



# FO1000001766

ACCOUNT NO. : 072100000032

REFERENCE : 096068 7136890

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

01 APR -2 AM 11:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2001

ORDER TIME : 8:17 AM

ORDER NO. : 096068-055

CUSTOMER NO: 7136890

CUSTOMER: Ms. Ruth Motes  
Wal-mart Stores, Inc. - Legal  
702 Sw 8th Street

400003942524--0

Bentonville, AR 72716-8095

FOREIGN FILINGS

NAME: SAM'S EAST, INC.

*10*

\*\*\*\*\*FILE 2ND\*\*\*\*\*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2001 APR -2 AM 10:00

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: \_\_\_\_\_

*na 4/2*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED 01 APR -2 AM 11:13 SECRETARY OF STATE TALLAHASSEE, FLORIDA

- 1. Sam's East, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arkansas (State or country under the law of which it is incorporated)
3. 71-0794412 (FEI number, if applicable)
4. January 31, 1999 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 702 SW 8th Street, Bentonville, Arkansas, 72716 (Principal office address)

same (Current mailing address) See attached purpose clause

8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Anthony D. George  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Anthony D. George, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

## Purpose Clause of Sam's East, Inc.

---

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 Arkansas. Including, but not limited to various management, employment and business services related to retail activities.

FILED  
APR 2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sam's East, Inc.

Officer List

H. Lee Scott, Jr.	President and Sole Director
Paul R. Carter	Executive Vice President
Mike Duke	Executive Vice President
Thomas Grimm	Executive Vice President
Coleman Peterson	Executive Vice President
Thomas M. Schoewe	Executive Vice President and Chief Financial Officer

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SENIOR VICE PRESIDENTS**

Jay Fitzsimmons	Senior Vice President and Treasurer
Robert K. Rhoads	Senior Vice President and Secretary
James A. Walker, Jr.	Senior Vice President and Controller
James F. Martin	Senior Vice President - Pharmacy
Charles Rateliff	Senior Vice President - Benefits
Jim H. Haworth	Senior Vice President - Operations
Philip Sutterfield	Senior Vice President - Merchandise
Celia Swanson	Senior Vice President - Membership, Marketing & Administration
Eric Zorn	Senior Vice President - Real Estate
Rollin Ford	Senior Vice President - Distribution Operations

**VICE PRESIDENTS**

Harry Alexander	Vice President - Divisional Merchandise Manager
Denis Atnip	Vice President - Regional Distribution Manager

Vince Biondo	Vice President - Logistics
Lisa Bohn	Vice President - Membership
Jim Branam	Vice President - Divisional Merchandise Manager
Mike Bratcher	Vice President - General Merchandise Manager
Rick Brazile	Vice President - Accounting and Assistant Controller
Barbara Brown	Vice President - Marketing
David Bullington	Vice President - Tax
Kevin Campbell	Vice President - Operations
John Cowgur	Vice President - Divisional Merchandise Manager
Robert DiPiazza	Vice President - Divisional Merchandise Manager
Johnnie Dobbs, Jr.	Vice President - Specialty Distribution
Larry Duff	Vice President - Transportation
Kenny Folk	Vice President - Operations
Bradley Feagans	Vice President - Divisional Merchandise Manager
Eddie Frail	Vice President - General Merchandise Manager
Garry Fratto	Vice President - Divisional Merchandise Manager
Anthony L. Fuller	Vice President
Martin G. Gilbert	Vice President & Assistant Secretary
Allison Garrett	Vice President & Assistant Secretary
Kerry Harmon	Vice President - Operations
Michael Hientzman	Vice President - General Merchandise Manager
Dave Holtz	Vice President - Regional Distribution Manager
Brian Huff	Vice President - Divisional Merchandise Manager

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Chuck Johnston	Vice President - Logisitcs
Greg Johnston	Vice President - Operations
Deborah Kass	Vice President - Logistics People
Kenneth Kirwin	Vice President - General Merchandise Manager
Bradley W. Link	Vice President - Operations
Sherri Long	Vice President - Divisional Merchandise Manager
Mike Mabry	Vice President - Regional Distribution Manager
Larry Mahoney	Vice President - Logistics
Ruth McCarthy	Vice President - Divisional Merchandise Manager
Mike McLemore	Vice President - Logistics
Vernon McNeal	Vice President - Fresh Operations
Gary Maxwell	Vice President - Distribution
Lois Mikita	Vice President - General Merchandise Manager
Mike Miller	Vice President - Operations
Gary Moser	Vice President - Divisional Merchandise Manager
Tim Otte	Vice President - Division Controller
Jeff Reeves	Vice President - People Division
Dave Reiff	Vice President - Private Fleet
Bob Robinson	Vice President - Regional Distribution Manager
Michael Rouse	Vice President - Divisional Merchandise Manager
Greg Spragg	Vice President - Operations
Sallie Stroud	Vice President & Assistant Secretary
Chris Sultemeier	Vice President - Merchandise Planning
Ted Wade	Vice President - Traffic

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mike Weiler	Vice President - Regional Distribution Manager
Ron A. Williams	Vice President & Assistant Secretary
Allison Garrett	Vice President & Assistant Secretary
Jeff McAlister	Vice President

**OTHER CORPORATE OFFICERS**

Robert M. Bedard	Assistant Vice President & Assistant Secretary
Jim Bennett	Assistant Vice President
J. Robert Bray	Assistant Vice President & Assistant Secretary
Kimberly K. Lane	Assistant Vice President & Assistant Secretary
S. Richard Levin	Assistant Vice President & Assistant Secretary
Barry Shannahan	Assistant Vice President & Assistant Secretary
George Bacso	Assistant Secretary
Angela S. Beehler	Assistant Secretary
Debbie Cawood	Assistant Secretary
Ann Elliot	Assistant Secretary
Anthony D. George	Assistant Secretary
Chris Glass	Assistant Secretary
Scott Greear	Assistant Secretary
Jim Harris	Assistant Secretary
Wanda Harris	Assistant Secretary
Sonnie Hilger	Assistant Secretary
Greg Higson	Assistant Secretary
Frank Hysell	Assistant Secretary

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



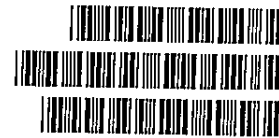
Michael W. Kersting	Assistant Secretary
Adele E. Lucas	Assistant Secretary
Carl Muller	Assistant Secretary
Kristi Phillips	Assistant Secretary
Karen Roberts	Assistant Secretary
Brandt Rydell	Assistant Secretary
Kim Saylor	Assistant Secretary
Kathy Tobey	Assistant Secretary
John L. Thompson	Assistant Secretary
Michael E. Tomlin	Assistant Secretary
Latriece Watkins	Assistant Secretary
Sheron Young	Assistant Secretary
Elizabeth A. Branigan	Assistant Treasurer
Michael A. Cook	Assistant Treasurer

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Sharon Priest  
SECRETARY OF STATE

# State of Arkansas SECRETARY OF STATE



## CERTIFICATE OF GOOD STANDING OF A DOMESTIC CORPORATION

FILED  
01 APR -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

**SAM'S EAST, INC.**

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation January 29, 1999.

I further certify that as far as the records show, this corporation is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 29th day of March 2001.

Sharon Priest, Secretary of State

by:

D E Morrow

C-2/Rev 10-1-88