

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
VOLUME SHOE CORPORATION

To the Secretary of State
of the State of Rhode Island

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:

FIRST: The name of the corporation is Volume Shoe Corporation

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

(If the name of 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;)

THIRD: It is incorporated under the laws of Missouri

FOURTH: The date of its incorporation is October 30, 1961 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 611 Olive St., Suite 1750, St. Louis, Missouri 63101

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Retail sale of shoes and related merchandise; any lawful purpose.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
500	Common		\$0.50

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
100	Common		\$0.50

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 12,772,560.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 90,018,312.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 540,000,000.00

FIFTEENTH: 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 \$ -0-

SIXTEENTH: This Application is accompanied by a copy 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 Oct. 31, 1984

Volume Shoe Corporation
[Exact Corporate Name of Corporation Making Application]

By Harry Berger
Harry Berger Its President
and Richard A. Brickson
Richard A. Brickson Its ASST. Secretary

STATE OF Kansas }
COUNTY OF Shawnee } Sc.

At Topeka, Kansas in said County on the 31st day
of Oct. 1984, before me personally appeared
Harry Berger, who being by me first duly sworn, declared that
he is the President of VOLUME SHOE CORPORATION,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Linda L. McClimans
Notary Public

(NOTARIAL SEAL)



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DEC 19 1984

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LIST OF OFFICERS AND DIRECTORS

OF
VOLUME SHOE CORPORATION

* * * * *

OFFICERS

Dale W. Hilpert

CHAIRMAN

523 Whitehall Lane

Topeka, Kansas 66606

Harry Berger

PRESIDENT/CHIEF EXECUTIVE
OFFICER

19 Pepper Tree Lane

Topeka, Kansas 66611

Louis Pozez

CHAIRMAN OF EXECUTIVE
COMMITTEE

5110 East Oakmont Drive

Tucson, Arizona 85718

Richard Jolosky

EXECUTIVE VICE PRESIDENT

2120 Brooklyn

Topeka, Kansas 66611

Richard Stutzman

EXECUTIVE VICE PRESIDENT

2009 Wildwood Lane

Topeka, Kansas 66611

Douglas Dougherty

SENIOR VICE PRESIDENT

522 SW Whitehall Lane

Topeka, Kansas 66606

Charles Jones

SENIOR VICE PRESIDENT

5018 West Hills Drive

Topeka, Kansas 66606

Douglas S. Mac Lennan

SENIOR VICE PRESIDENT

37 Pepper Tree Lane

Topeka, Kansas 66611

William E. Michener

SENIOR VICE PRESIDENT

2825 SW Jewell

Topeka, Kansas 66611

H. Max Bennett

VICE PRESIDENT/SECRETARY

230 NW 35th Street

Topeka, Kansas 66617

Richard A. Brickson

VICE PRESIDENT/ASSISTANT SECRETARY

760 Oakbrook Lane

University City, Missouri 63132

Carl Bengston

VICE PRESIDENT

5813 SW 22nd Terrace #1

Topeka, Kansas 66614

Bryan Collins

VICE PRESIDENT

2503 SW 24th St. Terrace

Lawrence, Kansas 66044

Robert Frost

VICE PRESIDENT

2613 Bunkerhill Circle

Plano, Texas 75075

Michael E. Long

VICE PRESIDENT/ASST. SECRETARY

617 Golfview

Ballwin, Missouri 63011

Martin Herter

VICE PRESIDENT

18905 Kristee Lane

Eden Prairie, Minnesota 55344

John Hocker

VICE PRESIDENT

2179 Wood Glen Lane

Marietta, Georgia 30067

Jon Allen

VICE PRESIDENT

7 Saddlewood Drive

Hillsdale, New Jersey 07642

Gary Konetzni

VICE PRESIDENT

252 Nita Lane

Libertville, Illinois 60048

Dennis Lee

VICE PRESIDENT

3504 Trail Road

Lawrence, Kansas 66044

Wade Lewis

VICE PRESIDENT

708 Ledara Lane

Keller, Texas 76248

Robert A. McKinney

VICE PRESIDENT

1453 Lawrence Avenue

Lawrence, Kansas 66044

OFFICERS

Wilson J. Miller
VICE PRESIDENT
4513 Burk Drive
Metairie, Louisiana 70003

James Nelson
VICE PRESIDENT
3949 S.W. Parlington Road
Topeka, Kansas 66610

Charles D. Parrish
VICE PRESIDENT
5101 Redbud Lane
Topeka, Kansas 66606

Arnold Pomerantz
VICE PRESIDENT
2455 Ronda Vista Drive
Los Angeles, California 90027

Joyce K. Reynolds
VICE PRESIDENT
84 Pepper Tree
Topeka, Kansas 66611

Jeff Shepard
VICE PRESIDENT
3609 Randolph
Topeka, Kansas 66611

Thomas A. Slover
VICE PRESIDENT
8533 West 29th Street
Topeka, Kansas 66614

Lyle B. Stanleigh
VICE PRESIDENT
4021 Wildwood Way
Ellicott City, Maryland 21043

Martin A. Voss
VICE PRESIDENT/CONTROLLER
5017 Brentwood
Topeka, Kansas 66606

John M. Beaney
ASSISTANT SECRETARY
4216 Grandview Road
Kansas City, Missouri 64137

William P. Crawford
ASSISTANT SECRETARY
3635 Avalon Lane
Topeka, Kansas 66604

Jesse Taylor, Jr.
ASSISTANT SECRETARY
78 Heatherbrook Lane
Kirkwood, Missouri 63122

DIRECTORS

Richard A. Brickson
760 Oakbrook Lane
University City, Missouri 63132

Dale Hilpert
523 Whitehall Lane
Topeka, Kansas 66606

Henry A. Lay
2117 Nebraksa Avenue
St. Louis, Missouri 63104

Jerome T. Loeb
959 Tirrill Farms Road
St. Louis, Missouri 63124

Louis Pozez
5110 East Oakmont Drive
Tucson, Arizona 85718

Thomas A. Hays
29 Trent Drive
St. Louis, Missouri 63124

Richard A. Smith
1354 Rusticview Drive
Manchester, Missouri 63011



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

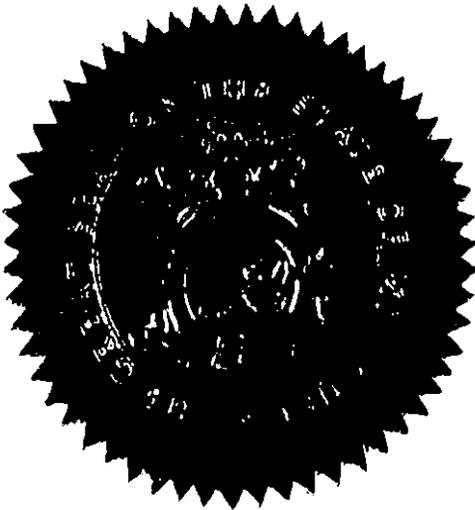
CORPORATION DIVISION

Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____

ORIGINAL DOCUMENTS

as the same appears on file and of record in this office.



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
_____ 7th _____ day of _____ DECEMBER
Nineteen Hundred and _____ EIGHTY-FOUR _____.

James C. Kirkpatrick
SECRETARY OF STATE