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Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That J.C. PENNEY PROPERTIES, INC.

Name of Corporation

a Corporation organized and existing under the laws of the state of Delaware, having filed in the office of the Secretary of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate, and does hereby

designate 300 North 6th Street, Boise, Idaho 83701 in ADA County,

Address

in the State of Idaho, as the location of the principal place of business of said Corporation in said State of Idaho, and

does hereby designate CT CORPORATION SYSTEM

residing at 300 North 6th Street, Boise, Idaho 83701 in ADA County,

Address

as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served as provided by the Constitution and laws of said State of Idaho.

And the said J.C. PENNEY PROPERTIES, INC.

Name of Corporation

desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said J.C. PENNEY PROPERTIES, INC.

Name of Corporation

has caused this Certificate and Acceptance

to be executed, acknowledged and delivered in its name and on its behalf, by its President, and to be attested by its Secretary, and has caused

its corporate seal to be hereunto affixed at New York City

in the County of New York, State of New York

this 20th day of April, 1979.

Attest:

J.C. PENNEY PROPERTIES, INC.

Name of Corporation

A. W. Driver, Jr.

Secretary.

By

R.E. Montag, Vice President.STATE OF New YorkCounty of New York

} ss.

On this 20th day of April in the year 1979, before me Frederick C. Tedeschi, a Notary Public in and for said

County, in the State of Idaho, personally appeared R.E. Montag

known to me to be the President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my notarial seal this 20th

day of April, A. D. 1979.

Frederick C. Tedeschi
FREDERICK C. TEDESCHI
Notary Public, State of New York
No. 30462557

Qualified in Nassau County Official Title.
Cert. Filed in New York County
Commission Expires March 30, 1980

My commission expires on the _____ day of _____, 19____.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.

CONSENT TO USE OF NAME

J. C. PENNEY COMPANY, INC., a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~-qualification of J. C. Penney Properties, Inc.
in the State of Mississippi

IN WITNESS WHEREOF, the said J. C. PENNEY COMPANY, INC.
_____ has caused this consent to be executed by its Vice president
and attested under its corporate seal by its Assistant secretary, this 24th day of
January 1979.

J. C. PENNEY COMPANY, INC.
By [Signature] Vice President

Attest:

[Signature]
Assistant Secretary

(SEAL)