



STATE OF ARIZONA  
CORPORATION COMMISSION  
CORPORATION ANNUAL REPORT  
& CERTIFICATE OF DISCLOSURE

Arizona Corporation Commission



00050163

DUE ON OR BEFORE 05/19/1999

FILING FEE \$45.00

The following information is required by A.R.S. §10-1622 & §10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §10-121.A. & §10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. **REFER TO THE INSTRUCTIONS ON PAGE 4.**

1. SPECIALTY RETAILERS, INC.  
% C T CORPORATION SYSTEM  
3225 N CENTRAL AVE  
PHOENIX, AZ 85012

Business Phone: (713) 667-5601 Corporation File Number: F-0780331-0  
State of Domicile: TEXAS (Business phone is optional) F-078331-0  
Type of Corporation: BUSINESS

2. Arizona Statutory Agent: C T CORPORATION SYSTEM  
Street Address: 3225 N CENTRAL AVE  
(NOT P.O. BOX)  
City, State, Zip: PHOENIX AZ 85012-

ACC USE ONLY

Fee \$ 45  
Penalty \$  
Reinstate \$  
Expedite \$  
Total \$ 45  
FY98-99

Use this box only if appointing a new Statutory Agent

If appointing a new statutory agent, the new agent **MUST** consent to that appointment by signing below.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

10201 MAIN STREET  
HOUSTON, TX 77025

A.C.C. CORPORATIONS DIV.  
RECEIVED

MAY 19 1999

3. Secondary Address:  
(Foreign Corporations are  
**REQUIRED** to complete  
this section.)

DOCUMENTS ARE SUBJECT  
TO REVIEW BEFORE FILING

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- |                                                 |                                                              |
|-------------------------------------------------|--------------------------------------------------------------|
| <input type="checkbox"/> 1. Accounting          | <input type="checkbox"/> 20. Manufacturing                   |
| <input type="checkbox"/> 2. Advertising         | <input type="checkbox"/> 21. Mining                          |
| <input type="checkbox"/> 3. Aerospace           | <input type="checkbox"/> 22. News Media                      |
| <input type="checkbox"/> 4. Agriculture         | <input type="checkbox"/> 23. Pharmaceutical                  |
| <input type="checkbox"/> 5. Architecture        | <input type="checkbox"/> 24. Publishing/Printing             |
| <input type="checkbox"/> 6. Banking/Finance     | <input type="checkbox"/> 25. Ranching/Livestock              |
| <input type="checkbox"/> 7. Barbers/Cosmetology | <input type="checkbox"/> 26. Real Estate                     |
| <input type="checkbox"/> 8. Construction        | <input type="checkbox"/> 27. Restaurant/Bar                  |
| <input type="checkbox"/> 9. Contractor          | <input checked="" type="checkbox"/> 28. Retail Sales         |
| <input type="checkbox"/> 10. Credit/Collection  | <input type="checkbox"/> 29. Science/Research                |
| <input type="checkbox"/> 11. Education          | <input type="checkbox"/> 30. Sports/Sporting Events          |
| <input type="checkbox"/> 12. Engineering        | <input type="checkbox"/> 31. Technology(Computers)           |
| <input type="checkbox"/> 13. Entertainment      | <input type="checkbox"/> 32. Technology(General)             |
| <input type="checkbox"/> 14. General Consulting | <input type="checkbox"/> 33. Television/Radio                |
| <input type="checkbox"/> 15. Health Care        | <input type="checkbox"/> 34. Tourism/Convention Services     |
| <input type="checkbox"/> 16. Hotel/Motel        | <input type="checkbox"/> 35. Transportation                  |
| <input type="checkbox"/> 17. Import/Export      | <input type="checkbox"/> 36. Utilities                       |
| <input type="checkbox"/> 18. Insurance          | <input type="checkbox"/> 37. Veterinary Medicine/Animal Care |
| <input type="checkbox"/> 19. Legal Services     | <input type="checkbox"/> 38. Other                           |

NON-PROFIT CORPORATIONS

- |                                                                                          |
|------------------------------------------------------------------------------------------|
| <input type="checkbox"/> 1. Charitable                                                   |
| <input type="checkbox"/> 2. Benevolent                                                   |
| <input type="checkbox"/> 3. Educational                                                  |
| <input type="checkbox"/> 4. Civic                                                        |
| <input type="checkbox"/> 5. Political                                                    |
| <input type="checkbox"/> 6. Religious                                                    |
| <input type="checkbox"/> 7. Social                                                       |
| <input type="checkbox"/> 8. Literary                                                     |
| <input type="checkbox"/> 9. Cultural                                                     |
| <input type="checkbox"/> 10. Athletic                                                    |
| <input type="checkbox"/> 11. Science/Research                                            |
| <input type="checkbox"/> 12. Hospital/Health Care                                        |
| <input type="checkbox"/> 13. Agricultural                                                |
| <input type="checkbox"/> 14. Animal Husbandry                                            |
| <input type="checkbox"/> 15. Homeowner's Association                                     |
| <input type="checkbox"/> 16. Professional, commercial<br>industrial or trade association |
| <input type="checkbox"/> 17. Other                                                       |

**5. CAPITALIZATION:** (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized  
100,000

Class  
COMMON

Series Within Class (if any)

Number of Shares/Certificates Issued

Class

Series Within Class (if any)

5,000

COMMON

**6. SHAREHOLDERS:** (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: STAGE STORES INC

Name:

NONE ☐

Name:

Name:

**7. OFFICERS** (If no changes since last report, check here ☐ and go on to Section 8.)

Name: CARL E TOOKER

Name: JAMES A MARCUM

Title: PRESIDENT/CEO

Title: VICE-PRESIDENT

Address: 10201 MAIN ST  
HOUSTON, TX 77025-

Address: 10201 MAIN ST  
HOUSTON, TX 77025-

Date taking office: \_\_\_\_\_

Date taking office: \_\_\_\_\_

Name: ~~JERRY C IVIE~~ CHARLES M SLEDGE

Name: ~~JERRY C IVIE~~ CHARLES M SLEDGE

Title: SECRETARY

Title: ~~TREASURER~~ VICE PRESIDENT

Address: 10201 MAIN ST  
HOUSTON, TX 77025-

Address: 10201 MAIN ST  
HOUSTON, TX 77025-

Date taking office: \_\_\_\_\_

Date taking office: \_\_\_\_\_

**8. DIRECTORS** (If no changes since last report, check here ☐ and go on to Section 9.)

Name: CARL E TOOKER

Name: ~~JOSHUA BECKENSTEIN~~

Address: 10201 MAIN ST

Address: ~~2 COPELY PL~~

HOUSTON, TX 77025-

~~BOSTON, MA 02116~~

Date taking office: \_\_\_\_\_

Date taking office: \_\_\_\_\_

Name: \_\_\_\_\_

Name: JAMES A MARCUM

Address: \_\_\_\_\_

Address: 10201 MAIN ST

HOUSTON, TX 77025

Date taking office: \_\_\_\_\_

Date taking office: \_\_\_\_\_

**9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.?)**

Only nonprofit corporations must attach a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

**9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only**

This corporation **does** ☐ **does not** ☐ have members.

**10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-2505.A)**

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:

- (a) fraud or registration provisions of the securities laws of that jurisdiction, or
- (b) the consumer fraud laws of that jurisdiction, or
- (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked:

**YES** ☐

**NO** ☒

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- |                                                             |                                                                                                                                                                             |
|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Full name and prior names used.                          | 5. Date and location of birth.                                                                                                                                              |
| 2. Full birth name.                                         | 6. Social Security Number                                                                                                                                                   |
| 3. Present home address.                                    | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). |                                                                                                                                                                             |

**11. STATEMENT OF BANKRUPTCY (A.R.S. §10-202.D.2)**

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation?

One box must be marked:

**YES** ☐

**NO** ☒

If YES, enter the following:

Chapter \_\_\_\_\_ Date Filed \_\_\_\_\_ Case Number \_\_\_\_\_

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above.

- 1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was a) incorporated b) transacted business. 3) The dates of corporate operation.

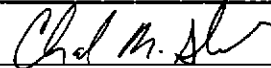
**12. SIGNATURES**

**CAUTION:** Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name CHARLES M SLEDGE Date 5-14-99 Name \_\_\_\_\_ Date \_\_\_\_\_

Signature  Signature \_\_\_\_\_

Title VICE PRESIDENT Title \_\_\_\_\_

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)