

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

ID Number: 116976



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 Kohl's Department Stores, Inc.
- 2. It is incorporated under the laws of Delaware
- 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:*
n/a
 - (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:*
n/a
- 4. The date of its incorporation is 5/13/86 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 N56 W17000 Ridgewood Drive, Menomonee Falls, Wisconsin 53051
- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address not P O Box)
Providence, RI 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 department store services
- 8. The names and respective addresses of the directors and officers are:

| | Name | Address |
|----------------|--------------|----------------------------|
| Director | SEE ATTACHED | N56 W17000 Ridgewood Drive |
| Director | | Menomonee Falls, WI 53051 |
| President | | 10, Weybosset St |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

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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 |
|------------------|--------|--------|--|
| 200,000 | Common | | \$.01 |
| | | | |
| | | | |

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 |
|------------------|--------|--------|--|
| 99,600 | Common | | \$.01 |
| | | | |
| | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,921,010,000.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 3,000,000.00

(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 0.1 % [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 \$ 6,000,000,000.00

(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 \$ - 0 -

(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 business 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 - 0 - % [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: January 23, 2001

Kohl's Department Stores, Inc.
Print Exact Name of Corporation Making Application

By [Signature] - Kevin Mansell
 President or Vice President (check one)

By [Signature] **AND** Sigrid E. Dynek
 Secretary or Assistant Secretary (check one)

STATE OF Wisconsin
COUNTY OF Waukesha

In Menomonee Falls, on this 23rd day of January, 2001, personally appeared before me Kevin Mansell and Sigrid E. Dynek who, being by me first duly sworn, declared that he/she is the President/Assistant Secretary 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: 8/3/01

Kohl's Corporation Officers and Directors

Officers:

| | |
|------------------------|---|
| William S. Kellogg | Chairman |
| R. Lawrence Montgomery | CEO and Vice Chairman |
| Kevin Mansell | President |
| Arlene M. Meier | E.V.P.-Finance & Chief Operating Officer |
| Sigröd E. Dynek | Assistant Secretary |
| John J. Lesko | E.V.P. of Administration |
| Richard B. Leto | E.V.P., G.M.M. of Apparel, Accessories & Product Dev. |
| Jack Moore | E.V.P., GMM of Children's, Footwear & Home |
| Donald H. Sharpin | E.V.P. of Human Resources |
| Gary Vasques | E.V.P. of Marketing |

Directors:

| | |
|------------------------|----------|
| Jay H. Baker | Director |
| Wayne Embry | Director |
| James Ericson | Director |
| John F. Herma | Director |
| William S. Kellogg | Director |
| Kevin Mansell | Director |
| Arlene M. Meier | Director |
| R. Lawrence Montgomery | Director |
| Frank Sica | Director |
| Herbert Simon | Director |
| Peter M. Sommerhauser | Director |
| Elton White | Director |

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Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "KOHL'S DEPARTMENT STORES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF MAY, A.D. 1986, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GARSUS, INC." TO "KOHL'S HOLDING INC.", FILED THE ELEVENTH DAY OF JUNE, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "KOHL'S HOLDING INC." TO "KOHL'S HOLDING, INC.", FILED THE TENTH DAY OF JULY, A.D. 1986, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "KOHL'S HOLDING, INC." TO "KOHL'S DEPARTMENT STORES, INC.", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 1988, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1989, AT 4:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1989.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE ELEVENTH DAY OF SEPTEMBER, A.D. 1992, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWELFTH DAY OF SEPTEMBER, A.D. 1992.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2090976 8100H

AUTHENTICATION: 0928767

010034523

DATE: 01-22-01