

Filing Fee: \$150.00

License Fee: \$15.00 minimum (\$7-1.1-124)

ID Number:

100936



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 NIKE USA, Inc.
2. It is incorporated under the laws of Oregon
3. The name which it elects to use in Rhode Island is

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

- 4. The date of its incorporation is March 11, 1998 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 One Bowerman Drive, Beaverton, Oregon 97005-6453

- 6. The address of its proposed registered office in Rhode Island is 123 Dyer Street Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Manufacturing and distribution of footwear, apparel and equipment.

- 8. The names and respective addresses of the directors and officers are:

Table with columns for Name and Address. Rows for Director, President, Vice President, Secretary, and Treasurer. Content includes 'See attached list of directors/officers' and 'C T Corporation System'.

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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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	(No series)	No par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common	(No series)	No par value

11. 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 0%; and 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 0%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 600,000,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 5,000,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 28, 19 98

NIKE USA, Inc.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

John F. Coburn III

STATE OF Oregon
COUNTY OF Washington

In Beaverton, on this 28th day of May, 19 98, personally appeared before me John F. Coburn III & Lindsay D. Stewart, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: 5/20/2001



Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
NIKE USA, Inc.**

1. Philip H. Knight, CEO
One Bowerman Drive
Beaverton, Oregon 97005-6453
2. Thomas E. Clarke, President.
One Bowerman Drive
Beaverton, Oregon 97005-6453
3. George Porter, Vice President
One Bowerman Drive
Beaverton, Oregon 97005-6453
4. Lindsay D. Stewart, Vice President
One Bowerman Drive
Beaverton, Oregon 97005-6453
5. Marcia A. Stilwell, Treasurer
One Bowerman Drive
Beaverton, Oregon 97005-6453
6. John F. Coburn III, Secretary
One Bowerman Drive
Beaverton, Oregon 97005-6453
7. Bob Woodruff, Assistant Treasurer
One Bowerman Drive
Beaverton, Oregon 97005-6453
8. Dennis Peterson, Assistant Secretary
One Bowerman Drive
Beaverton, Oregon 97005-6453

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**Directors of
NIKE USA, Inc.**

1. Philip H. Knight
One Bowerman Drive
Beaverton, Oregon 97005-6453
2. Thomas E. Clarke
One Bowerman Drive
Beaverton, Oregon 97005-6453
3. George Porter
One Bowerman Drive
Beaverton, Oregon 97005-6453
4. Lindsay D. Stewart
One Bowerman Drive
Beaverton, Oregon 97005-6453