

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

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

HOME DEPOT U.S.A., 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 HOME DEPOT U.S.A., 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 8, 1989 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 Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer 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 home improvement stores, and to engage in any lawful act or activity as permitted by the state.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Bernard Marcus	Director	2727 Paces Ferry Rd., Atlanta, GA 30339
Arthur Blank	Director	2727 Paces Ferry Rd., Atlanta, GA 30339
Ronald Brill	Director	2727 Paces Ferry Rd., Atlanta, GA 30339

SEE ATTACHED

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>
3,000	Common		\$.05

**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>
0			

**ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$35,000,000**

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

**THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$692,000,000**

**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 \$0**

**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 August 28, 19 <sup>89</sup>

HOME DEPOT U.S.A., INC.

[Exact Corporate Name of Corporation Making Application]

By L.A. Smith  
Lawrence A. Smith, Its Vice President  
and Bernard Marcus  
Bernard Marcus, Its Secretary

STATE OF GEORGIA

COUNTY OF COBB

} Sc.

At Atlanta, GA in said County on the 28th day  
of August 19 <sup>89</sup>, before me personally appeared  
Lawrence A. Smith, who being by me first duly sworn, declared that  
he is the Vice President of HOME DEPOT U.S.A., INC.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

Maryann Toal  
Notary Public

Notary Public, Fulton County, Georgia  
My Commission Expires Jan. 27, 1991

(NOTARIAL SEAL)

RECEIVED  
SECRETARY'S OFFICE  
1000 10th St NW  
WASHINGTON, D.C. 20540

SEP 13 3 45 PM '89

# 1ML 24876

Rec'd & Filed SEP 19 1989

SEP 27 1989

RECEIVED  
OFFICE OF THE  
ATTORNEY GENERAL

SEP 26 1989

RECEIVED  
OFFICE OF THE  
ATTORNEY GENERAL

5-7485  
ML

HOME DEPOT U.S.A., INC.

OFFICERS

Bernard Marcus	Chairman of the Board Chief Executive Officer Secretary	2727 Paces Ferry Rd. Atlanta, GA 30339
Arthur M. Blank	President Chief Operating Officer	2727 Paces Ferry Rd. Atlanta, GA 30339
James Inglis	Executive Vice President Merchandising	2727 Paces Ferry Rd. Atlanta, GA 30339
Ronald M. Brill	Sr. Vice President Chief Financial Officer Treasurer	2727 Paces Ferry Rd. Atlanta, GA 30339
E. Dennis Ross	Sr. Vice President Corporate Information Systems	2727 Paces Ferry Rd. Atlanta, GA 30339
William E. Harris	Sr. Vice President Corporate Development	2727 Paces Ferry Rd. Atlanta, GA 30339
Bruce Berg	Sr. Vice President Merchandising/Eastern Region	2727 Paces Ferry Rd. Atlanta, GA 30339
Larry Mercer	Vice President Store Operations/East Coast	2727 Paces Ferry Rd. Atlanta, GA 30339
Donald P. McKenna	Vice President-Human Resources	2727 Paces Ferry Rd. Atlanta, GA 30339
Lawrence A. Smith	Vice President-Legal Assistant Secretary	2727 Paces Ferry Rd. Atlanta, GA 30339
Lynn Martineau	Vice President-Store Operations	2727 Paces Ferry Rd. Atlanta, GA 30339
Marshall L. Day	Vice President/Finance	2727 Paces Ferry Rd. Atlanta, GA 30339
Dennis Ryan	Vice President Merchandising/Northeast Region	2727 Paces Ferry Rd. Atlanta, GA 30339
Bill Hamlin	Vice President Merchandising/Western Region	2727 Paces Ferry Rd. Atlanta, GA 30339
Richard A. Hammill	Vice President Advertising & Marketing	2727 Paces Ferry Rd. Atlanta, GA 30339
Bryant Scott	Vice President/West Coast	2727 Paces Ferry Rd. Atlanta, GA 30339
John P. Collins	Controller	2727 Paces Ferry Rd. Atlanta, GA 30339

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

THE HOME DEPOT, INC.

\_\_\_\_\_, a corporation organized  
and existing under and by virtue of the laws of the State of Delaware

\_\_\_\_\_, \*and authorized to transact business in the State of

Rhode Island\* hereby consents to the (qualification) in Rhode Island of  
(~~INCORPORATION~~)

a corporation having the name HOME DEPOT U.S.A., INC.

In Witness Whereof said THE HOME DEPOT, INC.

has caused these presents to be executed in its corporate name by its

Vice President, thereunto duly authorized, and its corporate  
seal to be hereunto affixed, this 28<sup>th</sup> day of August, 1989.

THE HOME DEPOT, INC.

By L. G. H. V.P.  
(Signature and title of officer)

(CORPORATE SEAL)

Attest:

Donald Mann  
Secretary

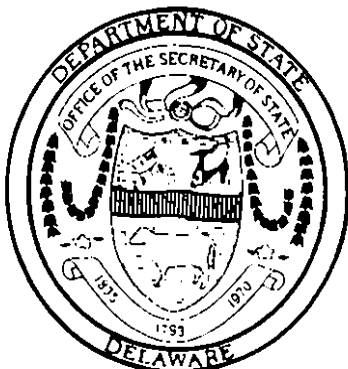
\*Omit these words if consenting corporation is organized in Rhode Island.

State of Delaware

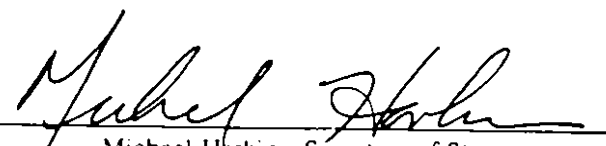


Office of Secretary of State

I, MICHAEL HARKINS, 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 HOME DEPOT II, INC. FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 1989, AT 10:30 O'CLOCK A.M.



729229095

  
Michael Harkins, Secretary of State

AUTHENTICATION: 2307348

DATE: 08/17/1989