

89257506

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



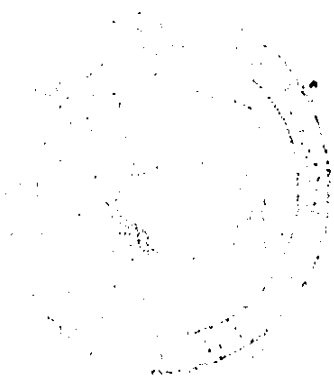
Property of

**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
TIER 1 IMPORTS (U.S.), INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* \_\_\_\_\_ *25th*  
*day of* MAY *AD 19* 89 *and*  
*of the Independence of the United States*  
*the two hundred and* \_\_\_\_\_ *13th*



*Jim Edgar*  
SECRETARY OF STATE

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5486-829-4  
File #

BCA-13.40 (Rev. Jan. 1984)

JIM EDGAR  
Secretary of State  
State of Illinois

Submit in Duplicate  
Remit payment in Check or Money  
Order, payable to "Secretary of  
State".  
**DO NOT SEND CASH!**

## APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	5-25-89
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Penalties	\$
Clerk	Jed

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is PIER 1 IMPORTS-NORTHEAST, INC.

and, if a change of name is being reported, the new corporate name is PIER 1 IMPORTS (U.S.), INC.

2. State or Country of Incorporation DELAWARE; Date of Incorporation 11/26/79; Period of Duration PERPETUAL

3. The address of its principal office, wherever located, is 301 COMMERCE STREET SUITE 600.  
FORT WORTH, TX 76102

and the address of its principal office in Illinois is c/o The Prentice-Hall Corporation  
System, Inc. 33 North LaSalle Street, Chicago, IL 60602

4. The name and address of its registered agent and its registered office are:

Registered Agent	<u>THE PRENTICE-HALL CORPORATION SYSTEM, INC.</u>		
	<u>First Name</u>	<u>Middle Name</u>	<u>Last Name</u>
Registered Office	<u>33 N. LASALLE STREET</u>		
	<u>Number</u>	<u>Street</u>	<u>Suite # (if P.O. box street, not acceptable)</u>
	<u>CHICAGO</u>	<u>60602</u>	<u>COOK</u>
	<u>City</u>	<u>Zip Code</u>	<u>County</u>

5. The states and countries in which it is admitted or qualified to transact business are: CA, CO, D.C., FLA., GA, LA, MD, MA, NJ, NY, PA, RI, VA, WA

6. The names and residential addresses of its officers and directors are: SEE ATTACHED LIST

	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

See Attached Exhibit A

8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	\$1.00	1,000	1,000

\*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital\* is \$ 1,000.00

\*"Paid-In Capital" replaces the terms Stated Capital & Paid-In Surplus and is equal to the total of these accounts.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated SEPTEMBER 29, 19 88

PIER IMPORTS (U.S.), INC.  
(Print Name of Corporation)

attested by Jean Keeton  
(Signature of Secretary or Assistant Secretary)  
JEAN KEETON, ASST. SEC.  
(Type or Print Name and Title)

by J. Rodney Lawrence  
(Signature of President or Vice President)  
J. RODNEY LAWRENCE, VICE PRESIDENT  
(Type or Print Name and Title)

Form SC392 57566

File No.

APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

JIM EDGAR  
Secretary of State

MAY 25 1989

FILED

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

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## LIST OF OFFICERS AND DIRECTORS

FOR

PIER 1 IMPORTS (U.S.), INC.

### OFFICERS:

Clark A. Johnson	President & CEO	1417 Hillcrest Fort Worth, TX 76107
Robert G. Harndon	Sr. Vice President & CFO	3951 Sarita Park, #2 Fort Worth, TX 76109
Thomas A. Christopher	Sr. Vice President - Operation	2313 Mistletoe Drive Fort Worth, TX 76110
Marvin J. Girouard	Sr. Vice President - Merchandising	2433 Medford, Ct. E. Fort Worth, TX 76109
E. Mitchell Weatherly	Vice President - Human Resources	4521 N. O'Connor, #1171 Irving, Texas 75062
J. Rodney Lawrence	Vice President - Legal Department	3013 Preston Hollow Rd. Fort Worth, TX 76109
E. Jean Keeton	Assistant Secretary	3313 Forest Creek Dr. Fort Worth, TX 76123
Janet V. Holbrook	Assistant Treasurer	6305 Yarmouth Fort Worth, TX 76180

### DIRECTORS:

Charles R. Scott	Chairman of Board	7195 Fairway LaJolla, CA 92037
Thomas N. Warner	Director	804 Roaring Springs Rd. Fort Worth, TX 76114
Clark A. Johnson	President and CEO	1417 Hillcrest Fort Worth, TX 76107

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## EXHIBIT "A"

### Nature (Purpose) of Business:

To act as general partner of Mellon/Pier I Properties Limited Partnership I which is to acquire real property and buildings, and to lease, sell, finance, mortgage or otherwise dispose of such real property and buildings; and to conduct all other business that may be lawfully conducted under the state corporation laws relative to the foregoing.

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**FILED**

MAY 25 1989

JIM EDGAR  
Secretary of State

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#0326 7 0 \* - 89 - 257506  
COOK COUNTY RECORDS

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