

State of Idaho

Office of the Secretary of State

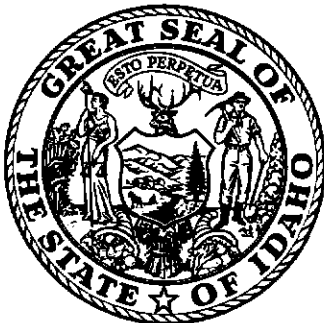
**CERTIFICATE OF AUTHORITY
OF
DILLARD'S PROPERTIES, INC.**

File Number C 189924

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: January 31, 2011



Ben Yursa

SECRETARY OF STATE

By *Mary DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 JAN 31 09:48

STATE OF IDAHO

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

1. The name of the corporation is:

Dillard's Properties, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 01/19/2011

5. The address of its principal office is:

1600 Cantrell Road, Little Rock, AR 72201

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702

and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are:

Name

Title

Business Address

SEE ATTACHMENT

Dated: 1/28/11

Signature: _____

Typed Name: Paul J. Schroeder, Jr.

Capacity: Vice President

[The signer must be a director or an officer of the corporation.]

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

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form\app\corporate\authority_profit.pdf
Revised 10/2008

IDAHO SECRETARY OF STATE

01/31/2011 05:00

CK: 20638 CT: 20168 BH: 1257623

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C189924

Dillard's Properties, Inc.
1600 Cantrell Road
Little Rock, AR 72201

Officers

William Dillard, II
Alex Dillard
Paul J. Schroeder, Jr.
James I. Freeman
Sherrill E. Wise
James W. Cherry, Jr.
Phillip R. Watts
Steven K. Nelson
Christopher B. Johnson

President
Vice President
Vice President & Secretary
Vice President & Asst. Secretary
Vice President, Treasurer & Asst. Secretary
Vice President
Vice President
Asst. Secretary
Asst. Secretary

Directors

William Dillard, II
Alex Dillard
Paul J. Schroeder, Jr.
James I. Freeman

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DILLARD'S PROPERTIES, 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-EIGHTH DAY OF JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4929348 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8526371

DATE: 01-28-11