

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 21 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P16188 (5)**

1. Corporation Name  
**HEILIG-MEYERS FURNITURE COMPANY**



Principal Place of Business <b>2235 STAPLES MILL ROAD                  RICHMOND VA 23230</b>	Mailing Address <b>2235 STAPLES MILL ROAD                  RICHMOND VA 23230</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>12560 WEST CREEK HWY</b> Suite, Apt. #, etc. 22 City & State 23 <b>RICHMOND, VA</b> Zip 24 <b>23238</b>	2a. Mailing Address 26 <b>12560 WEST CREEK HWY</b> Suite, Apt. #, etc. 27 City & State 28 <b>RICHMOND, VA</b> Zip 29 <b>23238</b>	Country 25 <b>GOOCHLAND</b> 30 <b>GOOCHLAND</b>
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3. Date Incorporated or Qualified <b>09/30/1987</b>	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number <b>54-0864222</b>	
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CSG THE UNITED STATES CORPORATION COMPANY**  
**1201 HAYS STREET**  
**SUITE 105**  
**TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature (typed or printed name of registered agent next to it, if applicable) (Not if Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PO</b>	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>PEERY, TROY A., J.R.</b>	1.2 NAME	<b>*SEE ATTACHED*</b>
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RICHMOND VA</b>	1.4 CITY-ST-ZIP	
TITLE	<b>ST</b>	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PAIGE H. WILSON</b>	2.2 NAME	
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RICHMOND VA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>CD</b>	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DERUSHA, WILLIAM C.</b>	3.2 NAME	
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RICHMOND VA</b>	3.4 CITY-ST-ZIP	
TITLE	<b>J</b>	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>JENKINS, JOSEPH R</b>	4.2 NAME	<b>EXECUTIVE VICE PRESIDENT</b>
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	4.3 STREET ADDRESS	<b>Please See Attached</b>
CITY-ST-ZIP	<b>RICHMOND VA</b>	4.4 CITY-ST-ZIP	
TITLE	<b>V</b>	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DIETER, WILLIAM J.</b>	5.2 NAME	
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RICHMOND VA</b>	5.4 CITY-ST-ZIP	
TITLE	<b>V</b>	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RIDDLE, JAMES R.</b>	6.2 NAME	
STREET ADDRESS	<b>2235 STAPLES MILL ROAD</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RICHMOND VA</b>	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: \_\_\_\_\_

CR2E034 (10/97)

Fiscal Year 1998 Officers

Officers	Title	Address	Date of taking office
William C. DeRusha	Chairman of Board & CEO	12560 West Creek Pkwy., Richmond, VA 23238	3/1/81
Troy A. Peery, Jr.	President & COO	Same	3/1/79
James F. Cerza, Jr.	Executive VP, Heilig-Meyers	Same	3/1/91
Joseph R. Jenkins	Executive VP, Heilig-Meyers/Mattress Discounters	Same	3/1/87
Irwin L. Lowenstein	Executive VP, Rhodes	Same	3/1/97
George A. Thornton III	Executive VP, Rhodes	Same	3/1/97
James R. Riddle	Executive VP, The RoomStore/Berrios	Same	3/1/83
Patrick Stern	Executive VP, The RoomStore/Berrios	Same	3/1/98
Roy B. Goodman	Senior VP, CFO	Same	3/1/86
William J. Dieter	Senior VP, Accounting & CAO	Same	3/1/80
Joel H. Dugan	Senior VP, Administration	Same	3/1/97
Efrain Rivera Gauthier	Senior VP, Puerto Rico	Same	3/1/95
John M. Hamilton	Senior VP, Operations	Same	3/1/86
William E. Helms	Senior VP, Corporate Expansion	Same	3/1/80
Terry L. Hucks	Senior VP, Information Services	Same	3/1/97
Curtis C. Kimbrell	Senior VP, Operations	Same	3/1/92
Gary R. Levitz	Senior VP, The Roomstore	Same	3/1/97
H.C. Poythress	Senior VP, Advertising	Same	3/1/93
Ronald M. Ragland	Senior VP, Human Resources	Same	3/1/64
John H. Sniffin	Senior VP, Government Relations	Same	3/1/79
A. R. Weiler	Senior VP, Merchandising	Same	3/1/95
Thomas F. Crump	Senior VP, Controller	Same	3/1/92
Steven M. Lytell	Senior VP, Mattress Discounters	Same	3/1/98
Jon M. Studner	Senior VP, Mattress Discounters	Same	3/1/98
W. Gerald Gay	Regional VP, Operations	Same	3/1/87
James M. Glover	Regional VP, Operations	Same	3/1/97
D. Kyle Hodges	Regional VP, Operations	Same	3/1/97
Douglas B. Kays	Regional VP, Operations	Same	3/1/97
William D. Kimbrell	Regional VP, Operations	Same	3/1/86
Roy W. Page	Regional VP, Operations	Same	3/1/86
William R. Thompson, Jr.	Regional VP, Operations	Same	3/1/94
Frederick D. Wood	Regional VP, Operations	Same	3/1/86
Robert L. Bierly	VP, Advertising	Same	3/1/97
Perry L. Biggs	VP, Operations, Rhodes	Same	3/1/97
John C. Ficor	VP, Inventory Management	Same	3/1/96
B. Lee Fletcher	VP, Corporate Development	Same	3/1/96
George Harris	VP, Operations, Rhodes	Same	3/1/97
Steven L. Hurwitz	VP, Advertising, Rhodes	Same	3/1/97
W.F. Jones, Jr.	VP, Internal Audit	Same	3/1/92
R. Brent Langford	VP, Human Resources	Same	3/1/93
Joel T. Lanham	VP, Operations, Rhodes	Same	3/1/97
Alan E. Lese	VP, Merchandise/Upholstery	Same	3/1/90
Michael A. Levitz	VP, Merchandising, The Roomstore	Same	3/1/97
Richard S. Noel, Jr.	VP, Operations Administration	Same	3/1/97
Sandra B. Nunnally	VP, Advertising Administration	Same	3/1/96
Donald M. Parker	VP, Merchandising, Rhodes	Same	3/1/97
Andrew C. Pope	VP, Distribution	Same	3/1/97
Clifton E. Price, III	VP, Credit Operations	Same	3/1/91
L.J. Richardson	VP, Merchandise/Non-Furniture	Same	3/1/90
Daniel J. Shuber	VP, Systems Development	Same	3/1/97
Douglas R. Spencer	VP, Operations, Puerto Rico	Same	3/1/96
Michael F. Steele	VP, Central Delivery Services	Same	3/1/95
Thomas E. Hall	VP, Merchandise Administration	Same	3/1/98
Michael S. Dowdell	VP, Corporate Training	Same	3/1/98
Roger D. Weinberg	VP, Corporate Communications	Same	3/1/97
John David Somers	VP, Visual Merchandising	Same	3/1/98
Paige H. Wilson	VP, Treasurer and Secretary	Same	3/1/96
Kathryn L. Givens	Assistant Treasurer/Assistant Secretary	Same	3/1/97
Keith B. Winchester	Corporate Tax Director	Same	3/1/97

William C. DeRusha  
Heilig-Meyers Co.  
12560 West Creek Parkway  
Richmond, VA 23238  
Date of taking office: 3/1/83

Robert L. Burrus, Jr.  
McGuire, Woods, Battle & Boothe  
One James Center  
Richmond, VA 23219  
Date of taking office: 3/1/81

Alan G. Fleisher  
629 East Main Street  
Richmond, VA 23202  
Date of taking office: 3/1/87

Lawrence N. Smith  
Essex Financial Group, Inc., Suite 200  
200 Golden Oak Court  
Virginia Beach, VA 23452  
Date of taking office: 3/1/83

Eugene P. Trani  
President, Virginia Commonwealth University  
P. O. Box 842512  
Richmond, VA 23284  
Date of taking office: 3/1/97

Troy A. Peery  
Heilig-Meyers Co.  
12560 West Creek Parkway  
Richmond, VA 23238  
Date of taking office: 3/1/83

Benjamin F. Edwards, III  
A.G. Edwards Co.  
One North Jefferson  
St. Louis, MO 63103  
Date of taking office: 3/1/83

Beverly E. Dalton  
Trustee, W.C. English Foundation  
202 River Oak Drive  
Altavista, VA 24517  
Date of taking office: 3/1/97

S. Sidney Meyers  
1506 Staples Mill Road  
Richmond, VA 23230  
Date of taking office: 3/1/72

Alexander Alexander  
Colony Properties & Investments  
Twin Horse Place  
8814 Fargo Road  
Richmond, VA 23229  
Date of taking office: 3/1/72

Nathaniel Krumbein  
1506 Staples Mill Road  
Richmond, VA 23230  
Date of taking office: 3/1/72

Hyman Meyers  
211 South Wilton Road  
Richmond, VA 23226  
Date of taking office: 3/1/72

Charles A. Davis  
Limited Partner, Goldman, Sachs & Co.  
85 Broad Street  
New York, NY 10004  
Date of taking office: 3/1/97

L. Douglas Wilder  
3215 Hawthorne Avenue  
Richmond, VA 23222  
Date of taking office: 8/27/97