

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 91865

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Sam's East, Inc.

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 Sam's East, Inc.

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 Delaware

FOURTH: The date of its incorporation is August 30, 1996 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 1574 North Dupont Hwy., Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System  
C T CORPORATION SYSTEM

*Signature*  
Jonathan L. Miles, Asst. Secy

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

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Delaware. Including, but not limited to, various management, employment and business services related to retail activities. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

RECORDED  
OCT 4 11 23 AM '96

**FILED**

OCT 4 1996

By [Signature]  
173574

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers	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>
1,000	Common Stock	(No series)	\$0.10

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>
1,000	Common Stock	(No series)	\$0.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 7,600,000,000 . . . . .

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 13,500,000 . . . . .

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 19,200,000,000 . . . . .

FOURTEENTH: 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 \$ 34,000,000 . . . . .

FIFTEENTH: 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 *Sept 24*, 19*66*

Sam's East, Inc.  
[Exact Corporate Name of Corporation Making Application]

By *Terri Bertschy*  
Terri Bertschy  
Its Vice President

and *[Signature]*  
Robert K. Rhoads  
Its Secretary

STATE OF Arkansas }  
COUNTY OF Benton } SC.

At Bentonville in said County on the \_\_\_\_\_ day  
of \_\_\_\_\_ 19\_\_\_\_, before me personally appeared Robert K.  
Rhoads \_\_\_\_\_, who being by me first duly sworn, declared that  
he is the Secretary \_\_\_\_\_ of Sam's East, Inc. \_\_\_\_\_,  
that he signed the foregoing document as such Secretary \_\_\_\_\_ of the  
corporation, and that the statements therein contained are true.

*Karen Demory*  
Notary Public  
Karen Demory

(NOTARIAL SEAL)

## **ADDENDUM**

### **OFFICERS**

**David D. Glass, President and CEO**

702 SW 8th Street, Bentonville, Arkansas 72716

**Joe Hardin, Executive Vice President**

702 SW 8th Street, Bentonville, Arkansas 72716

**James A. Walker, Jr., Senior Vice President and Controller**

702 SW 8th Street, Bentonville, Arkansas 72716

**Robert K. Rhoads, Senior Vice President and Secretary**

702 SW 8th Street, Bentonville, Arkansas 72716

**Terri Bertschy, Vice President and Treasurer**

702 SW 8th Street, Bentonville, Arkansas 72716

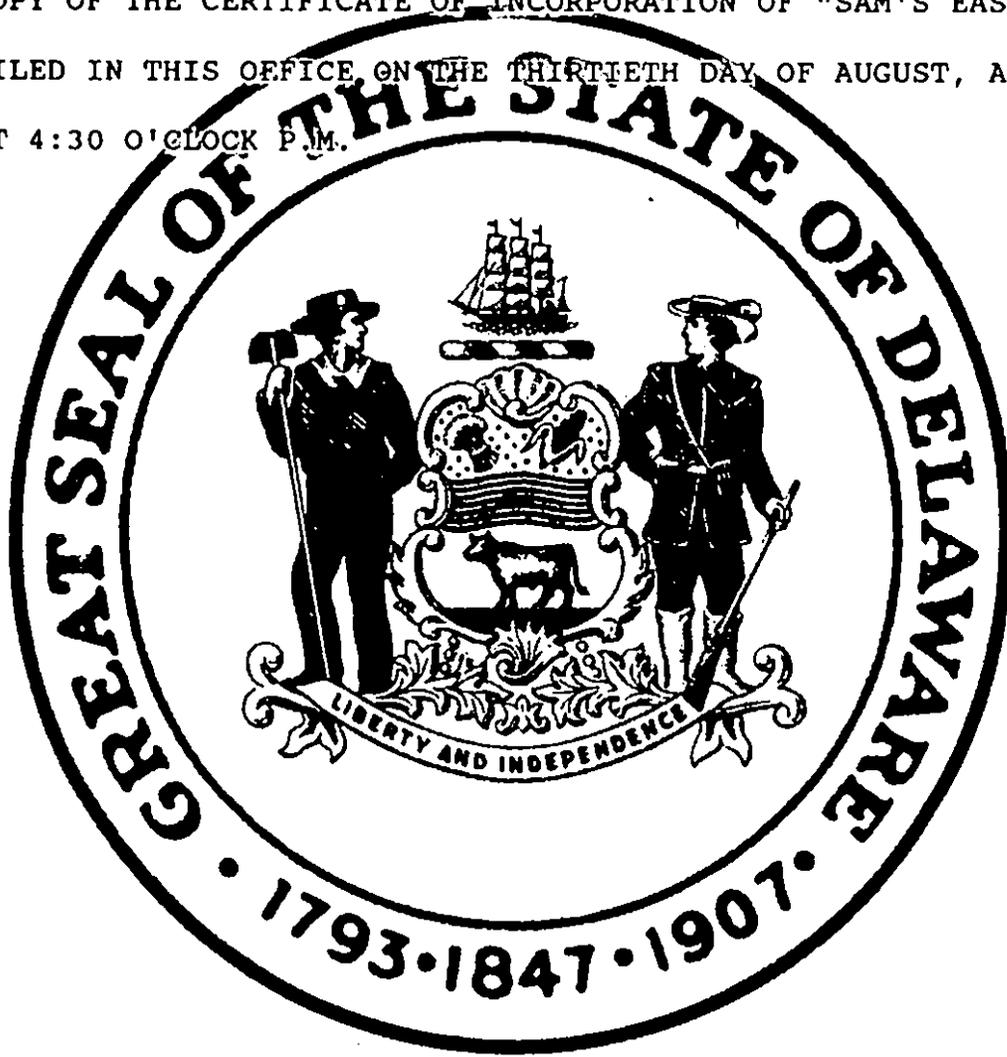
### **DIRECTOR**

**David D. Glass**

702 SW 8th Street, Bentonville, Arkansas 72716

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SAM'S EAST, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1996, AT 4:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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Dec 4 11 29 AM '96  
SECRETARY OF STATE