

Filing fee: \$75.00

25844

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

J. C. Penney Company, Inc.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on August 9, 1927, authorizing it to transact business in Rhode Island under the name of J. C. Penney Company, Inc.

SECOND: The corporate name of the corporation has changed to No Change

[ If no change, so indicate ]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[ If no other or additional purposes are proposed, insert "No change." ]

No Change

FILED

JUN 30 1994

By [Signature] 1659124730

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Table with 5 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value. Rows include Prior Authorized, Add'l Authorized, and B LESOP Conv. Pfd.

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$7,446,000,000.
(B): An estimate of the value of its property to be located within Rhode Island during such year is \$9,933,000.
(C): An estimate of the gross amount of business to be transacted by it during such year is \$19,513,000,000.
(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$60,437,000.

Dated June 22, 1994

J. C. Penney Company, Inc. ....

By C. R. Lotter .....

C. R. Lotter  
Its Exec. Vice President

and T. M. Comerford .....

Its Asst. Secretary

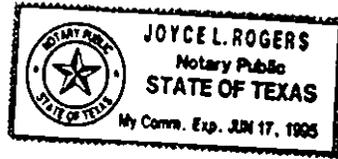
STATE OF Texas }  
COUNTY OF Collin } SC.

At Plano ..... in said County on the 22<sup>nd</sup> day  
of June ..... 1994, before me personally appeared C. R. Lotter .....

Executive Vice President ....., who being by me first duly sworn, declared that he is the  
Executive Vice President ..... Of J. C. Penney Company, Inc. .....,  
that he signed the foregoing document as such Executive Vice President .....  
of the corporation, and that the statements therein contained are true.

Joyce L. Rogers  
Notary Public  
Joyce L. Rogers

(NOTARIAL SEAL)



RECEIVED  
SECRETARY OF STATE  
CORPORATE  
JUN 30 11 37 AM '94

*State of Delaware*  
*Office of the Secretary of State*

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "J. C. PENNEY COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 1994, AT 2:30 O'CLOCK P.M.



*William T. Quillen*  
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William T. Quillen, Secretary of State

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AUTHENTICATION: 7143765

DATE: 06-08-94