FL 34108 |
| Herve Defforey | Partner, Global Retail Partners<br>(Europe) LTD | 17 Cranley Place<br>London SW7 3AE<br>United Kingdom |

# *Delaware*



*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ULTA SALON, COSMETICS & FRAGRANCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF JANUARY, A.D. 1990, AT 1 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWELFTH DAY OF JANUARY, A.D. 1990, AT 2 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE TWELFTH DAY OF JANUARY, A.D. 1990, AT 2:01 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINETEENTH DAY OF JANUARY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "R.G. TRENDS CORPORATION" TO "ULTA3, INC.", FILED THE SEVENTH DAY OF

2218695 8310

080107376

You may verify this certificate online at corp.delaware.gov/authver.shtml

SECRETARY'S OFFICE 1793 DELAWARE 1855

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6353133

DATE: 01-31-08

JUNE, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ULTA3, INC." TO "ULTA3 THE COSMETIC SAVINGS STORE, INC.", FILED THE SEVENTH DAY OF FEBRUARY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 1992, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 1993, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF JUNE, A.D. 1993, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ULTA3 THE COSMETIC SAVINGS STORE, INC." TO "ULTA3 COSMETICS & SALON, INC.", FILED THE TWELFTH DAY OF JULY, A.D. 1995, AT 4:30 O'CLOCK P.M.

SECRETARY'S OFFICE 1793 DELAWARE 1895

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2218695 8310

080107376

AUTHENTICATION: 6353133

DATE: 01-31-08

# Delaware



*The First State*

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1996, AT 6 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF APRIL, A.D. 1997, AT 4 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF APRIL, A.D. 1997, AT 4:01 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ULTA3 COSMETICS & SALON, INC." TO "ULTA SALON, COSMETICS & FRAGRANCE, INC.", FILED THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 1:30 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2007, AT 8:29 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2218695 8310

080107376

AUTHENTICATION: 6353133

DATE: 01-31-08

# Delaware



*The First State*

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2007, AT 10:14 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF OCTOBER, A.D. 2007, AT 11:20 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ULTA SALON, COSMETICS & FRAGRANCE, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2218695 8310

AUTHENTICATION: 6353133

080107376

DATE: 01-31-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

February 25, 2008 11:37 AM

A. Ralph Mollis

A. RALPH MOLLIS

*Secretary of State*

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
1636