

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

Corporations Division 100 North Main Street Providence, RI 02903-1335 401.222.3040

Matthew A. Brown, Secretary of State

PROFIT CORPO	March 1 • Filin	NUAL REPOR' og Fee: \$50.00	T FOR THE YEAR	2005	j
I. Corporate ID No. 91008	2. Name of Corporation Michaels Stores				
3. Street Address Principal Business 8000 Bent Bo	osser Drive		Irving	State	75063
4. Business Phone No. 972-409-130	00	5. State of Incorporation DELAWARE	0	<u> </u>	6. SIC Code 5884
7. Brief Description of the Chamicter OPERATING SPECIAL					<del></del>
8. NAMES AND ADDRESSES President Name R. Michael	s of the officers: Rouleau	: (*X" BOX FOR AITA	Vice President Name	ACES BEFORE USING	ATTACHMENTS
Sirver Address 8000 Bent Bra	nch Drive		Sirry Address Som Bent Bo	each Drive	
<u>Irving</u>	State TX	75063	Irvina	State	75063
Mark V. Bea	sley		David R. V	eppes	
(1)200 - 1 -	anch Drive	<del></del>	Siron Address 8000 Bent F	Breach Drive	0
Trying  9. NAMES AND ADDRESSES	OF THE DIRECTOR	75063	Irving	State	75063
Charles J. W	ulu, 50.	S. ( A BOAFOR AII	Director Name	PACES BEFORE USING	ATTACHMENTS
300 Crescent (	art, Ste 10	(XX)	Sircei Address 22000 AOL	laker	
Dallas Director Name	State	<sup>z₀</sup> 75∂01	Dulles	State VA	20166
Sam Wylu	1		Pichard C	Marrus	
300 Crestent		1000	Sirver Address 767 Fifth A	· · · · ·	r Floor
Dallas 10. shares authorized (	State  T  X  ("X" BOX FOR ATTA	75201   75201	New York	State	10153
AUTHORIZED SHARES Sumber of Shares			11. SHARES ISSUED ("X" ISSUED SHARES	BUX FOR ATTACHM	ENT) 🗵
		Par Value	Number of Shares	Class/Series	Par Value
350,000,000 COMM \$.10 PAF	R VALUE, 2,000,000 P	REF \$.10 PAR VALUE	135, 726,717	Common	,10
This report must be si	gned in ink by cither	r the President Vice Pr	esident, Secretary, Assistant Se		
	*91008*	III	Under penalty of perjury, including any accompany	I declare and affirm that i	thave examined this report, ents, and that all statements
File Date FILE MAR 0 7 2		37997	Signature of Officer	and correct	3-3-05 Date
By M			Print or Type Name of Office Vice Preside		
FOR SECRETARY OF STAT	E USE ONLY		TICE MESIDE	nt - Tax	

Title of Officer

Directors	Position Held	Date Taken Office
Charles J. Wyly, Jr. 300 Crescent Court, Stc. 1000 Dallas, TX 75201	Chairman of the Board	07/26/01
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	07/26/01
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 <sup>th</sup> Flr. New York, NY 10153	Director	07/15/99
Liz Minyard 777 Freeport Parkway Coppell, TX 75019	Director	03/18/02
Cece Smith 5080 Specturm Drive Suite 850 West Addison, TX 75001	Director	10/30/02

<u>Officers</u>	Position Held	Date Taken Office
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	President & Chief Executive Officer	04/15/96
Jeffrey N. Boyer 8000 Bent Branch Irving, TX 75063	Executive Vice President Chief Financial Officer	01/13/03
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
Mike Jones. 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Chief Information Officer	09/14/04
Gregory Sandfort 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President General Merchandise Manager	01/27/04
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Thomas C. DeCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Inventory Management	08/14/00
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Emily White-Keating 8000 Bent Branch Irving, TX 75063	Sr. Vice President Marketing	11/08/03
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President General Counsel & Secretary	03/26/03 09/11/87 09/11/87

Officers	Position Held	Date Taken Office
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Administration	03/14/94
Stephen P. Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President – Southeast Zone	01/29/01
Nicholas B. Crombie 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northeast Zone	01/07/02
Thomas J. Making 8000 Bent Branch Drive Irving, TX 75063	Vice President - Northern Zone	01/07/02
Walt Asbury 8000 Bent Branch Drive Irving, TX 75063	Vice President - Mid Atlantic Zon	ne 04/20/03
Rick Kominski 8000 Bent Branch Drive Irving, TX 75063	Vice President – Pacific Zone	8/18/02
Ralph Nemeth 8000 Bent Branch Drive Irving, TX 75063	Vice-President - Southwest Zone	08/02/04
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President - Finance	01/23/98
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Tom Bazzone 8000 Bent Branch Drive Irving, TX 75063	President - Recollections and STAR Wholesale	05/10/04

Officers	Position Held	Date Taken Office
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Douglas C. Marker 8000 Bent Branch Drive Irving, TX 75063	Vice President Loss Prevention	04/30/01
Theodore J. Layne 8000 Bent Branch Drive Irving, TX 75063	Vice President- Technical Services	11/17/03
Shawn Hearn 8000 Bent Branch Irving, TX 75063	Vice President- Field Human Resources	11/18/02
Dan Meyer 8000 Bent Branch Irving, TX 75063	Vice President Store Planning & Analysis	03/26/03
Teri J. Williams 8000 Bent Branch Irving, TX 75063	Vice President – Tax	03/29/04
Janet S. Morchouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92
David R. Keepes 8000 Bent Branch Drive Irving, TX 75063	Treasurer	04/07/94
Alana O'Connell 8000 Bent Branch Drive Irving, TX 75063	Vice President – Finance and Corporate Controller	04/12/04
Jeff Wellen 8000 Bent Branch Drive Irving, TX 75063	Head of Strategic Planning and Initiatives, Office of the CEO	02/03/02
Thomas Melito 8000 Bent Branch Drive Irving, TX 75063	Assistant Treasurer	10/29/04

Bradley K. Blackwell 8000 Bent Branch Drive Irving, TX 75063

**Assistant Secretary** 

06/17/04

\* 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.

MSI\_DATE.DOC 1/29/05



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division 100 North Main Street Providence, RI 02903-1335

	401.222.30
2004	

PROFIT CORPORTING PERIOD OF PARTY OF PA	March I • Filin	NUAL REPORT g Fee: \$50.00	Γ FOR THE YEAI	2004	
1. Corporate ID No.	2. Name of Corporation	<u> </u>			
91008	Michaels Stores				
3. Street Address Principal Busine 8000 Benk B	sanch Drive		TUVING	State TX	75U03
4. Business Phone No. 972-409-	1300	5. State of Incorporation DELAWARE			6 SIC Cixle
7. Brief Description of the Charact OPERATING SPECIAL	er of Business Conducted in I	Rhode Island			5884
8. NAMES AND ADDRESS:		("X" BOX FOR ATTA	CHMENT) ₩ FILL IN SP	ACES BEFORE USING	ATTACHMENTS
R. Michael			Vice President Name  Jettey N.		ATTACHMENTS
Street Addresse	vanch Drive		Strong Address	Branch Drive	
IVVing	State Texas	7 5063	City	State TLKAS	75063
Mark V.		***************************************	Troasurer Name Davi Q R		
	Branch Driv	le.	Street Address	t Branch D	Juli
Ivving	State TLYAS	75063	PUVIAG	State	75063
9. NAMES AND ADDRESSE Director Name	S OF THE DIRECTOR	S: ("X" BOX FOR ATT	· I.	PACES BEFORE USIN	
Charles J.	Wyly, Jr		Richard E.	Hanlon	•
	it Court, SH.		Stront Address 22000 AOL		
Dallas	State TX	75201	On Dulles	State	2016
Sam W	yly		Richard C	Marcus	•••••••••••••••••••••••••••••••••••••••
	of Court ste	1000	Sircet Address 767 FIGURAVE		
Sallas	State	75201	New York	Sian	7.lp 10153
0. SHARES AUTHORIZED UTHORIZED SHARES	("X" BOX FOR ATTA	CHMENT)	11. SHARES ISSUED ("X"	1 1	
Sumber of Shares	Class/Series .	Par Value	Number of Shares	Class/Series	Par Value
152,000,000 COMM \$.10 PA	RVALUE		67466612	Common	# 0.10
			, , , , , , , , , , , , , , , , , , , ,		0,10
This report must be	signed in ink by either	the President, Vice Pro	esident, Secretary, Assistant S	Secretary, Treasurer, Re	cciver or Trustee
	1 0 0 8 ±		Under penalty of perjury including any accompan	. I declare and affirm that ying schedules and statem	I have examined this report, tents, and that all statements
ile Date _ 2 26 100	<b> </b>		contained herein are true	and correct.	_ 2/24/nu
Check No	6796		Signature of Officer	Guilar	Date
v <u>18,                                    </u>	Print or Type Name of Officer				
FOR SECRETARY OF STATE USE ONLY					

	and Directors	
<u>Directors</u>	Position Held	Date Taken Office
Charles J. Wyly, Jr. 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Chairman of the Board	07/26/01
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	07/26/01
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 <sup>th</sup> Flr. New York, NY 10153	Director	07/15/99
Liz Minyard 777 Freeport Parkway Coppell, TX 75019	Director	03/18/02
Cece Smith 5080 Specturm Drive Suite 850 West Addison, TX 75001	Director	10/30/02

Officers	Position Held	Date Taken Office
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	President & Chief Executive Officer	04/15/96
Ronald S. Staffieri 8000 Bent Branch Irving, TX 75063	President Michaels Stores Group	12/30/02
Jeffrey N. Boyer 8000 Bent Branch Irving, TX 75063	Executive Vice President Chief Financial Officer	01/13/03
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
James F. Tucker 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Information Officer	06/09/97
Gregory Sandfort 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President General Merchandise Manager	01/27/04
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Thomas C. DeCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Merchandise Planning & Control	08/14/00
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Stephen R. Gartner 8000 Bent Branch Irving, TX 75063	Sr. Vice President Supply Chain Management	05/21/01

<u>Officers</u>	Position Held	Date Taken Office
Emily White-Keating 8000 Bent Branch Irving, TX 75063	Sr. Vice President Marketing	11/08/03
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President General Counsel & Secretary	03/26/03 09/11/87 09/11/87
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Planning	03/14/94
Stephen P. Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President – Southeast Zone	01/29/01
Nicholas B. Crombie 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northeast Zone	01/07/02
Thomas J. Making 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northern Zone	01/07/02
Walt Asbury 8000 Bent Branch Drive Irving, TX 75063	Vice President – Mid Atlantic Zone	04/20/03
Rick Kominski 8000 Bent Branch Drive Irving, TX 75063	Vice President - Southwest Zone	8/18/02
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President – Finance	01/23/98

<u>Officers</u>	Position Held	Date Taken Office
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Douglas C. Marker 8000 Bent Branch Drive Irving, TX 75063	Vice President Loss Prevention	04/30/01
Ted Layne 8000 Bent Branch Drive Irving, TX 75063	Vice President- Technical Services	11/17/03
Shawn Hearn 8000 Bent Branch Irving, TX 75063	Vice President- Field Human Resources	11/18/02
Dan Meyer 8000 Bent Branch Irving, TX 75063	Vice President Store Planning & Analysis	03/26/03
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92
David R. Keepes 8000 Bent Branch Drive Irving, TX 75063	Treasurer	04/07/94
Richard T. Gruber 8000 Bent Branch Drive Irving, TX.	Vice President – Accounting	02/09/98
Jeff Wellen 8000 Bent Branch Drive Irving, TX 75063	Head of Strategic Planning and Initiatives, Office of the CEO	02/03/02

\* 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.

MSI\_DATE.DOC 2/23/04

Edward S. Inman, III, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335

### 401-222-3040

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003 Filing Périod: January 1-March 1 • Filing Fee: \$50.00

STOP PLEASE REALI INSTRUCTIONS

(FORM MUST BE TYPED OR I'RI	NTED IN BLACK)				
1. Corporate ID No.	2. Name of Corporation	•			
91008	Michaels Store	s, Inc.			
3. Street Address Principal Busine			City	State	Zip
2000 BG	4 Branch		Irving	<u> </u>	75063
4. Husiness Phone No.		5. State of Incorporation	<u> </u>		6. SIC Code
972.409	1.1300	DELAWARE	•		5884
7. Brief Description of the Charac					3004
Kelail S	Sales · 1-1445	& Crafts			
8. NAMES AND ADDRE			MENT) FILL IN SPACES	S BEFORE USING ATTACH	<b>AFNTS</b>
President Name	<b>3.</b> 3		Vice President Name		101113
Kon Stat	i Fieri		Jerfrey	Loyer	
Street Address			Street Address	\ <u> </u>	
SWO, De	nt Branch		1, 0008	Sent Branch	•
City	State	Zip	City	State	Zip
TLAING	$\chi \tau$	75063	Truina	Th	75063
Secretary Name	1	,-	Treasurer Name	•	(500)
Mark L	Seasley		David	Keepes	
Street Address	<b>○</b> '		Street Address	7	
	ent Branch		8000	Bent Branch	
City	State	Zip 7500	City	State	Zip
Troing	14	75063	Irving	KT	75063
9. NAMES AND ADDRE	SSES OF THE DIRECT	ORS ("X" BOX FOR ATTAC		ES BEFORE USING ATTACE	IMENTS
Director Name	<del>-</del>		Director Name		
Charles.	J. Wyly, J.	₹,	Kichard	Hanlow	
Street Address	, , , , , , , , , , , , , , , , , , ,		Street Address	<b>^</b>	
	cent Court	#1000	<i>93000</i>	AOL Way	
City	State	Zip	City	State	Zip
Vallas	ÌΧ	75201	Willes	AV	90119
Director Name	\ \		Director Name		_
Street Addiess	2414		Kichard	Mancus	
	',' ^ ,	11 1 4	Street Address	-	<b>~</b>
City, TOO CRES	trust four	#1000	167 4.41	- Auc 261	1-100R
Dallas	State	15201	City	State	ZIp
	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	1001	New York	104	10153
10. SHÄRES AUTHORIZE AUTHORIZED SHARES	DO CAT BOX FOR ATTACH	MENT)		"X" BOX FOR ATTACHMENT) .	
Number of Shares	Class (C. )		ESTUFI) SHARES		
·	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
152,000,000 COMM \$.10 P	PAR VALUE		15 197 202		A
			65,697,393	) Common	DI. &
					<b></b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

	* 9 1 0 0 8 *
File Date:	2.18.03
Check No :	650708
Ву:	P
FOR SECRETARY O	F STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

	2:11.03
Signature of Officer	Date
Richard T. C.	ruber
Print or Type Name of Officer	

Tile of Officer

Form 630 (12102)

<u>Directors</u>	Position Held	Date Taken Office
Charles J. Wyly, Jr. 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Chairman of the Board	07/26/01
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	07/26/01
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 <sup>th</sup> Flr. New York, NY 10153	Director	07/15/99
Liz Minyard 777 Freeport Parkway Coppell, TX 75019	Director	03/18/02
Cece Smith 5080 Specturm Drive Suite 850 West Addison, TX 75001	Director	10/31/02

Officers	Position Held	Date Taken Office
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	Chief Executive Officer	04/15/96
Ron Staffieri 8000 Bent Branch Irving, TX 75063	President Michaels Stores Group	12/30/02
Jeffrey Boyer 8000 Bent Branch Irving, TX 75063	Executive Vice President Chief Financial Officer	01/13/03
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
Robert M. Spencer 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Merchandising	01/19/01
James F. Tucker 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Information Officer	06/09/97
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Tom DeCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Merchandise Planning & Control	08/14/00
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Stephen Gartner 8000 Bent Branch Irving, TX 75063	Sr. Vice President Supply Chain Management	05/21/01

Officers	Position Held	Date Taken Office
Amy Parker 8000 Bent Branch Irving, TX 75063	Sr. Vice President Marketing	03/18/02
Sam Crowley 8000 Bent Branch Irving, TX 75063	Sr. Vice President New Ventures	08/05/02
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Vice President General Counsel & Secretary	04/04/90 09/11/87 09/11/87
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President - Store Planning	03/14/94
Mark A. Emken 8000 Bent Branch Drive Irving, TX 75063	Vice President – Custom Framing	g 05/27/96
Billy Jack Fowler, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President – Pacific Zone	03/27/00
Steve Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President – Southcast Zone	01/29/01
Jeff Wallace 8000 Bent Branch Drive Irving, TX 75063	Vice President – Northeast Zone	04/09/01
Tom Making 8000 Bent Branch Drive Irving, TX 75063	Vice President - Northern Zone	01/07/02
Nicholas Crombie 8000 Bent Branch Drive Irving, TX 75063	Vice President - Mid Atlantic Zon	ne 01/07/02

Officers	Position Held	Date Taken Office
Rick Kominski 8000 Bent Branch Drive Irving, TX 75063	Vice President – Central Zone	8/18/02
Wayne W. Stockton 8000 Bent Branch Drive Irving, TX 75063	Vice President – Merchandising	01/23/98
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President – Finance	01/23/98
Richard T. Gruber 8000 Bent Branch Drive Irving, TX 75063	Vice President – Accounting	02/09/98
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Sam Laboi 8000 Bent Branch Drive Irving, TX 75063	Vice President – Replenishment	10/09/00
Les Gardner 8000 Bent Branch Drive Irving, TX 75063	Vice President Distribution & Logistics Operation	10/05/00 is
Tom Roush 8000 Bent Branch Irving, TX 75063	Vice President Planning & Allocation	03/29/02
Doug Marker 8000 Bent Branch Drive Irving, TX 75063	Vice President Loss Prevention	04/30/01
Brenda Lugannani 8000 Bent Branch Drive Irving, TX 75063	Vice President - Creative Arts Division	09/ 01/01

<u>Officers</u>	Position Held	Date Taken Office
Eric Dickenson 8000 Bent Branch Drive Irving, TX 75063	Vice President - Crafts Division	09/01/01
Shawn Hearn 8000 Bent Branch Irving, TX 75063	Vice President- Field Human Resources	11/18/02
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92
David R. Keepes 8000 Bent Branch Drive Irving, TX 75063	Treasurer	04/07/94

<sup>\*</sup> 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.

MSI\_DATE.DOC 1/13/03

Edward S. Inman, III. Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-222-3040

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002 Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLAC	CK)				INSTRUC
1. Corporate ID No.	2. Name of Corporat	lon		<del></del> .	
91008	Michaels Sto	res, Inc.			
3. Street Address Principal Business (	Office	•	City	State	'ZIp_
4. Rusiness Phone No.		5. State of Incorporation	Irving	Tx	75063
1.804-679	300	DELAWARE	0		6. SIC Code 5884
7. Bitef Description of the Character	of Business Conducted in	Rhode Island			J004
8. NAMES AND ADDRESS President Name	) & CF4F.	CERS (SE BOY FOR ATTAC	THE STATE OF THE S	Brno	• .
President Name		SOUR LY BOX TOX ATTAC	Vice President Name	BEFORE USING ATTAC	HMENTS
Michael Row	leau		Street Address Sas	Sullivan	
City 8000 Bent B	ranch	Zio -	City Scho Be.	d Branch	
I PUING	Tx	17543	Truing	State	75063
Mark Brasle	Y		David Kee		
city 8000 Bent	Branch	7 in	: SDCO BENT	Branch	
INVING	<b>マメ</b>	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	Irving	State	Zip
9. NAMES AND ADDRESSI	S OF THE DIREC	TORS ("X" BOX FOR ATTA	CHMENT VEIL IN COLCE	, X	E4051T'
Director Name			Director Name	S BEFURE USING ATTA	CHMENTS
Street Address Wyl			Siren Address	Hanlon	
CIN DOO CHESCER	of Court #	= 1000 21p	22000 AD	L Wary	<u>-</u> .
Director Name		7529	Dulles Director Name	_	20166
Street Address	X		Richard N	larcup	
City	r Court	# 1000 Zip	City FiFth	Flue alin	
Dallas	$\forall x$	75201	New York	NY	10153
10. SHARES AUTHORIZED	("X" BOX FOR ATTACI	IMENT)	11. SHARES ISSUED (*X	- BOX FOR ATTACHMENT)	101.22
AUTHORIZED) SHARES		· ·	ISSUED SHARES		
Number of Shares	Class/Series	Por Value	Number of Shares	Class/Series	Par Value
152,000,000 COMM \$.10 PA	RVALUE		21 031 0115	_	
			31,836,840	· Common	7 10
			1	•	

Th. etary, Assistant Secretary, Treasurer, Receiver or Trustee I IRANA LANA MAMBANILA AND MAMBANILA MAMBANILA

1	,* 9 1 0 0 8 *
File Date: 2 9	02
Check No.:	241984CP
)r:C	12
OR SECRETARY OF STATE U	JSE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

me	3.14.02
Signature of Officer	Date
Print or Type Name of Officer	<del></del>
or type traine of Officer	

President Accounting

Directors	Position Held	Date Taken Office
Charles J. Wyly, Jr. 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Chairman of the Board	07/26/01
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	07/26/01
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 <sup>th</sup> Flr. New York, NY 10153	Director	07/15/99
Elizabeth A. VanStory 2755 Franklin Street #8 San Francisco, CA 94123	Director	07/15/99

<u>Officers</u>	Position Held	Date Taken Office
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	President & Chief Executive Officer	04/15/96
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
Robert M. Spencer 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Merchandising	01/19/01
Bryan M. DeCordova 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Financial Officer	03/24/97
James F. Tucker 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Information Officer	06/09/97
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Tom DeCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Merchandise Planning & Control	08/14/00
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Stephen Gartner 8000 Bent Branch Irivng, TX 75063	Sr. Vice President Supply Chain Management	5/21/01
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Vice President General Counsel & Secretary	04/04/90 09/11/87 09/11/87

Officers	Position Held	Date Taken Office
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Planning	03/14/94
Mark A. Emken 8000 Bent Branch Drive Irving, TX 75063	Vice President – Custom Framing	05/27/96
Billy Jack Fowler, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President – Pacific Zone	03/27/00
Richard W. Tredinnick 8000 Bent Branch Drive Irving, TX 75063	Vice President – Central Zone	09/03/97
Steve Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President - Southeast Zone	01/29/01
Jeff Wallace 8000 Bent Branch Drive Irving, TX 75063	Vice President - Northeast Zone	04/09/01
Tom Making 8000 Bent Branch Drive Irving, TX 75063	Vice President Northern Zone	01/07/02
Nicholas Crombie 8000 Bent Branch Drive Irving, TX 75063	Vice President - Mid Atlantic Zono	01/07/02
Wayne W. Stockton 8000 Bent Branch Drive Irving, TX 75063	Vice President – Merchandising	01/23/98

<u>Officers</u>	Position Held	Date Taken Office
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President – Finance	01/23/98
Richard T. Gruber 8000 Bent Branch Drive Irving, TX 75063	Vice President - Accounting	02/09/98
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Sam Laboi 8000 Bent Branch Drive Irving, TX 75063	Vice President – Replenishment	10/09/00
Les Gardner 8000 Bent Branch Drive Irving, TX 75063	Vice President Distribution & Logistics Operation	10/05/00 ns
Doug Marker 8000 Bent Branch Drive Irving, TX 75063	Vice President Loss Prevention	4/30/01
Brenda Lugannani 8000 Bent Branch Drive Irving, TX 75063	Vice President - Creative Arts Division	9/ 01/01
Eric Dickenson 8000 Bent Branch Drive Irving, TX 75063	Vice President - Crasts Division	09/01/01
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92

Officers Position Held Date Taken Office

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

Treasurer

04/07/94

\* 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.

MSI\_DATE.DOC 11/1/01

Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-222-3040

## PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001 Filing Period: January 1-March 1 + Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK) 1. Corporate ID No 1008 Name of Corporation Michaels Stores, Inc. 3. Street Address Principal Business Office 4. Business Phone No. 972.409.1300 7. Brief Description of the Character of Business Conducted in Rhode Island Hericia Salas - Arts & Crafts 8. NAMES AND ADDRESSES OF THE OFFICERS OF BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS Street Address John C. Martin Jourlas B. Sullivan 8000 Bent Branch Beag, Brown Secretary Name Mark V. 9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS JD11PP New York 10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) 11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT) AUTHORIZEI) SHARES ESUED SHARES Number of Shares Class/Series Par Value Number of Shares Class/Series 152,000,000 COMM \$.10 PAR VALUE Par Value 31,573,113 This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



FEB 0 5 2001

66374847

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct

contained neterit are true and correct.		
1.24.01		
Date		
sparken		

FOR SECRETARY OF STATE USE ONLY

<u>Directors</u>	Position Held	Date Taken Office
Sam Wyly 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Chairman of the Board	07/31/84
Charles J. Wyly, Jr. 300 Crescent Court, Ste. 1000 Dallas, TX 75201	Vice Chairman of the Board	10/15/84
Richard E. Hanlon 22000 AOL Way Dulles, VA 20166	Director	04/11/90
Richard C. Marcus 767 Fifth Avenue, 26 <sup>th</sup> Flr. New York, NY 10153	Director	07/15/99
Elizabeth A. VanStory 2755 Franklin Street #8 San Francisco, CA 94123	Director	07/15/99

Officers	Position Held	Date Taken Office
R. Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063	Chief Executive Officer	04/15/96
John C. Martin 8000 Bent Branch Drive Irving, TX 75063	President & Chief Operating Officer	06/28/99
Douglas B. Sullivan 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Development	08/08/95
Edward F. Sadler 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Store Operations	10/14/99
Robert M. Spencer 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Merchandising	01/17/01
Bryan M. DeCordova 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Financial Officer	03/24/97
James F. Tucker 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Chief Information Officer	06/09/97
Stephen W. Davis 8000 Bent Branch Drive Irving, TX 75063	Executive Vice President Michaels.com	12/30/99
James C. Neustadt 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Advertising & Marketing	06/08/98
Duane E. Hiemenz 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President New Business Development	10/18/99
Tom DcCaro 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Merchandise Planning & Control	08/14/00

Officers	Position Held	Date Taken Office
Sue Elliott 8000 Bent Branch Drive Irving, TX 75063	Sr. Vice President Human Resources	11/07/00
Mark V. Beasley 8000 Bent Branch Drive Irving, TX 75063	Vice President General Counsel & Secretary	04/04/90 09/11/87 09/11/87
Donald R. Miller, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President Market Development	12/05/90
Phillip D. Hixon 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Planning	03/14/94
Mark A. Emken 8000 Bent Branch Drive Irving, TX 75063	Vice President – Custom Framing	05/27/96
Billy Jack Fowler, Jr. 8000 Bent Branch Drive Irving, TX 75063	Vice President – Pacific Zone	03/27/00
Richard W. Tredinnick 8000 Bent Branch Drive Irving, TX 75063	Vice President – Central Zone	09/03/97
Steve Conway 8000 Bent Branch Drive Irving, TX 75063	Vice President – Southeast Zone	01/29/01
Wayne W. Stockton 8000 Bent Branch Drive Irving, TX 75063	Vice President – Merchandising	01/23/98
Christopher J. Holland 8000 Bent Branch Drive Irving, TX 75063	Vice President - Finance	01/23/98
Richard T. Gruber 8000 Bent Branch Drive Irving, TX 75063	Vice President – Accounting	02/09/98

Officers	Position Held	Date Taken Office
Richard T. Gruber 8000 Bent Branch Drive Irving, TX 75063	Vice President - Accounting	02/09/98
Robert Girling 8000 Bent Branch Drive Irving, TX 75063	Vice President – Store Processes	01/31/00
Gale D. Binder 8000 Bent Branch Drive Irving, TX 75063	Vice President Systems Development	01/19/98
Sam Laboi 8000 Bent Branch Drive Irving, TX 75063	Vice President - Replenishment	10/09/00
Les Gardner 8000 Bent Branch Drive Irving, TX 75063	Vice President Distribution & Logistic Operations	10/05/00
Janet S. Morehouse 8000 Bent Branch Drive Irving, TX 75063	Assistant Secretary	06/15/92
David R. Keepes 8000 Bent Branch Drive Irving, TX 75063	Treasurer	04/07/94

MSI\_DATE.DOC 1/23/01

<sup>\*</sup> 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.

#### STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

James R. Langevin, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-222-3040

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

riting rerioa: January 1-March 1	•	Filing Fee: \$50.00
(FORM MUST BE TYPED IN BLACK)		

1. Carporate ID No. 91008	2. Name of Corporation Hichaels Stores, I	nc.		
3. Street Address Principal Business 8000 Bent Bra 4. Business Phone No. (972) 409-130	office nch Drive 5. State of DELAN	City Ir Uing Incorporation	State TX	219 75063 6. §10 60de <b>5884</b>
Retail Sales-Art	wh Drive  State  TX  750  The Officers (x-80)	Street Address  8000 Ben  City  Truing  Treasurer Name  David R,  Street Address  8000 Ben	CES BEFORE USING ATTAC B. 54/livan + Branch Driv State + X	HMENTS  e  21p  7 5063
		TOG 3 Truing  OX FOR ATTACHMENT) X FILL IN SPA  Director Name  Charles J.		<sup>29</sup> 7 506 3 CHMENTS
300 Crescent Conciny  Dallas  Director Name  Evan A. Wyly  Street Address	urt, 54:4e 1000  state  TX  49	300 CVESA	Pent Court, Sui State TX	te 1000 zip 75201
300 Crescent C City Dalles 10. Shares authorized authorized shares	COURT, SUITE 1000  SIGH  TX  TS.  ("X" BOX FOR ATTACHMENT)	Street Address  8000 Bent  City  701 Fruing	Branch Drive  State  TX  C'x' BOX FOR ATTACHMENT)	zip 75063
Number of Shares 52,000,000 SHS 8.1	Class/Series Par Value O PAR	Number of Shares 29, 706, 760	Class/Series Common	Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



Check No.:

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer	Date	
Richard T. Gruber		
Print or Type Name of Officer		

Vice President - Accounting

FOR SECRETARY OF STATE USE ONLY

#### **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

Richard E. Hanlon

22000 AOL Way

Dulles, VA 20166

Director

Director

Richard Marcus

767 Fifth Avenue, 26th Flr.

New York, NY 10153

Director

Elizabeth A. Vanstory

2755 Franklin Street, #8

San Francisco, CA 94123

Director

#### **OFFICERS**

#### **POSITION HELD**

John Martin

8000 Bent Branch Drive Irving, TX 75063 President

Chief Operating Officer

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

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

Ed Sadler 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

Steve Davis 8000 Bent Branch Drive Irving, TX 75063

Executive Vice President Michaels Online

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

Sr. Vice President - Advertising and Marketing

Leo Angiano 8000 Bent Branch Drive Irving, TX 75063 Vice President - Loss Prevention, Risk and Audit

#### **OFFICERS**

#### POSITION HELD

Tony D'Onofrio 8000 Bent Branch Drive Irving, TX 75063

Senior Vice President - Logistics and Distribution

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 Planning

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

**OFFICERS** 

**POSITION HELD** 

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

Vice President - Merchandising

Ed Sadler (Acting) 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

MSI\_BUS.DOC 01/17/00

<sup>\*</sup> 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.



James R. Langevin, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-222-3040

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999 Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

91008	2. Name of Corpo Michaels \$	Stores, Inc.			<del></del>
Street Address Principal Busi 8000 Bent Bra	Iness Office anch Drive		City	State TX	zip 75063
Business Phone No. 972) 409-130		5. State of Incorporate DELAWARE	ion	<del></del>	6. SIC Code 5884
Brief Description of the Char	acter of Business Conducted	f In Rhode Island		<del></del>	'
NAMES AND ADDE	RESSES OF THE OF	FICERS (everor root)	Household Items,	Party & Gift	t Supplies
· michael ko	ouleau	TOLKS ( A BOX FOR AT	Vice President Name Douglas B. Si	BEFORE USING ATTA	CHMENTS
000 Bent Bra			Street Address 8000 Bent Bra	anch Drive	
ving	State TX	75063	Gr Trving	State TX	7506
retary Name			Treasurer Name		
ark_VBeasl		· · · · · · · · · · · · · · · · · · ·	David_RKeer	pes	
000 Bent Bra			Street Address 8000 Bent Bra		
rving	State TX	Zip 75063	drving	State TX	Zip 75063
NAMES AND ADDR	ESSES OF THE DIR	ECTORS ("X" BOX FOR A	TTACHMENT) X FILL IN SPACE	ES BEFORE USING ATT	ACHMENTS
w mata			Director Name Charles J. Wy		ACTIVIE 1413
et Address O Crescent C	ourt, Suite	1000	Street Address 300 Crescent (	Court, Suite	1000
llas	State TX	<sup>21p</sup> 75201	Chy Dallas	State TX	75201
ctor Name an A. Wyly			Director Name	••••••••••••••••••••••••••••••••••••••	
'L Address			Donald R. Mill	ler	
O Crescent C	ourt, Suite		8000 Bent Brar	nch Drive	
llas	State TX	75201	City Irving	State TX	<sup>Zip</sup> 75063
SHARES AUTHORIZ	ED ("X" BOX FOR ATT)	(CHMENT)	11. SHARES ISSUED (*)		9 <b>C</b>
ber of Shares	Class/Series	Par Value	ISSUTED SHARES		
2 000 000 0110 6 4			Number of Shares	Class/Serles	Par Value
2,000,000 SHS \$.10	D PAR		29,033,908	Common	\$.10
			1		]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

-122L	Feb. 8 1999
Signature of Officer	Date
Richard T. Gruber	
Print or Type Name of Officer Vice President- Accou	nting

Title of Officer

#### **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

Richard E. Hanlon

22000 AOL Way

Dulles, VA 20166

Director

Director

# 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

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

#### <u>OFFICERS</u>

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

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

#### **OFFICERS**

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

MSI\_BUS.DOC 02/01/99

<sup>\*</sup> 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.



James R. Lungevin, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-277-3040

# PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998 Filing Period: January 1-March 1 • Filing Fee: \$50.00

STOP
PIE ASE READ
INSTRUCTIONS

(FORM MUST BE TYPED IN	BLACK)				INSTRUCT	
1. Corporate ID No.	2. Name of Corporati	lon				ļ
91008	Michaels	Stores, Inc.				
3. Street Address Principal Busi	ness Office	, 2	City	State	<b>-</b> .	
8000 Bent Br	anch Drive		Irving	Texas	Zip 75060	
4. Business Phone No.		S. State of Incorporation	9	ICVOS	75063	
(972) 409-13		Delaware			6. SIC Code	
7. Brief Description of the Char-	acter of Business Conducted in	Rhode Island			5884	
Retail Sales	- Arts & Cra	ft Supplies, H	lousehold Items	s. Party & Gift	Supplies	
וטעה שוווי טמווייי	ESSES OF THE OFFIC	CERS ("X" BOX FOR ATTACE	iment) X		- ouppiles	
President Name		Exec	Vice President Name			
R. Michael Ro Street Address		·	Douglas B. Su	ıllivan		
8000 Bent Br	anch Drive		8000 Bent Bra	unch Drive		
City	State	Zip	City	State DT TAG	Zip	
Irving	Texas	75063	Irving	Texas	75063	
Secretary Name		Asst	. Treasurer Name	· · · · ·	73003	
Mark V. Beasi	ley		David Keepes			
			Street Address			
8000 Bent Bra			8000 Bent Br	anch Drive		
•	State	Zip	City	State	ZIp	
Irving	Texas	75063	Irving	Texas	75063	
Director Name	ESSES OF THE DIREC	CTORS ("X" BOX FOR ATTAC		•		
Sam Wyly			Director Name			
treet Address			Charles J. W	yly, Jr.		
8000 Bent Bra	nch Drive		Street Address			
City	State	Zip	Chy Crescent	Court, Suite	1000	
Irving	Texas	, 75063	Dallas	State	ZIp	
Urector Name			Director Name	Texas	75201	
Dr. F. Jay Ta	ylor		Richard E. H	anlon		
treet Address			Street Address	anton		
2502 Tanglewo	ood		8619 Westwood	d Center Drive		
ity	State	Zip	City	State	Zip	
Ruston	LA	71270	Vienna	VA	22182-2285	
O. SHARES AUTHORIZ UTHORIZED SHARES	ED ("X" BOX FOR ATTAC	HMENT)	11. SHARES ISSUED (*.	X* BOX FOR ATTACHMENT)	22102-2205	
umber of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value	
2,000,000	Preferred	\$.10	None	Preferred	\$.10	
0,000,000	Common	\$.10	23,690,926	Common	S. 10	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date:	3/1
Check No.:	1279368
Ву:	1000
FOR SECRETARY OF	STATE USE ONLY

Hades panelty of about 1 4	
Under penalty of perjury declare	and affirm that I have examined
this report, including any accomply	nving schedules and essentials and
thay all statements contained herdin	1 are true and correct
1/1/4///	
VIBOLONIC	2/20150

Signature of Officers Date

Christopher J. Holland
Print or Type Name of Officer J. Holland
Vice President - Finance

Title of Officer

## **DIRECTORS**

# POSITION HELD

Sam Wyly 8000 Bent Branch Drive Irving, TX 75063

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

Dr. F. Jay Taylor 2502 Tanglewood Ruston, LA 71270

Richard E. Hanlon America Online, Inc. 8619 Westwood Center Dr. Vienna, VA 22182-2285

Michael C. French Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206

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

Evan A. Wyly Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206

#### **OFFICERS**

#### POSITION HELD

Sam Wyly 8000 Bent Branch Drive Irving, TX 75063

Chairman of the Board

Charles J. Wyly, Jr. Sterling Software 8080 N. Central Exp Suite 1100, LB33 Dallas, TX 75206

Vice Chairman of the Board

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

President
Chief Executive Officer

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

Executive Vice President

Duane Hiemenz 8000 Bent Branch Drive Irving, TX 75063

**Executive Vice President** 

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

**Executive Vice President** 

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

Executive Vice President Chief Financial Officer

Jim Tucker 8000 Bent Branch Drive Irving, TX 75063

Excutive Vice President Chief Information Officer

David Gary 8000 Bent Branch Drive Irving, TX 75063

Sr. Vice President of Logistics and Distribution

#### **OFFICERS**

## POSITION HELD

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

Vice President General Counsel Secretary

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

Vice President - Market Development

Evan A. Wyly Maverick Capital 8080 N. Central Expy., Ste. 1300 Dallas, TX 75206

Vice President

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

Vice President Store Administration

Robert Spencer 8000 Bent Branch Drive Irving, TX 75063

Vice President- Northeast Zone

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

Vice President- Southeast Zone

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

Vice President-Pacific Zone

Rick Tredinnick 8000 Bent Branch Drive Irving, TX 75063

Vice President- Central zone

Monty Reese 8000 Bent Branch Drive Irving, TX 75063 Vice President - Marketing and Advertising

**OFFICERS** 

**POSITION HELD** 

Wayne Stockton

8000 Bent Branch Drive

Irving, TX 75063

Vice President - Merchandising

Christopher J. Holland 8000 Bent Branch Drive

Irving, TX 75063

Vice President - Finance

Richard Gruber

8000 Bent Branch Drive

Irving, TX 75063

Vice President - Accounting

David J. Laroche

8000 Bent Branch Drive

Irving, TX 75063

Assistant Controller

Janet Morehouse

8000 Bent Branch Drive

Irving, TX 75063

Assistant Secretary

David Keepes

8000 Bent Branch Drive

Irving, TX 75063

Assistant Treasurer

MSI\_BUS.DOC 02/20/98

<sup>\*</sup> 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.



James R. Langevin, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401-277-3040

# PROFIT CORPORATION ANNUAL REPORT 1997 Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK) Name of Corporation
Michaels Stores, Inc. l 3. Street Address Principal Business Office Zi BC 780 Me BenkeBranchier. Z Erving 75063.3 State of Incorporation 972) 910 1409*50*1300 DELAWARE 7. Brief Description of the Character of Business Conducted in Rhode Island KefarBetail Sales & Auts & Crafts Bupplies Household 8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) Vice President Name Suen Aug Douglas By Sullivan Kristen L. Magnuson 8000 Bent Branch Dr. 8000 Bent Branch Dr. City Nam Irving; TX: TX..... ... ... 75063..... Asst near Naing .... TX .... ·····75063 · · Mark V. Beasley David Keppes

8000 Bent Branch DR cit 000 Bent Branch Dr. 9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT.

see sentanders Charles J. Wyly, Jr. 8000 Bent Branch Dr.

8080-N.-Gentral Exp. Suite 1100, LB33 75063 Director Name

Dr. F. Jay Taylor Richard E. Hanlon

2502 Tanglewood. City 8619 Westwood Center Dr.

71270 10. SHARES AUTHORIZED AND ISSUED ("X" BOX FOR ATTACHMENT -Vienna. - <del>-- - 22182-2285</del>.

ESSUED SHARES

AUTHORIZED SHARES Number of Shares

Class/Series

Number of Shares Class/Series 52,000,000 SHS \$.10 PAR 2£4,50,4%, 1/1/0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

	* 9 1 0 0 8 *
File Date;	2/11/47
Check No.:	808359
By:	cc

FOR SECRETARY OF STATE USE ONLY

City

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

#### **DIRECTORS**

## POSITION HELD

Sam Wyly 8000 Bent Branch Drive Irving, TX 75063

Chairman of the Board

Charles J. Wyly, Jr. Sterling Software 8080 N. Central Exp Suite 1100, LB33 Dallas, TX 75206

Vice Chairman of the Board

Dr. F. Jay Taylor 2502 Tanglewood Ruston, LA 71270

Richard E. Hanlon America Online, Inc. 8619 Westwood Center Dr. Vienna, VA 22182-2285

Michael C. French Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206

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

Vice President-Market Development

Evan A. Wyly Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206

Vice President

#### **OFFICERS**

## **POSITION HELD**

Sam Wyly 8000 Bent Branch Drive Irving, TX 75063

Chairman of the Board

Charles J. Wyly, Jr. Sterling Software 8080 N. Central Exp Suite 1100, LB33 Dallas, TX 75206

Vice Chairman of the Board

Michael Rouleau 8000 Bent Branch Drive Irving, TX 75063

Chief Executive Officer

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

President Chief Operating Officer

Duane Heimenz 8000 Bent Branch Drive Irving, TX 75063

Executive Vice President

R. Don Morris8000 Bent Branch DriveIrving, TX 75063

Executive Vice President Chief Financial Officer

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

Vice President General Counsel Secretary

Tony J. Chron 8000 Bent Branch Drive Irving, TX 75063

Vice President-Real Estate

William Dandy 8000 Bent Branch Drive Irving, TX 75063

Vice President-Advertising

Larry Fine 8000 Bent Branch Drive Irving, TX 75063

**Executive Vice President** 

**OFFICERS** 

**POSITION HELD** 

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

Vice President-Store Administration

Kristen L. Magnuson 8000 Bent Branch Drive Irving, TX 75063

Vice President-Finance and Planning

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

Vice President-Market Development

Colby Springer 8000 Bent Branch Drive Irving, TX 75063

Vice President-Information Services

John Rittenhouse 8000 Bent Branch Drive Irving, TX 75063

Vice President-Distribution

Evan A. Wyly Maverick Capital 8080 N. Central Expy, Ste 1300 Dallas, TX 75206

Vice President

Will Clark 8000 Bent Branch Drive Irving, TX 75063

Vice President-Central Zone

Ron Mapp 8000 Bent Branch Drive Irving, TX 75063

Vice President-Northeast Zone

Mark Emken 8000 Bent Branch Drive Irving, TX 75063

Vice President- Southeast Zone

#### **OFFICERS**

# **POSITION HELD**

Rick Sturdivant 8000 Bent Branch Drive Irving, TX 75063

Vice President-Pacific Zone

Janet Morehouse 8000 Bent Branch Drive Irving, TX 75063

Assistant Secretary

David Keepes 8000 Bent Branch Drive Irving, TX 75063

Assistant Treasurer