

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

WALDEN BOOK COMPANY, INC.  
File number C 125661

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: September 16, 1998



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sherry Bellus*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SEP 16 10 50 AM '98

1. The name of the corporation is Walden Book Company, Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Colorado
4. Its date of incorporation is 07/16/1996
5. The address of its principal office is 100 Phoenix Drive, Ann Arbor, Michigan 48108
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_  
P.O. Box 7069 Ann Arbor, Michigan 48107-7069
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: August 27, 1998

Walden Book Company, Inc.

(Corporation name)

By

K E Schive  
IDAHO SECRETARY OF STATE

09/16/1998 09:00  
Ken: 74506 CT: 20108 BH: 145639

1 @ 20.00 = 20.00 EXPEDITE C # 3

Its

Vice President  
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

09/16/1998 09:00  
CK: 104016303 CT: 19295 BH: 145630

1 @ 100.00 = 100.00 AUTH PRO # 2

C 125641



# WALDEN BOOK COMPANY, INC.

## OFFICERS & DIRECTORS

2/1/1998

<u>Officers/Directors/Title</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Soc. Sec. #</u>
<b>Robert F. DiRomualdo</b> Director, Chairman & CEO	500 E. Washington St. Ann Arbor, MI 48104	3123 Override Drive Ann Arbor, MI 48104	182-34-8471
<b>George R. Mrkonc</b> Director, Vice Chairman	500 E. Washington St. Ann Arbor, MI 48104	2558 Kent Ridge Court Bloomfield Hls, MI 48301	497-56-6004
<b>Bruce A. Quinell</b> Vice Chairman	311 Maynard Street Ann Arbor, MI 48104	1481 Waterway Drive Ann Arbor, MI 48108	226-68-1491
<b>Kathryn L. Winkelhaus</b> President	311 Maynard Street Ann Arbor, MI 48104	328 Rolling Meadows Ann Arbor, MI 48103	292-48-0558
<b>Timothy J. Hopkins</b> Sr. VP - Merchandising	515 E. Liberty Street Ann Arbor, MI 48104	55 Gunther Garden Saline, MI 48175	014-46-7046
<b>Michelle T. Hines</b> VP - Store Operations	311 Maynard Street Ann Arbor, MI 48104	4596 Cottonwood Drive Ann Arbor, MI 48108	300-46-2818
<b>Kenneth E. Scheve</b> VP - Finance, Treasurer	100 Phoenix Drive Ann Arbor, MI 48108	4524 Cottonwood Drive Ann Arbor, MI 48108	298-42-7689
<b>James B. Brigham</b> Vice President	100 Phoenix Drive Ann Arbor, MI 48108	44056 Palisades Court Canton, MI 48187	398-50-5395
<b>H. Kevin Rutherford</b> VP-Corp Human Resources	311 Maynard Street Ann Arbor, MI 48104	3533 River Pine Drive Ann Arbor, MI 48103	245-15-1542
<b>Gordon Eiland</b> VP-Mechandising, Planning, Analysis	515 E. Liberty Street Ann Arbor, MI 48104	2346 Windmill Way Saline, MI 48176	550-74-3908
<b>Linda A. Jones</b> VP - Merchandising	515 E. Liberty Street Ann Arbor, MI 48104	5771 Bellwether Drive Saline, MI 48176	550-92-4932
<b>Mark Palmucci</b> VP - Inventory Control	100 Phoenix Drive Ann Arbor, MI 48108	7301 Webster Station Dr. Dexter, MI 48130	228-90-3556
<b>Michael W. Smith</b> VP - ITSG	311 Maynard Street Ann Arbor, MI 48104	8275 Huron River Drive Ypsilanti, MI 48197	366-64-1623
<b>Charles P. Hueston</b> VP - Development	311 Maynard Street Ann Arbor, MI 48104	4701 Vorhies Ann Arbor, MI 48105	196-46-7152

2/13/98



**WALDEN BOOK COMPANY, INC. OFFICERS & DIRECTORS Continued**

<b>Philip C. Semprevivo</b> VP - ITSG	100 Phoenix Drive Ann Arbor, MI 48108	1711 Arlington Ann Arbor, MI 48104	055-32-5667
<b>Cedric J. Vanzura</b> VP - Planning	500 E. Washington St. Ann Arbor, MI 48104	1577 Redbud Troy, MI 48098	585-27-2595
<b>Patrick J. Murphy</b> VP - Distribution	500 E. Washington St. Ann Arbor, MI 48104	9238 Hunterboro Drive Brentwood, TN	495-52-9539
<b>Thomas D. Carney</b> Secretary	500 E. Washington St. Ann Arbor, MI 48104	2033 Norway Ann Arbor, MI 48104	368-52-1478
<b>Edward Jackson</b> Asst. Treas./Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	6358 Cherrytree Court Rochester Hls, MI 48306	073-36-3788
<b>Margaret Petersen</b> Asst. Secretary	311 Maynard Street Ann Arbor, MI 48104	2603 Geddes Avenue Ann Arbor, MI 48104	577-86-4999
<b>Cynthia Danza</b> Asst. Secretary	311 Maynard Street Ann Arbor, MI 48104	715 S. Forest Ave. #208 Ann Arbor, MI 48104	133-44-0406



The seal of the State of Colorado is located at the top center of the document. It features a circular design with the words "STATE OF COLORADO" around the perimeter and the year "1876" at the bottom. Inside the circle is a shield with a mountain, a river, and a sun, flanked by two stars.

# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

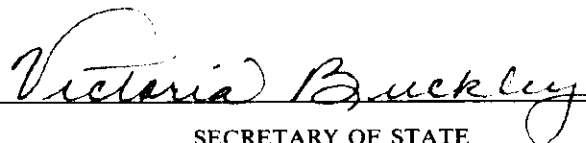
I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

WALDEN BOOK COMPANY, INC.  
(COLORADO CORPORATION)

FILE # 19961093672 WAS FILED IN THIS OFFICE ON July 16, 1996  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: August 31, 1998

A handwritten signature in cursive script, reading "Victoria Buckley", is written over a horizontal line.

*Victoria Buckley*

SECRETARY OF STATE