

State of Idaho

Office of the Secretary of State

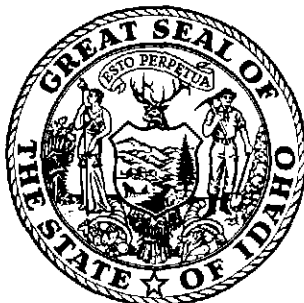
**CERTIFICATE OF REGISTRATION
OF
MADEWELL INC.**

File Number C 219118

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, 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 Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 30, 2018



Lawrence Denney
SECRETARY OF STATE

By

Johna Donnelly

202

**FOREIGN REGISTRATION STATEMENT**

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2018 AUG 30 PM 1:49

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: Madewell Inc.
2. The name which it shall use in Idaho is: _____
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:

| | |
|---|--|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> General Partnership |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> General Cooperative Association |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership) |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust |
| <input type="checkbox"/> Other: _____ (Use "Other" only if your foreign entity type is not listed above, and enter the type here.) | |
4. Jurisdiction of formation: Delaware
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
770 Broadway, New York, NY 10003
(Street Address)

(Mailing Address, if different)
6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:

(Street Address)

(Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:

(Address)
8. The name of the registered agent and street address of registered agent in Idaho:
Corporation Service Company, 12550 W. Explorer Drive, Suite 100, Boise, ID 83713
(Name) (Address)
9. The name, capacity, and mailing address of at least one governor:

| | | |
|----------------------|----------------------------|---|
| <u>Harley Traven</u> | <u>Assistant Secretary</u> | <u>770 Broadway, New York, NY 10003</u> |
| (Name) | (Capacity) | (Address) |
| _____ | _____ | _____ |
| (Name) | (Capacity) | (Address) |

Signature: _____

Typed Name: Harley TravenCapacity: Assistant Secretary

Secretary of State use only

IDAHO SECRETARY OF STATE

08/30/2018 05:00

CK: PREPAID CT: 1157 BH: 1661629
1@ 100.00 = 100.00 FOR REG ST #2

C219118

Delaware

The First State

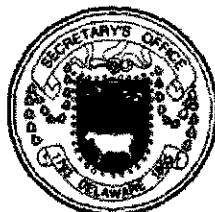
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADEWELL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MADEWELL INC." WAS INCORPORATED ON THE TWELFTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4154779 8300

SR# 20186295626

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203290609

Date: 08-22-18