State of Idaho

Office of the Secretary of State

OF COST PLUS, INC.

File Number C 184941

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 and attach hereto a duplicate of the application for such certificate.

Dated: October 27, 2009



Ben youra SECRETARY OF STATE

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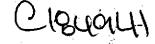


APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

2009 OCT 27 PM 3: 00

SECRETARY OF STATE STATE OF IDAHO

	undersigned Corporation applies for	a Certificate of Aut	hority and states as follows:		
-	The name of the corporation is: Cost Plus, Inc.	· ·			
	The name which it shall use in Idaho	Cost Plus,	Inc.		
	It is incorporated under the laws of:				
	Its date of Incorporation is: 11/12/		· ·		
	The address of its principal office is: 200 4th Street, Oakland, CA	:			£*
	The address to which corresponden Cost Plus, Inc., att: R. Regala				
	The street address of its registered o	ffice in Idaho is:,	101 S Capital Blvd, 10	th Fi.,Bolse, ID 8	3702
	and its registered agent in Idaho at ti		Idaho Service Co	mpany	
	The names and respective business Name see attached	Title .	Business Addr	···	
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COST PLUS, INC. **BOARD OF DIRECTORS**

Fredric Roberts

(Nonexecutive Chairman)

F.M. Roberts & Co., Inc. 1252 Highland Avenue Glendale, CA 91202 (818) 956-8912

Joseph H. Coulombe

535 S. Grand

Pasadena, CA 91105

(626) 449-5041

Cliff Einstein

Cliff Einstein Creative Concepts, LLC 11940 Brentwood Grove Los Angeles, CA 90049

(310) 472-8964

Barry J. Feld

Cost Plus, Inc. 200 4th Street

Oakland, CA 94687

Danny Gurr

119 Sea Hammock Way Ponte Vedra, FL 32082

(904) 273-9298

Willem Mesdag

Red Mountain Capital

10100 Santa Monica Blvd., Suite 925

Los Angeles, CA 90067

Kim Robbins

19 Sea Colony Drive Santa Monica, CA 90405

(310) 450-4674

Kenneth Stevens

Philosophy

3809 E. Watkins Street

Phoenix, AZ 85034

NAME

Barry J. Feld Jane L. Baughman

Joan S. Fujii

Liz Allen

Carric Crooker

Jeff Turner

Anne Mirante

Clifford March

Steven Knight

Matthew Gee

Fred Rancour

James Orr

Laura Sites-Reynolds

Mary Jennifer Beesley

Christopher Cooper Karin Durham

Jenny Ann Hughes

George K. Whitney III

COST PLUS, INC. OFFICERS

TITLE

President and CEO

Executive Vice President, CFO and Secretary Executive Vice President-Human Resources

Sr. Vice President - Merchandising

Sr. Vice President-Stores

Sr. Vice President - Chief Information Officer

Sr. Vice President - Marketing

Vice President-Financial Planning/Treasurer

Vice President-Information Technology

Vice President-Distribution

Vice President - Inventory Management

Vice President – Human Resources Vice President – Human Resources

Vice President - Visual Merchandising.

Vice President - Consumables Vice President - Eastern Region

Vice President - Logistics

Vice President - Maryland Beverage Sales*

The business address and phone numbers for all of the above officers except Jenny Ann Hughes is:

Cost Plus, Inc. 200 4th Street Oakland, CA 94607 (510) 893-7300

The business address and phone number for Jenny Ann Hughes is:

Cost Plus, Inc. Attention: Rhoda Regalado 200 4th Street Oakland, CA 94607 (925) 376-2794

State of California Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

COST PLUS, INC.

FILE NUMBER: FORMATION DATE: C0211445 11/12/1946

JURISDICTION:

DOMESTIC CORPORATION

CALIFORNIA

STATUS:

ACTIVE (GOOD STANDING)

I. DEBRA BOWEN. Secretary of State of the State of California. hereby certify:

The records of this office indicate the entity is authorised to exercise all of its powers, rights and privileges in the State of California.

We information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 09, 2009.

Jena Bowen

DEBRA BOWEN
Secretary of State