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File Number 57167858

93150584

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

93150584



RECORDED & INDEXED 02/26/93 13:17:30
COOK COUNTY RECORDER

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

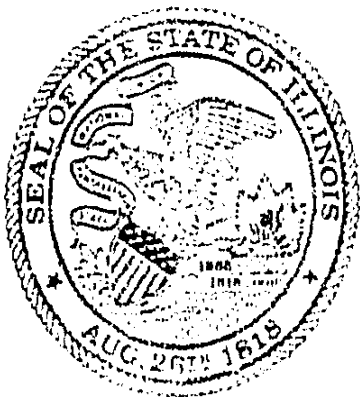
WHOLE FOODS MARKET SOUTHWEST, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS 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.

93150584

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. 1993 and of the Independence of the United States the two hundred and 17th



George H. Ryan
SECRETARY OF STATE

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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.

(44)

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.)

134263

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 Wallingwood, 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: 1002
- (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 MaryKay Hagen, by David Matthews, President
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

MaryKay Hagen Assistant Secretary DAVID MATTHEWS 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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Form **BCA-13.15**

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

SUBMIT IN DUPLICATE

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

FEB 2 1993

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date

2/2/93

License Fee	\$
Franchise Tax	\$ 7,581.51
Filing Fee	\$ 75.00
Penalties	\$
Approved	\$ 7,656.51

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

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
1030 North Sheffield
Chicago, Illinois 60614

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

Registered Agent	<u>JOHN</u>	<u>J</u>	<u>GEORGE</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>

Registered Office	<u>100 West Monroe Street, Suite 500</u>		
	<small>Number</small>	<small>Street</small>	<small>Suite #</small>
	<u>Chicago, IL</u>	<u>60603</u>	<u>Cook</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

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 <u>John P. Mackey</u>	<u>1800 W. 10th St.</u>	<u>Austin</u>	<u>Texas</u>	<u>78703</u>
Secretary <u>Glenda J. Flanagan</u>	<u>5416 Porsche</u>	<u>Austin</u>	<u>Texas</u>	<u>78749</u>
Director <u>James P. Mackey</u>	<u>1800 W. 10th St.</u>	<u>Austin</u>	<u>Texas</u>	<u>78703</u>
Director <u>James Sud</u>	<u>1900 Crosspoint</u>		<u>Texas</u>	<u>77054</u>
Director <u>Bill Mackey</u>	<u>P.O. Box 273202</u>	<u>Houston</u>	<u>Texas</u>	<u>77277</u>

If more than 3, attach list

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BOARD OF DIRECTORS OF WHOLE FOODS MARKET SOUTHWEST, INC.

JOHN MACKEY

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 Anenida de Orinda
Orinda, California 94563

Bill Mackey

P.O. Box 273202
Houston, Texas 77277

Linda Mason

One Kendall Square, Bldg. 1500
Cambridge, Massachusetts 02139

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EXPEDITED
SECRETARY OF STATE

FEB 3 1993

EXP. FEES 25.00
COPY - CERT. 10.00

Property of Cook County

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of four pages, as taken from the original on file in this office.

George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: February 3, 1993

BY: Julie Gieger



93150584



Mary Kay Hagen
Whole Foods Market
1630 N. Sheffield
Chicago, IL 60622