



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
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 05

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <u>23442</u>		2. Name of Corporation <u>LIFETOUCH PORTRAIT STUDIOS INC</u>			
3. Street Address Principal Business Office <u>11000 VIKING DR, SUITE 200</u>		City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>	
4. Business Phone No. <u>(952) 826-4432</u>		5. State of Incorporation <u>MINNESOTA</u>		6. SIC Code <u>0</u>	
7. Brief Description of the Character of Business Conducted in Rhode Island <u>PORTRAIT STUDIO- PHOTOGRAPHY</u>					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <u>PAUL O. HARMEL</u>			Vice President Name <u>KEVIN BORNHOLTZ</u>		
Street Address <u>11000 VIKING DR, SUITE 200</u>			Street Address <u>11000 VIKING DR, SUITE 200</u>		
City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>	City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>
Secretary Name <u>RICHARD A. HASSEL</u>			Treasurer Name <u>RANDOLPH J. PIADSON</u>		
Street Address <u>11000 VIKING DR, SUITE 200</u>			Street Address <u>11000 VIKING DR, SUITE 200</u>		
City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>	City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <u>PAUL O. HARMEL</u>			Director Name <u>RICHARD P. ERICKSON</u>		
Street Address <u>11000 VIKING DR, SUITE 200</u>			Street Address <u>11000 VIKING DR, SUITE 200</u>		
City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>	City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>
Director Name <u>TED L. KOENECKE</u>			Director Name <u>ROBERT LARSON</u>		
Street Address <u>11000 VIKING DR, SUITE 200</u>			Street Address <u>11000 VIKING DR, SUITE 200</u>		
City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>	City <u>EDEN PRAIRIE</u>	State <u>MN</u>	Zip <u>55344</u>
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐					
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<u>80,000</u>	<u>COMM</u>	<u>\$ 5.00</u>	<u>19,480</u>	<u>Common</u>	<u>5.00</u>

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

FILED	
File Date	<u>Feb 22 2005</u>
Check No.	<u>709927</u>
By	<u>KB</u>
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.

Signature of Officer

Kevin Bornholtz
Print or Type Name of Officer

V.P. Finance
Title of Officer

Date

LIFETOUCH PORTRAIT STUDIOS, INC.
OFFICERS & DIRECTORS

OFFICERS:

NAME	TITLE	ADDRESS
Paul O. Harmel	Chairman - CEO	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Randolph J. Pladson	CFO - Treasurer	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Richard A. Hassel	V.P. Legal - Secretary	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Ted L. Koenecke	Assistant Secretary	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
John Parker	President & COO	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Kevin Bornholtz	V.P. Finance	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
John O'Malley	V.P. Production	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Steven Westrum	V.P. Human Resources	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
John Donaldson	V.P. Marketing	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
John Adolphi	V.P. Photographic Systems	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Daniel MacDonald	V.P. Information Services	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344
Sara Sampson	V.P. Business Development	11000 Viking Dr, Suite 200 Eden Prairie, MN 55344

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Paul O. Harmel	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Richard P. Erickson	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Donald Goldfus	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Richard A. Hassel	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Robert Larson	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
John Anderson	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Ted K. Koenecke	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
Randolph J. Pladson	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344
James Campbell	11000 Viking Dr, Suite 200	Eden Prairie, MN 55344



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Corporations Division
100 North Main Street
Providence, RI 02903-1335
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PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23442		2. Name of Corporation LIFETOUCH Portrait Studios Inc.					
3. Street Address Principal Business Office 11000 VIKING DR, SUITE 200		City EDEN PRAIRIE		State MN	Zip 55344		
4. Business Phone No (952) 826-4432		5. State of Incorporation MINNESOTA			6. SIC Code 0		
7. Brief Description of the Character of Business Conducted in Rhode Island PORTRAIT STUDIO - PHOTOGRAPHY							
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS							
President Name PAUL O. HARMEL			Vice President Name KEVIN BORNHOLTZ				
Street Address 6541 NAVAJO TRAIL			Street Address 1750 LOCHAVEN DR				
City EDINA	State MN	Zip 55439	City WOODBURY	State MN	Zip 55125		
Secretary Name RICHARD A. HASSEL			Treasurer Name RANDOLPH J. PLADSON				
Street Address 18785 11TH AVENUE NORTH			Street Address 17767 LAYTON PASS				
City PLYMOUTH	State MN	Zip 55447	City LAKEVILLE	State MN	Zip 55044		
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS							
Director Name PAUL O. HARMEL			Director Name RICHARD P. ERICKSON				
Street Address 6541 NAVAJO TRAIL			Street Address 771 EMERALD HARBOR DR				
City EDINA	State MN	Zip 55439	City LONG BOAT KEY	State FL	Zip 34228		
Director Name TED L. KOENECKE			Director Name ROBERT LARSON				
Street Address 2400 INTERLACHED ROAD			Street Address 5505 HIGHWOOD DR				
City SPRING PARK	State MN	Zip 55384	City MINNEAPOLIS	State MN	Zip 55436		
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐				
AUTHORIZED SHARES			ISSUED SHARES				
Number of Shares		Class/Series	Par Value	Number of Shares		Class/Series	Par Value
80,000 COMM \$5.00 PAR VALUE				19,480		Common	5.00

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



* 2 3 4 4 2 *

File Date 1-30-04
Check No. 670026
By: [Signature]
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.

Signature of Officer [Signature]
Date
KEVIN BORNHOLTZ
Print or Type Name of Officer
V. P. FINANCE
Title of Officer

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS & DIRECTORS

OFFICERS:

NAME/SSAN	TITLE/DOB	ADDRESS
Paul O. Harmel 503-60-7478	Chairman - CEO 05/15/50	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Richard A. Hassel 325-28-8548	V.P. Legal - Secretary 07/22/36	18785 11th Avenue North Plymouth, MN 55447
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
John Parker 553-70-6105	President & COO 01/25/48	1025 Bayside Lane Minnestrista, MN 55364
Kevin Bornholtz 481-84-9529	V.P. Finance 09/09/58	1750 Lochaven Drive Woodbury, MN 55125
Nancy Johnson Dahl 470-52-4248	V.P. Sales & Operations 09/27/60	7720 West 84th St Cir Bloomington, MN 55438
John Macy 276-52-0469	V.P. Production 03/17/51	740 Virginia Shores Circle Victoria, MN 55555
Steven Westrum 477-50-0265	V.P. Human Resources 02/10/47	7600 S. Bay Circle Bloomington, MN 55438
John Donaldson 013-40-5104	V.P. Marketing 11/28/64	18790 Magenta Bay Eden Prairie, MN 55347
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346
Daniel MacDonald 472-78-6454	V.P. Information Services 05/03/56	8820 Hidden Oaks Drive Eden Prairie, MN 55344

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Richard P. Erickson	771 Emerald Harbor Dr	Long Boat Key, FL 34228
Donald Goldfus	18083 Bearpath Trail	Eden Prairie, MN 55347
Paul O. Harmel	6541 Navajo Trail	Edina, MN 55439
Richard A. Hassel	18785 11th Ave North	Plymouth, MN 55447
Robert Larson	5505 Highwood Drive	Minneapolis, MN 55436
John Anderson	2200 West 108th Street	Bloomington, MN 55431
Ted L. Koenecke	2400 Interlachen Road	Spring Park, MN 55384



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Office of the Secretary of State

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 Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23442 2. Name of Corporation LIFETOUCH Portrait Studios Inc.

3. Street Address Principal Business Office
11000 VIKING DR SUITE 200

City EDEN PRAIRIE State MN Zip 55344

4. Business Phone No. 952-826-4432 5. State of Incorporation MINNESOTA

6. SIC Code 0

7. Brief Description of the Character of Business Conducted in Rhode Island

PORTRAIT STUDIO - PHOTOGRAPHY

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

PAUL O. HARMEL

Street Address

6541 NAVAJO TRAIL

City EDINA State MN Zip 55439

Secretary Name

RICHARD A. HASSEL

Street Address

18785 11TH AVENUE NORTH

City PLYMOUTH State MN Zip 55447

Vice President Name

TIMOTHY RYAN

Street Address

8900 PINEHURST ROAD

City WOODBURY State MN Zip 55125

Treasurer Name

RANDOLPH J. PLADSON

Street Address

17767 LAYTON PASS

City LAKEVILLE State MN Zip 55044

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

PAUL O. HARMEL

Street Address

6541 NAVAJO TRAIL

City EDINA State MN Zip 55439

Director Name

ROBERT W. TREUCHEL

Street Address

8611 CHALET ROAD

City BLOOMINGTON State MN Zip 55437

Director Name

RICHARD D. ERICKSON

Street Address

771 EMERALD HARBOR DR

City LONG BOAT KEY State FL Zip 34228

Director Name

ROBERT LARSON

Street Address

5505 HIGHWOOD DR

City MINNEAPOLIS State MN Zip 55436

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares Class/Series Par Value

80,000 COMM \$5.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares Class/Series Par Value

19,480 Common 5.00

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



* 2 3 4 4 2 *

File Date: 06-03

Check No.: 649026

By: LP

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.

Signature of Officer Timothy Ryan Date 01/30/03

Print or Type Name of Officer TIMOTHY RYAN

Title of Officer V.P. FINANCE

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS & DIRECTORS

OFFICERS:

NAME/SSAN	TITLE/DOB	ADDRESS
Paul O. Harmel 503-60-7478	Chairman - President - CEO 05/15/50	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Richard A. Hassel 325-28-8548	V.P. Legal - Secretary 07/22/36	18785 11th Avenue North Plymouth, MN 55447
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
John Parker 553-70-6105	President & COO 01/25/48	1025 Bayside Lane Minneastrista, MN 55364
Timothy Ryan 476-70-2375	V.P. Finance 01/13/59	8900 Pinehurst Road Woodbury, MN 55125
Paul D. Milne 342-48-6890	V.P. Operations 09/18/52	4420 Gilford Drive Edina, MN 55435
John Macy 276-52-0469	V.P. Production 03/17/51	740 Virginia Shores Circle Victoria, MN 55555
Steven Westrum 477-50-0265	V.P. Human Resources 02/10/47	7600 S. Bay Circle Bloomington, MN 55438
John Donaldson 013-40-5104	V.P. Marketing 11/28/64	18790 Magenta Bay Eden Prairie, MN 55347
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346
Daniel MacDonald 472-78-6454	V.P. Information Services 05/03/56	8820 Hidden Oaks Drive Eden Prairie, MN 55344

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Richard P. Erickson	771 Emerald Harbor Dr	Long Boat Key, FL 34228
Donald Goldfus	18083 Bearpath Trail	Eden Prairie, MN 55347
Paul O. Harmel	6541 Navajo Trail	Edina, MN 55439
Richard A. Hassel	18785 11th Ave North	Plymouth, MN 55447
Robert Larson	5505 Highwood Drive	Minneapolis, MN 55436
Robert H. Treuchel	8611 Chalet Road	Bloomington, MN 55437
John Anderson	2200 West 108th Street	Bloomington, MN 55431
Ted L. Koenecke	2400 Interlachen Road	Spring Park, MN 55384



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AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

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 BLACK)

1. Corporate ID No. 23442 2. Name of Corporation LIFETOUCH Portrait Studios Inc.

3. Street Address Principal Business Office
11000 VIKING DRIVE, SUITE 200

City EDEN PRAIRIE State MN Zip 55344

4. Business Phone No. 952-826-4432 5. State of Incorporation MINNESOTA

6. SIC Code 0

7. Brief Description of the Character of Business Conducted in Rhode Island
PORTRAIT STUDIO - PHOTOGRAPHY

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

PAUL O. HARMEL

Street Address

6541 NAVAJO TRAIL

City EDINA State MN Zip 55439

Secretary Name

RICHARD A HASSEL

Street Address

18785 11TH AVENUE NORTH

City PLYMOUTH State MN Zip 55447

Vice President Name

TIMOTHY RYAN

Street Address

8900 PINEHURST ROAD

City WOODBURY State MN Zip 55125

Treasurer Name

RANDOLPH J PLADSON

Street Address

17767 LAYTON PASS

City LAKEVILLE State MN Zip 55044

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

RICHARD P. ERICKSON

Street Address

771 EMERALD HARBOR DR

City LONG BOAT KEY State FL Zip 34228

Director Name

PAUL O. HARMEL

Street Address

6541 NAVAJO TRAIL

City EDINA State MN Zip 55439

Director Name

DONALD GOLDFUS

Street Address

18083 BEARDATH TRAIL

City EDEN PRAIRIE State MN Zip 55347

Director Name

RICHARD A HASSEL

Street Address

18785 11TH AVENUE NORTH

City PLYMOUTH State MN Zip 55447

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares 80,000 COMM \$5.00 PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares 13,480 Class/Series COMMON Par Value 5.00

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



* 2 3 4 4 2 *

4-8-02

File Date: _____

Check No.: 624240

By: [Signature]

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.

Signature of Officer

TIMOTHY RYAN

Date

02/13/02

Print or Type Name of Officer

V.P. FINANCE

Title of Officer

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS & DIRECTORS

OFFICERS:

NAME/SSAN	TITLE/DOB	ADDRESS
Paul O. Harmel 503-60-7478	CEO - President 05/15/50	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Richard A. Hassel 325-28-8548	V.P. Legal - Secretary 07/22/36	18785 11th Avenue North Plymouth, MN 55447
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
Timothy Ryan 476-70-2375	V.P. Finance 01/13/59	8900 Pinehurst Road Woodbury, MN 55125
Paul D. Milne 342-48-6890	V.P. Operations 09/18/52	4420 Gilford Drive Edina, MN 55435
John Macy 276-52-0469	V.P. Production 03/17/51	740 Virginia Shores Circle Victoria, MN 55555
Steven Westrum 477-50-0265	V.P. Human Resources 02/10/47	7600 S. Bay Circle Bloomington, MN 55438
John Donaldson 013-40-5104	V.P. Marketing 11/28/64	18790 Magenta Bay Eden Prairie, MN 55347
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346
Gail Thurmer 470-86-6899	V.P. Information Services 08/01/60	8931 Farnsworth Avenue Brooklyn Park, MN 55443

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Richard P. Erickson	771 Emerald Harbor Dr	Long Boat Key, FL 34228
Donald Goldfus	18083 Bearpath Trail	Eden Prairie, MN 55347
Paul O. Harmel	6541 Navajo Trail	Edina, MN 55439
Richard A. Hassel	18785 11th Ave North	Plymouth, MN 55447
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PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
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(FORM MUST BE TYPED IN BLACK)



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4. Business Phone No. 952-826-4432 5. State of Incorporation MINNESOTA 6. SIC Code 7221

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PORTRAIT STUDIO - PHOTOGRAPHY

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Street Address

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City EDINA State MN Zip 55439

Secretary Name

RICHARD A. HASSEL

Street Address

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Vice President Name

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Street Address

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Director Name

RICHARD P. ERICKSON

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City LONG BOAT KEY State FL Zip 34228

Director Name

DONALD GOLDFUS

Street Address

18083 BEARDPATH TRAIL

City EDEN PRAIRIE State MN Zip 55347

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares 80,000 COMM \$5.00 PAR VALUE Class/Series Par Value

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares 19,480 Class/Series COMMON Par Value 5.00

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



* 2 3 4 4 2 *

File Date: 3-30-01

Check No.: 596796

By: [Signature]

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.

Signature of Officer

TIMOTHY RYAN

Print or Type Name of Officer

V.P. FINANCE

Title of Officer

Date

02/15/01

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS & DIRECTORS

OFFICERS:

NAME/SSAN	TITLE/DOB	ADDRESS
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Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Richard A. Hassel 325-28-8548	V.P. Legal - Secretary 07/22/36	18785 11th Avenue North Plymouth, MN 55447
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
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John Macy 276-52-0469	V.P. Production 03/17/51	740 Virginia Shores Circle Victoria, MN 55555
Steven Westrum 477-50-0265	V.P. Human Resources 02/10/47	7600 S. Bay Circle Bloomington, MN 55438
John Donaldson 013-40-5104	V.P. Marketing 11/28/64	18790 Magenta Bay Eden Prairie, MN 55347
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346

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NAME	ADDRESS	CITY, STATE & ZIP
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Robert H. Treuchel	8611 Chalet Road	Bloomington, MN 55437
John Anderson	2200 West 108th Street	Bloomington, MN 55431
B.J. Brooks	114 Sansome St, Suite 808	San Francisco, CA 94104
Ted L. Koenecke	2400 Interlachen Road	Spring Park, MN 55384



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
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23442 2. Name of Corporation LIFETOUCH PORTRAIT STUDIOS, INC.
3. Street Address Principal Business Office 11000 VIKING DRIVE, SUITE 200 City EDEN PRAIRIE State MN Zip 55344
4. Business Phone No. 952-826-4432 5. State of Incorporation MINNESOTA 6. SIC Code 8334
7. Brief Description of the Character of Business Conducted in Rhode Island
PORTRAIT STUDIO - PHOTOGRAPHY

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒

President Name	Vice President Name
Street Address	Street Address
City State Zip	City State Zip
Secretary Name	Treasurer Name
Street Address	Street Address
City State Zip	City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒

Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
80,000	COMMON	5.00

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
19,480	COMMON	5.00

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

File Date: 9/11/00

Check No.: 584 299

By: [Signature]

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.

Signature of Officer

TIMOTHY RYAN

Print or Type Name of Officer

V.P. FINANCE

Title of Officer

Date

09/08/00

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS & DIRECTORS

OFFICERS:

NAME/SSAN	TITLE/DOB	ADDRESS
Paul O. Harmel 503-60-7478	CEO - President 05/15/50	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Robert H. Treuchel 214-46-0822	Secretary 01/27/30	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
Timothy Ryan 476-70-2375	V.P. Finance 01/13/59	8900 Pinehurst Road Woodbury, MN 55125
Paul D. Milne 342-48-6890	V.P. Operations 09/18/52	4420 Gilford Drive Edina, MN 55435
Richard A. Hassel 325-28-8548	V.P. Legal 07/22/36	3080 Fairview Land Long Lake, MN 55356
John Macy 276-52-0469	V.P. Production 03/17/51	740 Vriginia Shores Circ Victoria, MN 55555
Steven Westrum 477-50-0265	V.P. Human Resources 02/10/47	7600 S. Bay Circle Bloomington, MN 55438
John Donaldson 013-40-5104	V.P. Marketing 11/28/64	18790 Magenta Bay Eden Prairie, MN 55347
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Richard P. Erickson	771 Emerald Harbor Dr	Long Boat Key, FL 34228
Donald Goldfus	18083 Bearpath Trail	Eden Prairie, MN 55347
Paul O. Harmel	6541 Navajo Trail	Edina, MN 55439
Richard A. Hassel	18785 11th Ave North	Plymouth, MN 55447
Robert Larson	5505 Highwood Drive	Minneapolis, MN 55436
Robert H. Treuchel	8611 Chalet Road	Bloomington, MN 55437
John Anderson	2200 West 108th Street	Bloomington, MN 55431
B.J. Brooks	114 Sansome St, Suite 808	San Francisco, CA 94104
Ted L. Koenecke	2400 Interlachen Road	Spring Park, MN 55384



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 **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23442		2. Name of Corporation LIFETOUCH Portrait Studios Inc.			
3. Street Address Principal Business Office 11000 VIKING DRIVE SUITE 200		City EDEN PRAIRIE	State MN	Zip 55344	
4. Business Phone No. 612-826-4432		5. State of Incorporation MINNESOTA		6. SIC Code 0000 7221	
7. Brief Description of the Character of Business Conducted in Rhode Island PHOTOGRAPHY - PORTRAIT STUDIO					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PAUL O. HARMEL		Vice President Name TIMOTHY RYAN			
Street Address 6541 NAVAJO TRAIL		Street Address 8900 DINEHURST ROAD			
City EDINA	State MN	Zip 55439	City WOODBURY	State MN	Zip 55125
Secretary Name ROBERT H. TREUCHEL		Treasurer Name RANDOLPH J. PLADSON			
Street Address 8611 CHALET ROAD		Street Address 17767 LAYTON PASS			
City BLOOMINGTON	State MN	Zip 55437	City LAKEVILLE	State MN	Zip 55044
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name RICHARD P. ERICKSON		Director Name DONALD GOLDFUS			
Street Address 771 EMERALD HARBOR DR		Street Address 18083 BEARPATH TRAIL			
City LONG BOAT KEY	State FL	Zip 34228	City EDEN PRAIRIE	State MN	Zip 55347
Director Name PAUL O. HARMEL		Director Name RICHARD A. HASSEL			
Street Address 6541 NAVAJO TRAIL		Street Address 18785 11TH AVE NORTH			
City EDINA	State MN	Zip 55439	City PLYMOUTH	State MN	Zip 55447
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
80,000	COMMON	5.00	19,480	COMMON	5.00

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



File Date: **03-02-99**
Check No.: **542425**
By: **JD**

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.

Signature of Officer: **TIMOTHY RYAN** Date: **02/18/99**
Print or Type Name of Officer: **TIMOTHY RYAN**
Title of Officer: **V.P. FINANCE**

LIFETOUGH PORTRAIT STUDIOS, INC.**OFFICERS & DIRECTORS****OFFICERS:**

NAME/SSAN	TITLE/DOB	ADDRESS
Paul O. Harmel 503-60-7478	CEO - President 05/15/50	6541 Navajo Trail Edina, MN 55439
Kirk Spresser 285-50-9567	COO - President 04/22/55	17492 Frondell Court Eden Prairie, MN 55347
Randolph J. Pladson 502-54-4131	CFO - Treasurer 02/04/48	17767 Layton Pass Lakeville, MN 55044
Robert H. Treuchel 214-46-0822	Secretary 01/27/30	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary 06/12/45	2400 Interlachen Road Spring Park, MN 55384
Timothy Ryan 476-70-2375	V.P. Finance 01/13/59	8900 Pinehurst Road Woodbury, MN 55125
Paul D. Milne 342-48-6890	V.P. Information Systems 09/18/52	4420 Gilford Drive Edina, MN 55435
Richard A. Hassel 325-28-8548	V.P. Legal 07/22/36	3080 Fairview Land Long Lake, MN 55356
John Macy 276-52-0469	V.P. Production 03/17/51	740 Vrginia Shores Circle Victoria, MN 55555
Mark K. Schoenrock 397-54-3253	V.P. Human Resources 10/05/54	7410 Green Ridge Drive Eden Prairie, MN 55346
John Adolphi 345-34-8405	V.P. Photographic Systems 08/11/42	16417 Ellerdale Lane Eden Prairie, MN 55346

DIRECTORS:

NAME	ADDRESS	CITY, STATE & ZIP
Richard P. Erickson	771 Emerald Harbor Dr	Long Boat Key, FL 34228
Donald Goldfus	18083 Bearpath Trail	Eden Prairie, MN 55347
Paul O. Harmel	6541 Navajo Trail	Edina, MN 55439
Richard A. Hassel	18785 11th Ave North	Plymouth, MN 55447
Robert Larson	5505 Highwood Drive	Minneapolis, MN 55436
Robert H. Treuchel	8611 Chalet Road	Bloomington, MN 55437
John Anderson	2200 West 108th Street	Bloomington, MN 55431
B.J. Brooks	114 Sansome St, Suite 808	San Francisco, CA 94104
Ted L. Koenecke	2400 Interlachen Road	Spring Park, MN 55384



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
401-277-3040



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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23442** 2. Name of Corporation **LIFETOUCH Portrait Studios Inc.**

3. Street Address Principal Business Office **11000 VIKING DR, SUITE 200** City **EDEN PRAIRIE** State **MN** Zip **55344**
4. Business Phone No. **612-826-4432** 5. State of Incorporation **MINNESOTA** 6. SIC Code **7221**

7. Brief Description of the Character of Business Conducted in Rhode Island

PHOTOGRAPHY - PORTRAIT STUDIOS

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) **X**

President Name PAUL O. HARMEL Street Address 6541 NAVAJO TRAIL City EDINA State MN Zip 55439	Vice President Name PAUL D. MILNE Street Address 4420 GILFORD DR City EDINA State MN Zip 55435
Secretary Name ROBERT H. TREUCHEL Street Address 8611 CNALET ROAD City BLOOMINGTON State MN Zip 55437	Treasurer Name RANDOLPH J. PLADSON Street Address 17767 LAYTON PASS City LAKEVILLE State MN Zip 55044

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) **X**

Director Name RICHARD P. ERICKSON Street Address 771 EMERALD HARBOR DR City LONG BOAT KEY State FL Zip 34228	Director Name JOHN L. REID Street Address 6604 TALEMORE CT. City YORKTON State IN Zip 47396
Director Name RICHARD A. HASSEL Street Address 18785 1HN AVE N City PLYMOUTH State MN Zip 55447	Director Name ROBERT LARSON Street Address 5505 HIGHWOOD DR City MINNEAPOLIS State MN Zip 55436

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
80000	COMMON	5.00

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
19480	COMMON	5.00

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



File Date: **3/19/98**

Check No.: **517906**

By: **KLO**

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.

Signature of Officer **PAUL D. MILNE** Date **02/05/98**

Print or Type Name of Officer **PAUL D. MILNE**

Title of Officer **VP FINANCE**

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

NAME	TITLE	ADDRESS
Paul O. Harmel 503-60-7478	Chief Executive Officer/President DOB: 05/19/50	6541 Navajo Trail Edina, MN 55439
Kirk Spresser 285-50-9567	President & Chief Operating Officer DOB: 04/22/55	17492 Frondell Court Eden Prairie, MN 55347
Randolph J. Pladson 502-54-4131	Chief Financial Officer/Treasurer DOB: 02/04/48	17767 Layton Pass Lakeville, MN 55044
Robert H. Treuchel 214-46-0822	Secretary DOB: 01/27/30	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary DOB: 06/12/45	2400 Interlachen Road Spring Park, MN 55384
Paul D. Milne 342-48-6890	Vice President of Finance and Information Systems DOB: 09/18/52	4420 Gilford Drive Edina, MN 55435
John W. Parker 553-70-6105	Senior Vice President, General Manager Sales & Field Operations DOB: 01/25/48	3080 Fairview Lane Long Lake, MN 55356
John Macy 276-52-0469	Vice President of Production DOB: 03/17/51	6002 Plumas Street, Apt. D Reno, NV 89534
Mark K. Schoenrock 397-54-3253	Vice President of Human Resources DOB: 10/05/54	7410 Green Ridge Drive Eden Prairie, MN 55346

BOARD OF DIRECTORS
Name, address and date elected

Richard P. Erickson 771 Emerald Harbor Drive Long Boat Key, FL 34228 29-Jul-83	Paul O. Harmel 6541 Navajo Trail Edina, MN 55439 21-Dec-92	John L. Reid 6604 Talemor Ct. Yorkton, IN 47396 25-Jul-85
Robert H. Treuchel 8611 Chalet Road Bloomington, MN 55437 5-Dec-86	Richard A. Hassel 18785 11th Avenue North Plymouth, MN 55447 20-Jul-93	Robert Larson 5505 Highwood Drive Minneapolis, MN 55436 20-Jul-93
	Donald Goldfus 18083 Bearpath Trail Eden Prairie, MN 55347 2-Feb-94	



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
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

23442

LIFETOUCH Portrait Studios Inc.

3. Street Address Principal Business Office

7831 Glenroy Road

City

Minneapolis,

State

Minnesota

Zip

55439

4. Business Phone No.

(612) 893-0550

5. State of Incorporation

MINNESOTA

6. SIC Code

7221

7. Brief Description of the Character of Business Conducted in Rhode Island

Photography-Portrait Studios

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name

Please see attached list Paul O. Harmel

Vice President Name

Paul D. Milne

Street Address

6541 Navajo Trail

City

State

Zip

Edina

MN

55439

Secretary Name

Robert H Treuchel

Street Address

8611 Chalet Road

City

State

Zip

Bloomington

MN

55437

Street Address

4420 Guilford Drive

City

State

Zip

Edina

MN

55435

Treasurer Name

James V O'Halloran

Street Address

1521 Summit Oaks Court

City

State

Zip

Burnsville

MN

55337

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name

Please see attached list John L. Reid

Street Address

6604 Talemor Court

City

State

Zip

Yorkton

IN

47396

Director Name

Richard A. Hassel

Street Address

506 Holly Circle

City

State

Zip

Wayzata

MN

55391

Director Name

Richard P. Erickson

Street Address

4901 Rolling Green Parkway

City

State

Zip

Edina

MN

55436

Director Name

Paul O. Harmel

Street Address

6541 Navajo Trail

City

State

Zip

Edina

MN

55439

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

80000

Common

5.00

ISSUED SHARES

Number of Shares

Class/Series

Par Value

19480

Common

5.00

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



* 2 3 4 4 2 *

File Date: 3/6/97

Check No.: 489997

By: [Signature]

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.

[Signature] 2/20/97
Signature of Officer Date

Paul D. Milne

Print or Type Name of Officer

VP Finance

Title of Officer

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul O. Harmel 503-60-7478	Chief Executive Officer/President	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	Chief Financial Officer	17767 Layton Pass Lakeville, MN 55044
John R. Goodrich 471-70-6774	Executive Vice President/COO	14924 Excelsior Blvd. Minnetonka, MN 55345
Robert H. Treuchel 214-46-0822	Secretary	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary	2400 Interlachen Road Spring Park, MN 55384
Paul D. Milne 342-48-6890	Vice President of Finance	4420 Gilford Drive Edina, MN 55435
John W. Parker 553-70-6105	Senior Vice President	3080 Fairview Lane Long Lake, MN 55356
James V. O'Halloran, Jr. 498-58-3272	Treasurer	1521 Summit Oaks Ct. Burnsville, MN 55337
Jay C. Johnston 477-68-8268	Vice President New Business	8283 Marsh Drive Chanhassen, MN 55317
Kurtis K. Schneider 475-58-6112	Vice President of Production	3235 Marthiam Avenue Reno, NV 89509
Mark K. Schoenrock 397-54-3253	Vice President of Human Resources	7410 Green Ridge Drive Eden Prairie, MN 55346

BOARD OF DIRECTORS

Name, address and date elected

Richard P. Erickson 4901 Rolling Green Parkway Edina, MN 55436 July 29, 1983	Paul O. Harmel 6541 Navajo Trail Edina, MN 55439 December 21, 1992	John L. Reid 6604 Talemore Ct. Yorkton, IN 47396 July 25, 1985
Robert H. Treuchel 8611 Chalet Road Bloomington, MN 55437 December 5, 1986	Richard A. Hassel 506 Holly Circle Wayzata, MN 55391 July 20, 1993	Robert Larson 5505 Highwood Drive Minneapolis, MN 55436 July 20, 1993
Phillip Samper 804 Robin Hood Hill Sherwood Forest, MD 21405 February 2, 1994	Donald Goldfus 4667 Bayswater Road Shorewood, MN 55331 February 2, 1994	

ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 23442		2. NAME OF CORPORATION LIFETOUCH Portrait Studios Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 7831 Glenroy Road		CITY Minneapolis	STATE Minnesota
4. BUSINESS PHONE NO. (612) 893-0550		5. STATE OF INCORPORATION MINNESOTA	ZIP CODE 55439
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Photography-Portrait Studios		6. SIC CODE 8528 7221	

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Please see attached list			VICE PRESIDENT NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
SECRETARY NAME			TREASURER NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Please see attached list			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
DIRECTOR NAME			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
80000	C	5.00	19480	C	5.00

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

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.

BT
Signature of Officer

Paul D. Milne

Print or Type Name of Officer

V.P. Finance

Title of Officer

3/6/96

File Date:

4/19/96

Check No:

447136

By:

cc

For Secretary of State Use Only

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul O. Harmel 503-60-7478	Chief Executive Officer/President	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	Chief Financial Officer	3025 Lainier Ct. Burnsville, MN 55337
John R. Goodrich 471-70-6774	Executive Vice President/COO	14924 Excelsior Blvd. Minnetonka, MN 55345
Robert H. Treuchel 214-46-0822	Secretary	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary	2400 Interlachen Road Spring Park, MN 55384
Paul D. Milne 342-48-6890	Vice President of Finance	4420 Gifford Drive Edina, MN 55435
John W. Parker 553-70-6105	Senior Vice President	3080 Fairview Lane Long Lake, MN 55356
James V. O'Halloran, Jr. 498-58-3272	Treasurer	1521 Summit Oaks Ct. Burnsville, MN 55337
Jay C. Johnston 477-68-8268	Vice President Business Development	8283 Marsh Drive Chanhassen, MN 55317

BOARD OF DIRECTORS

<u>NAME</u>	<u>DATE ELECTED</u>	<u>ADDRESS</u>
Richard P. Erickson	July 29, 1983	4901 Rolling Green Parkway Edina, MN 55436
Paul O. Harmel	December 21, 1992	6541 Navajo Trail Edina, MN 55439
Elroy C. Nerness	July 29, 1983.	1136 Hollybrook Wayzata, MN 55391
John L. Reid	July 25, 1985	6604 Talemore Ct. Yorkton, IN 47396
Robert H. Treuchel	December 5, 1986	8611 Chalet Road Bloomington, MN 55437
Richard A. Hassel	July 20, 1993	870 Hunt Farm Road Long Lake, MN 55356
Robert Larson	July 20, 1993	5505 Highwood Drive Minneapolis, MN 55436
Phillip Samper	February 2, 1994	804 Robin Hood Hill Sherwood Forest, MD 21405
Donald Goldfus	February 2, 1994	4667 Bayswater Road Shorewood, MN 55331

ANNUAL REPORT

Please Type or Print
File Annually - Jan. 1 - March 1
Filing Fee \$50.00
Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0023442

1995

Corporate ID: _____ Annual Report for the year: _____

LIFETOUCH Portrait Studios Inc.

Name of Corporation: _____

Business entity organized under the laws of the State of: Minnesota

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

☒ Business Corporation (See RIGL Chapter 7-1.1)

Lifetouch Portrait Studios Inc.

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

7831 Glenroy Road

Minneapolis, Minnesota 55439

Phone: (612) 832-4432

Brief statement of the character of business conducted in Rhode Island:

Address and telephone of the principal office of business entity in Rhode

Photography- Portrait Studios

Island (Provide street address - Not P.O. Box):

Prentice-Hall Corporation Systems Inc.

170 Westminster Street

Providence, RI 02903

Phone: (800) 221-0770

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
-----------	----------------	------------	----------

See attached list

VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
----------------	----------------	------------	----------

SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
-----------	----------------	------------	----------

TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
-----------	----------------	------------	----------

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

See attached list

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

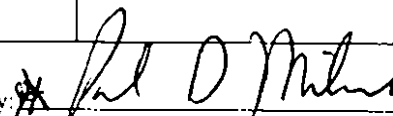
Number of Shares	Class / Series
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80000	C/NA
-------	------

Number of Shares	Class / Series
------------------	----------------

19480	C/NA
-------	------

Date February 23, 19 95

By: 
Paul D. Milne

PRINT OR TYPE NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING
V.P. Finance

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

PRENTICE-HALL CORP SYSTEM
170 WESTMINSTER STREET, SUITE 900
PROVIDENCE RI 02903

FILED

MAR 10 1995

41859
42605

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul O. Harmel 503-60-7478	Chief Executive Officer/President	6541 Navajo Trail Edina, MN 55439
Randolph J. Pladson 502-54-4131	Chief Financial Officer	3025 Lainier Ct. Burnsville, MN 55337
John R. Goodrich 471-70-6774	Executive Vice President/COO	14924 Excelsior Blvd. Minnetonka, MN 55345
Robert H. Treuchel 214-46-0822	Secretary	8611 Chalet Road Bloomington, MN 55437
Ted L. Koenecke 391-42-3322	Assistant Secretary	2400 Interlachen Road Spring Park, MN 55384
Paul D. Milne 342-48-6890	Vice President of Finance	4420 Gifford Drive Edina, MN 55435
John W. Parker 553-70-6105	Senior Vice President	3080 Fairview Lane Long Lake, MN 55356
James V. O'Halloran, Jr. 498-58-3272	Treasurer	1521 Summit Oaks Ct. Burnsville, MN 55337
Jay C. Johnston 477-68-8268	Vice President Business Development	8283 Marsh Drive Chanhassen, MN 55317

BOARD OF DIRECTORS

<u>NAME</u>	<u>DATE ELECTED</u>	<u>ADDRESS</u>
Richard P. Erickson	July 29, 1983	4901 Rolling Green Parkway Edina, MN 55436
Paul O. Harmel	December 21, 1992	6541 Navajo Trail Edina, MN 55439
Elroy C. Nerness	July 29, 1983	1136 Hollybrook Wayzata, MN 55391
John L. Reid	July 25, 1985	6604 Talemore Ct. Yorkton, IN 47396
Robert H. Treuchel	December 5, 1986	8611 Chalet Road Bloomington, MN 55437
Richard A. Hassel	July 20, 1993	870 Hunt Farm Road Long Lake, MN 55356
Robert Larson	July 20, 1993	5505 Highwood Drive Minneapolis, MN 55436
Phillip Samper	February 2, 1994	804 Robin Hood Hill Sherwood Forest, MD 21405
Donald Goldfus	February 2, 1994	4667 Bayswater Road Shorewood, MN 55331

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
L.I.C: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0023442 Annual Report for the year: 1994

Name of Business Entity: LIFETOUCH Portrait Studios Inc.

Business entity organized under the laws of the State of: Minnesota

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

Lifetouch Portrait Studios Inc.

7831 Glenroy Road

Minneapolis, MN 55439

Phone: (612) 893-0550

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

Prentice-Hall Corp. Sys.

170 Westminster Street

Providence, RI 02903

Phone: ()

Business Entity is (check one):

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Lifetouch Portrait Studios Inc.

Attn: J.O. Struck

7831 Glenroy Road

Minneapolis, Minnesota 55439

Brief statement of the character of business conducted in Rhode Island:

Photography-Portrait Studios

Date of Organization: August 8, 1983

Date of Qualification to do business in Rhode Island (if foreign entity):
June 8, 1984

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
☐ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One)			
<u>See attached list</u>			
☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One)			
☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One)			
☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>See attached list</u>			

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER <u>80000</u>	NUMBER <u>19480</u>
CLASS <u>C</u>	CLASS <u>C</u>
SERIES <u>N/A</u>	SERIES <u>N/A</u>
PAR VALUE OR <u>5.00</u> WITHOUT PAR	PAR VALUE OR <u>5.00</u> WITHOUT PAR

Date February 17, 1994

By [Signature]

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

Phone (612) 893-0550

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul O. Harmel 503-60-7478	Chief Executive Officer/ President	7831 Glenroy Road Minneapolis, MN 55439
Randolph J. Pladson 502-54-4131	Chief Financial Officer	7831 Glenroy Road Minneapolis, MN 55439
John R. Goodrich 471-70-6774	Executive Vice President Chief Operating Officer	7831 Glenroy Road Minneapolis, MN 55439
Richard A. Eng 326-36-7002	Assistant Treasurer	7831 Glenroy Road Minneapolis, MN 55439
Robert H. Treuchel 214-46-0822	Secretary	7831 Glenroy Road Minneapolis, MN 55439
Ted L. Koenecke 391-42-3322	Assistant Secretary	7831 Glenroy Road Minneapolis, MN 55439
Paul D. Milne 342-48-6890	Vice President of Information Services	7831 Glenroy Road Minneapolis, MN 55439
John W. Parker 553-70-6105	Senior Vice President General Manager/Operations	7831 Glenroy Road Minneapolis, MN 55439

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
Paul O. Harmel	1075 Hesse Farm Road Chaska, MN 55318
Elroy C. Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington, MN 55437

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....0023442..... Annual Report for the year.....1993.....

FIRST: The name of the corporation is.....LIFETOUCH Portrait Studios Inc.....

SECOND: It is incorporated under the laws of.....Minnesota.....

THIRD: Character of business, briefly stated, is.....Photography-Portrait Studio.....

FOURTH: If foreign corporation, address of its principal office.....7831 Glenroy Road.....

.....Minneapolis, Minnesota 55439.....

FIFTH: Business address in Rhode Island.....191 Midland Mall.....

.....Warwick, Rhode Island 02886.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

.....See attached list..... Director.....

..... Director.....

..... Director.....

..... President.....

..... Vice President.....

..... Secretary.....

..... Treasurer.....

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

80000

C

N/A

5.00

EIGHTH: Number of Shares issued:

Rec'd & Filed

FEB 16 1993

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

19480

C

N/A

5.00

Dated.....February.....11,..... 19 93.....

.....Lifetouch Portrait Studios Inc.....
(Name of Corporation)

By..........

(Report must be signed by an officer)

Title Asst. Treasurer.....

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

Phone (612) 893-0550

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul O. Harmel 503-60-7478	Chief Executive Officer/ President	7831 Glenroy Road Minneapolis, MN 55439
Randolph J. Pladson 502-54-4131	Chief Financial Officer	7831 Glenroy Road Minneapolis, MN 55439
John R. Goodrich 471-70-6774	Executive Vice President Chief Operating Officer	7831 Glenroy Road Minneapolis, MN 55439
Richard A. Eng 326-36-7002	Assistant Treasurer	7831 Glenroy Road Minneapolis, MN 55439
Robert H. Treuchel 214-46-0822	Secretary	7831 Glenroy Road Minneapolis, MN 55439
John W. Parker 553-70-6105	Senior Vice President General Manager/Operations	7831 Glenroy Road Minneapolis, MN 55439
Kenneth A. Henderson 452-94-9922	Vice President Marketing	7831 Glenroy Road Minneapolis, MN 55439

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
Paul O. Harmel	1075 Hesse Farm Road Chaska, MN 55318
Elroy C. Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington, MN 55437

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

JDA CR 319586

Corporate ID 0023442

Annual Report for the year 1992

FIRST: The name of the corporation is LIFETOUCH PORTRAIT STUDIOS INC.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Photography-Portrait Studios

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road

Minneapolis, Minnesota 55439

FIFTH: Business address in Rhode Island 191 Midland Mall

Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached List

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

80000

C

PAID

N/A

5.00

MAR 03 1992

EIGHTH: Number of Shares issued:

SEC'y OF STATE

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

19480

C

N/A

5.00

Dated February 28, 1992

Lifetouch Portrait Studios Inc.
(Name of Corporation)

By 

(Report must be signed by an officer)

Title Treasurer

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	Chief Executive Officer President	9385 Olympia Drive Eden Prairie, MN 55344
John R. Goodrich	Executive Vice President Chief Operating Officer	14924 Excelsior Blvd. Minnetonka, MN 55345
Richard A. Eng	Treasurer	6968 Sand Ridge Road Eden Prairie, MN 55346
Robert H. Treuchel	Secretary	8611 Chalet Road Bloomington, MN 55437
John W. Morton	Vice President Finance	4508 Hibiscus Avenue Edina, MN 55435
John W. Parker	Senior Vice President General Manager/Operations	3080 Fairview Lane Long Lake, MN 55356
Kenneth A. Henderson	Vice President Marketing	8892 Flesher Circle Eden Prairie, MN 55347

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
David D. Koentopf	9385 Olympia Drive Eden Prairie, MN 55344
Elroy C. Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington, MN 55437

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

SS

Corporate ID 0023442 Annual Report for the year 1991

FIRST: The name of the corporation is LIFETOUCH Portrait Studios Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Photography-Portrait Studios

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road
Minneapolis, Minnesota 55439

FIFTH: Business address in Rhode Island 191 Midland Mall
Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached list Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

80000

C

N/A

5.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

19480

C

N/A

5.00

Dated February 21, 19 91

Lifetouch Portrait Studios Inc.

(Name of Corporation)

By *[Signature]*

Title V. P. Finance

(Report must be signed by an officer)

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	Chief Executive Officer President	9385 Olympia Drive Eden Prairie, MN 55344
John R. Goodrich	Executive Vice President Chief Operating Officer	14924 Excelsior Blvd. Minnetonka, MN 55345
Glenn Steigerwalt	Chief Financial Officer	17450 Kodiak Ave. W. Lakeville, MN 55044
Richard A. Eng	Treasurer	6968 Sand Ridge Road Eden Prairie, MN 55346
Robert H. Treuchel	Secretary	8611 Chalet Road Bloomington, MN 55437
John W. Morton	Vice President Finance	4508 Hibiscus Avenue Edina, MN 55435
John W. Parker	Senior Vice President General Manager/Operations	3080 Fairview Lane Long Lake, MN 55356
Len P. Hardwick	Vice President Marketing	13525 Oak Hill Ct. S. Eden Prairie, MN 55344

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
David D. Koentopf	9385 Olympia Drive Eden Prairie, MN 55344
Elroy C. Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington, MN 55437

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023442 Annual Report for the year 1990

FIRST: The name of the corporation is LIFETOUCH Portrait Studios Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Photography-Portrait Studios

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road
Minneapolis, Minnesota 55435

FIFTH: Business address in Rhode Island 191 Midland Mall
Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
See Attached Schedule	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class
80000	C

Series N/A
PAID
FEB 23 1990
SECY. OF STATE

Par Value
or statement that
shares are without
par value

5.00

EIGHTH: Number of Shares issued:

No. of Shares	Class
27830	C.

Series N/A

Par Value
or statement that
shares are without
par value

5.00

Dated February 15, 19 90

Lifetouch Portrait Studios Inc.

(Name of Corporation)

By [Signature]

(Report must be signed by an officer)

Title V.P. of Administration

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	Chief Executive Officer President	9385 Olympia Drive Eden Prairie MN 55344
John R. Goodrich	Executive Vice President Chief Operating Officer	14924 Excelsior Blvd Minnetonka MN 55345
Richard A. Eng	Treasurer	6968 Sand Ridge Road Eden Prairie MN 55346
Robert H. Treuchel	Secretary	8611 Chalet Road Bloomington MN 55437
Ronald C. Rutten	Vice President Administration	14496 Village Woods Drive Eden Prairie MN 55344
John W. Parker	Senior Vice President General Manager Operations	3080 Farview Lane Orono MN 55356
Len P. Hardwick	Vice President Marketing	13525 Oak Hill Ct. S. Eden Prairie MN 55344

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina MN 55436
David D. Koentopf	9385 Olympia Drive Eden Prairie MN 55344
Elroy C. Nerness	1275 Lyman Avenue Wayzata MN 55391
John L. Reid	1116 Meadow Lane Munice IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington MN 55437

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023442 Annual Report for the year 1989

FIRST: The name of the corporation is LIFETOUGH Portrait Studios Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Photography-Portrait Studios

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road
Minneapolis, Minnesota 55435

FIFTH: Business address in Rhode Island 191 Midland Mall
Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
See attached schedule	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
80000	C	N/A	5.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
27830	C.	N/a	5.00

MAR 01 1989

Dated February 20, 1989

Lifetough Portrait Studios Inc.
(Name of Corporation)

By [Signature]

(Report must be signed by an officer)

Title V.P. of Finance

LIFETOUCH PORTRAIT STUDIOS, INC.
OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	Chief Executive Officer President	9385 Olympia Drive Eden Prairie, MN 55344
Arnie J. Fjelland	Executive Vice President Chief Operating Officer	8701 Bentwood Dr. Eden Prairie, MN 55344
Richard A. Eng	Treasurer	6968 Sand Ridge Road Eden Prairie, MN 55346
Robert H. Treuchel	Secretary	8611 Chalet Road Bloomington, MN 55437
Ronald C. Rutten	Vice President Finance and Administration	14496 Village Woods Dr. Eden Prairie, MN 55344
John W. Parker	Senior Vice President General Manager Operations	3080 Farview Lane Orono, MN 55356
Len P. Hardwick	Vice President Marketing	13525 Oak Hill Ct. So. Eden Prairie, MN 55344

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
David D. Koentopf	9385 Olympia Drive Eden Prairie, MN 55344
Elroy C. Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Munice, IN 47304
Robert H. Treuchel	8611 Chalet Rd. Bloomington, MN 55437

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23442 Annual Report for the year 1988

FIRST: The name of the corporation is LIFETOUCH Portrait Studios Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Photography-Portrait Studios

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road
Minneapolis, Minnesota 55435

FIFTH: Business address in Rhode Island 191 Midland Mall
Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached Schedule	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
80000	C.	N/A	5.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
27830	C.	N/A	5.00

PAID

MAR 13 1988

SECY OF STATE

Dated February 21 19 88

LIFETOUCH PORTRAIT STUDIOS INC.

(Name of Corporation)

By [Signature]

(Report must be signed by an officer)

Title V.P. of Finance

LIFETOUCH PORTRAIT STUDIOS INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	President and Chief Executive Officer	7831 Glenroy Road Minneapolis, MN 55435
Arnell J. Fjelland	Executive Vice President and Chief Operating Officer	7831 Glenroy Road Minneapolis, MN 55435
Robert H. Treuchel	Secretary	7831 Glenroy Road Minneapolis, MN 55435
Ronald C. Rutten	Vice President Finance and Treasurer	7831 Glenroy Road Minneapolis, MN 55435
John W. Parker	Senior Vice President General Manager Operations	7831 Glenroy Road Minneapolis, MN 55435
James W. Heath	Vice President Studio Development	7831 Glenroy Road Minneapolis, MN 55435

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
David D. Koentopf	10425 Bluff Road Eden Prairie, MN 55344
ElRoy C. Nerness	1136 Hollybrook Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304
Robert H. Treuchel	8611 Chalet Road Bloomington, MN 55437

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID..... 23442..... Annual Report for the year..... 1987.....

FIRST: The name of the corporation is..... LIFETOUCH Portrait Studios Inc.....

SECOND: It is incorporated under the laws of..... Minnesota.....

THIRD: Character of business, briefly stated, is..... Photography- Portrait Studios.....

FOURTH: If foreign corporation, address of its principal office..... 7831 Glenroy Road.....
..... Minneapolis, Minnesota 55435.....

FIFTH: Business address in Rhode Island..... 191 Midland Mall.....
..... Warwick, Rhode Island..... 02886.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
..... See Attached Schedule.....	Director	
.....	Director	
.....	Director	
.....	President	
.....	Vice President	
.....	Secretary	
.....	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
80000	C.	N/A	5.00

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
27830	C.	N/A	5.00

MAR 09 1987

SECY. OF STATE

Dated..... February..... 19..... 19 87.....

..... Lifetouch Portrait Studios Inc.....
(Name of Corporation)

By.....
.....

Title..... V.P. of Finance.....

(Report must be signed by an officer)

LIFETOUCH PORTRAIT STUDIOS, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David D. Koentopf	Chief Executive Officer	7831 Glenroy Road Minneapolis, MN 55435
Elroy C. Nerness	Chief Financial Officer and Treasurer	7831 Glenroy Road Minneapolis, MN 55435
Robert H. Treuchel	Vice President Administration and Secretary	7831 Glenroy Road Minneapolis, MN 55435
Ronald C. Rutten	Vice President Finance and Treasure LPS	7831 Glenroy Road Minneapolis, MN 55435
John W. Parker	Senior Vice President Studio Operations	7831 Glenroy Road Minneapolis, MN 55435
James W. Heath	Vice President Studio Development	7831 Glenroy Road Minneapolis, MN 55435
Ken A. Henderson	Vice President Marketing	7831 Glenroy Road Minneapolis, MN 55435

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
R. Bruce Reinecker	18900 - 12th Avenue North Plymouth, MN 55447
Richard P. Erickson	4901 Rolling Green Parkway Edina, MN 55436
David D. Koentopf	9385 Olympia Drive Eden Prairie, MN 55344
Elroy Nerness	1275 Lyman Avenue Wayzata, MN 55391
John L. Reid	1116 Meadow Lane Muncie, IN 47304

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903Corporate ID 23442 Annual Report for the year 1986FIRST: The name of the corporation is LIFETOUCH Portrait Studios Inc.SECOND: It is incorporated under the laws of MINNESOTATHIRD: Character of business, briefly stated, is PHOTOGRAPHY - PORTRAITSFOURTH: If foreign corporation, address of its principal office 7831 GLENROY ROAD
MINNEAPOLIS MINNESOTA 55435FIFTH: Business address in Rhode Island 191 MIDLAND MALL
WARWICK RHODE ISLAND 02886

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>SAME AS OFFICERS</u>	Director	
	Director	
	Director	
<u>RICHARD P. ERICKSON</u>	President	<u>4901 Rolling Green Parkway, Edina, MN 55435</u>
<u>PAUL J. LARSON</u>	Vice President/Finance	<u>6931 Sandridge Rd., Eden Prairie, MN 5534</u>
<u>RICHARD A. HASSEL</u>	Secretary	<u>2325 Huntington Pt. Rd. W., Wayzata, MN 55391</u>
<u>ELROY C. NERNESS</u>	Treasurer	<u>1275 Lyman Ave., Wayzata, MN 55391</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>80,000</u>	<u>C</u>	<u>N/A</u>	<u>5.00</u>

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>27,830</u>	<u>C</u>	<u>N/A</u>	<u>5.00</u>

Dated: 2 - 20 - 19 86

APR 09 ENT'D

(Report must be signed by an officer)

LIFETOUCH PORTRAIT STUDIOS
(Name of Corporation)By: [Signature]Title: V.P. FINANCE

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23442

Annual Report for the year 1985

FIRST: The name of the corporation is LIFETOUCH Portrait Studios Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is taking, processing and selling
photographs

FOURTH: If foreign corporation, address of its principal office 7831 Glenroy Road,
Bloomington, Minnesota 55435

FIFTH: Business address in Rhode Island The Prentice-Hall Corporation System, Inc.,
Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
R. Bruce Reinecker	Director	18900-12th Ave. No., Plymouth, MN 55447
Richard P. Erickson	Director	4901 Rolling Green Parkway, Edina, MN 55436
Wells J. Wright	Director	8549 Irwin Rd., #340, Bloomington, MN 55437
David D. Yun	President	2530 Spinnaker Dr., Reno, Nevada 89509
Dennis O'Neill	(Finance) Vice President	6036 Plumas No. G, Reno, Nevada 89509
Richard A. Hassel	Director & Secretary	2325 Huntington Point Rd., Burnsville, MN 55337
Elroy C. Nerness	Director & Treasurer	1865 Watertown Rd., Burnsville, MN 55337

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
80,000	common	N/A	\$5.00

EIGHTH: Number of Shares issued:

RECEIVED MAR 1985

No. of Shares	Class	Series	Par Value or statement that shares are without par value
27,830	common	N/A	\$5.00

Dated X February 28, 1985

LIFETOUCH Portrait Studios Inc.

(Name of Corporation)

By X

Secretary

(Report must be signed by an officer)

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is KINDERFOTO INTERNATIONAL
INC.

SECOND: It is incorporated under the laws of MINNESOTA

THIRD: Character of business, briefly stated, is CHILD PHOTOGRAPHY

FOURTH: If foreign corporation, address of its principal office P.O. Box 10525,
1201 TERMINAL WAY, RENO, NV. 89520

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) P.O. Box 10525, RENO, NV. 89520 (191 Midland Mall)
Warwick, R.I. 02886

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
<u>See attached</u> <u>listing</u>	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>80,000</u>	<u>Common</u>		<u>\$5.00</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>27,830</u>	<u>Common</u>		<u>5.00</u>

Dated: 2.21.

1984

MAR 23 1984
J.R.

Kinderfoto International Inc.
(Name of Corporation)

By Andrew K. B. Neill

Title Vice President of Finance

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

KINDERFOTO INTERNATIONAL, INC.

OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard P. Erickson	President and Chief Executive Officer	7800 Picture Drive Minneapolis, MN 55435
Elroy Nerness	Vice President-Finance	7800 Picture Drive Minneapolis, MN 55435
Edward O. Chapin	President	1201 Terminal Way Reno, Nevada 89502
William Chapin	Vice President- Engineering and Production	1201 Terminal Way Reno, Nevada 89502
Michael J. Scotto	Vice President Marketing and Sales Operations	1201 Terminal Way Reno, Nevada 89502
Robert H. Treuchel	Vice President- Administration	1201 Terminal Way Reno, Nevada 89502
Dennis K. O'Neill	Vice President-Finance	1201 Terminal Way Reno, Nevada 89502
James W. Heath, Jr.	Vice President Technical Support Services	1201 Terminal Way Reno, Nevada 89502
James Q. Lehan	Vice President Corporate Market Development	1201 Terminal Way Reno, Nevada 89502
Daniel R. Kelly	Vice President Studio Operations	1201 Terminal Way Reno, Nevada 89502
Carol M. Fhlug	Vice President Traveling Promotions	1201 Terminal Way Reno, Nevada 89502

Revised 10/4/83