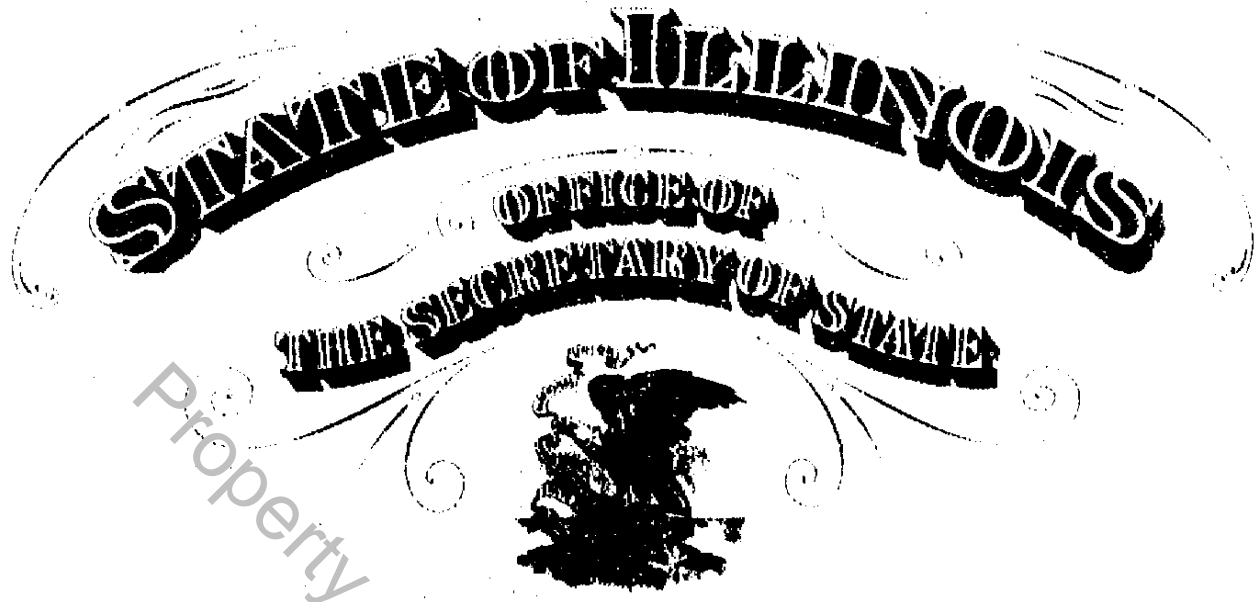


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File Number

57167858

33092920



**Whereas**, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

WHOLE FOODS MARKET SOUTHWEST, INC. TEXAS

INCORPORATED UNDER THE LAWS OF THE STATE OF 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.

57092920

*Now Therefore, I, George H. Ryan, 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* 2nd

*day of* FEBRUARY *A.D. 19* 93 *and*

*of the Independence of the United States*

*the two hundred and* 17th



*George H Ryan*  
SECRETARY OF STATE

27.50

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Property of Cook County Clerk's Office

Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62750  
Telephone (217) 782-1832

**FILED**

FEB 2 1993

GEORGE H. RYAN  
SECRETARY OF STATE

The space for use by  
Secretary of State

Date

2/2/93

License Fee

Franchise Tax

Filing Fee

Penalty

Approved

\$ 1,581.51

\$ 75.00

\$ 1,656.51

1. (a) CORPORATE NAME: WHOLE FOODS MARKET SOUTHWEST, 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. (a) State or Country of Incorporation: TEXAS

(b) Date of Incorporation: April 13, 1988

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

WHOLE FOODS MARKET  
2525 Wallingwood #1400  
Austin, Texas 78746

WHOLE FOODS MARKET  
1630 North Sheffield  
Chicago, Illinois 60614

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

Registered Agent JOHN J GEORGE  
First Name Middle Name Last Name

Registered Office 100 West Monroe Street, Suite 500  
Number Street Suite #  
Chicago, IL 60603 Cook  
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business:

Texas, Louisiana

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President John P. Mackey	1800 W. 10th St.	Austin	Texas	78703
Secretary Glenda J. Flanagan	5416 Porchoe	Austin	Texas	78749
Director James P. Mackey	1800 W. 10th St.	Austin	Texas	78703
Director James Bud	1900 Crosspoint	Austin	Texas	77054
Director Bill Mackey	P.O. Box 273202	Houston	Texas	77277

If more than 3, attach list

EXPEDITED  
FEB 02 1993  
SECRETARY OF STATE

93052920

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7. Purpose or purposes proposed to be pursued in transacting business in this state:

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

The transaction of any or all lawful business for which corporations may be organized under the Texas Business Corporation Act and as permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$ .01	10,000,000	4,816,000

9. Paid-in Capital: \$ 37,645,118

("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: \$ 14,825,000
- (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: \$ 3,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 82,000,000
- (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: \$ 10,000,000

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 2525 Meltingwood, Austin, Texas
- (b) Number of shares of all classes owned by residents of Illinois: -0-
- (c) Number of shares of all classes owned by non-residents of Illinois: 100%
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a 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 statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 29 1993 WHOLE FOODS MARKET SOUTHWEST, INC.  
(Exact Name of Corporation)

attested by Mary Kay Hagen by David Mathis  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Mary Kay Hagen Assistant Secretary DAVID MATHIS PRESIDENT  
(Type or Print Name and Title) (Type or Print Name and Title)

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

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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## BOARD OF DIRECTORS OF WHOLE FOODS MARKET SOUTHWEST, INC.

JOHN MACKAY  
2525 Wallingwood Dr., #1400  
Austin, Texas 78746

RICHARD SMITH  
1000 Louisiana, 11th Floor  
Houston, Texas 77002

James Sud  
1900 Crosspoint, Suite C  
Houston, Texas 77054

David Hull  
Five Post Oak Park, Suite 2530  
Houston, Texas 77027-3417

Cristina Banks  
61-F Avenida de Orinda  
Orinda, California 94063

Bill Mackey  
P.O. Box 273202  
Houston, Texas 77277

Linda Mason  
One Kendall Square, Bldg. 1800  
Cambridge, Massachusetts 02139

DEPT-01 RECORDING 027.50  
101222 TRAM 5449 02/04/93 12101100  
05341 4 4-93-092920  
COOK COUNTY RECORDER

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JOHN J. GEORGE, Esq.  
Dalry and George Ltd  
100 West Monroe  
Suite 500  
Chicago, Ill. 60603



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9-23-2020

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