

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 118140



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  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 THE SHOE SHOW OF ROCKY MOUNT, INC.

2. It is incorporated under the laws of NORTH CAROLINA

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 8/28/65 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 PO BOX 648 CONCORD, NC 28026

6. The address of its proposed registered office in Rhode Island is 10 WEYBOSSET STREET  
(Street Address, not P.O. Box)  
PROVIDENCE, RJ 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is CT CORPORATION SYSTEM  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Retail shoes and accessories

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

	Name	Address
Director	_____	_____
Director	_____	_____
President	ROBERT B. TUCKER	PO BOX 648 CONCORD, NC 28026
Vice President	JACK VAN DER POEL	_____
Treasurer	_____	_____
Secretary	CAROLYN C. TUCKER	_____

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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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	B	COMMON	\$100

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
50	B	COMMON	100

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 57,758,000.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100,000.00

(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 .173 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 475,000,000.00

(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 \$ 900,000.00

(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 businesses 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 .189 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 3/30/01

THE SHOE SHOW OF ROCKY MOUNT, INC.  
Print Exact Name of Corporation Making Application

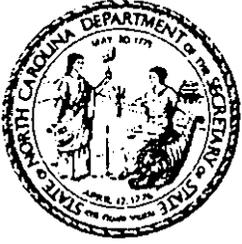
By [Signature]  
 President or  Vice President (check one)

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

STATE OF NORTH CAROLINA  
COUNTY OF CABARRUS

In Concord, NC, on this 30 day of March, 2001, personally appeared before me Jack vander Pelt, Carolyn Tucker who, being by me first duly sworn, declared that he/she is the VP Secy of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: Aug. 18, 2001



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF INCORPORATION**  
**OF**  
**THE SHOE SHOW OF ROCKY MOUNT, INC.**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of March, 2001.

*Elaine F. Marshall*

Secretary of State