

Filing and License Fee: \$310.00 minimum

ID Number: 164783



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

FILED

JUN 25 2007

By AME  
11-29514

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 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 Tractor Supply Company

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:*

(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:*

4. The date of its incorporation is December 2, 1982 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 Corporation Trust Center,  
1209 Orange Street, Wilmington, Delaware 19801

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

8 (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
Director		
Director		

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attached	
Vice President		
Treasurer		
Secretary		

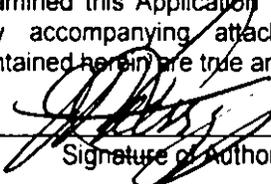
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100,000,000	Common	N/A	\$0.008
40,000	Preferred		\$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,007,992,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,200,000.00.
- (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 11.90 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,700,000,000.00.
- (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 \$ 3,200,000.00.
- (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 11.85 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6-20-07

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
 Joel A. Cherny, VP, General Counsel and Corporate Secretary  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

## Purpose Clause

Operate one or more retail establishments specializing in the sale of products for the leisure farmer and rancher. 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 its jurisdiction of incorporation.

**Tractor Supply Company**  
200 Powell Place  
Nashville, Tennessee 37027

### **Directors and Officers**

1. Joseph Scarlett, Chairman of the Board, Director
2. Jim Wright, Chief Executive Officer and President, Officer & Director
3. Anthony F. Crudele, Chief Financial Officer, Officer
4. Stan Ruta, Executive Vice President, Store Operations, Officer
5. Gerald Brase, Executive Vice President, Merchandising, Officer
6. Joel A. Cherry, Vice President and General Counsel, Officer
7. David Lewis, Vice President and Controller, Officer
8. Kimberly Vella, Senior Vice President, Human Resources, Officer
9. Blake Fohl, Senior Vice President, Marketing & Advertising, Officer
10. Clay Teter, Vice President, Real Estate, Officer
11. George Argodale, Vice President, Information Technology, Officer
12. Alex Stanton, Vice President, Finance, Officer
13. Steve Braun, Vice President, E-Commerce, Officer
14. Mike Graham, Vice President, Logistics, Officer
15. Cynthia Jamison, Director
16. Edna Morris, Director
17. Gerard Jones, Director
18. Jack Bingleman, Director
19. S. P. Braud, Director
20. George MacKenzie, Director
21. Johnston Adams, Director
22. Joseph Maxwell, Director
23. Joseph Rodgers, Director

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRACTOR SUPPLY COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5783603

DATE: 06-22-07