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FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

FILED

FEB 26 2009

JESSE WHITE
SECRETARY OF STATE



Doc#: **0906234065** Fee: \$42.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 03/03/2009 11:17 AM Pg: 1 of 4

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6652-5724
File #

7,542.75

Filing Fee \$ 152.00 Franchise Tax \$ _____ Penalty/Interest \$ 0 Total \$ 7,692.75 Approved: SR
Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. (a) CORPORATE NAME: Dal-Tile Distribution, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware Date of Incorporation 11/12/2004 Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 160 S. Industrial Blvd., Calhoun, GA 30701
(b) Address of principal office in Illinois: None
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: CT CORPORATION SYSTEM
Registered Office: 208 S. LaSalle Street, Suite 814
Chicago 60604 Illinois
City Street ZIP Code State (A.P.O. Box alone is not acceptable.)
County Chicago

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
All states except Illinois.

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	<u>SEE ATTACHMENT</u>			
Secretary				
Director				
Director				
Director				

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7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

distribution of flooring products and operation of retail sales centers

8. Authorized and issued shares:

Class Common Stock	Series	Par Value \$0.01	Number of Shares Authorized 1,000	Number of Shares Issued 100

(If more, attach list)

9. Paid-in Capital: \$ 101,116,635.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

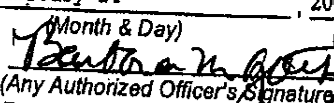
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 475,111,441.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 13,378,502.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,817,467,348.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 58,173,575.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? Yes
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois: 1/1/2009

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated February 24, 2009
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Barbara M. Goetz, Vice Pres. & Corp. Sec.
(Print Name and Title)

Dal-Tile Distribution, Inc.
(Exact Name of Corporation)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

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DAL-TILE DISTRIBUTION, INC.
OFFICER/DIRECTOR ATTACHMENT

OFFICERS

Frank H. Boykin
President and Chief Executive Officer
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

W. Christopher Wellborn
Chief Operating Officer
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Philip A. Brown
Vice President
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Barry Hickman
Vice President
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Michael McGlothlin
Vice President
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Harold G. Turk
Vice President
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Thomas J. Kanuk
Vice President and Corporate Controller
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Barbara M. Goetz
Vice President and Corporate Secretary
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

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Scott R. Veldman
Vice President and Treasurer
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

James T. Lucke
Vice President, General Counsel and Assistant Secretary
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Edward Schleper
Vice President - Tax
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

DIRECTORS

Frank H. Boykin
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

Barbara M. Goetz
c/o Mohawk Industries, Inc.
160 S. Industrial Blvd.
Calhoun, GA 30701

James T. Lucke
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