

**ARTICLES OF INCORPORATION
OF**

STRIDE PRIDE, INC.

KNOW BY ALL MEN BY THESE PRESENTS:

That the purpose of forming this for profit corporation under the Alabama Business Corporation Act (hereinafter referred to as the "Act"), the undersigned, Carly S. Woods and Larry D. Woods, Jr, do hereby agree to and adopt these Articles of Incorporation, and shall, upon the making and filing of record these Articles of Incorporation with the Secretary of State, constitute, with their successors and assigns, a corporation (hereinafter referred to as the "Corporation")

ARTICLE 1

Name

1.01. **Name.** The name of the Corporation shall be:

"Stride Pride, Inc."

ARTICLE 2

Registered Office and Agent

2.01. **Registered Office.** The street address of the initial registered office of the Corporation is:

**107 Cedar Cove Drive
Pelham, AL 35124**

2.02. **Registered Agent.** The name of the initial registered agent of the Corporation at the above office is:

**Carly S. Woods
107 Cedar Cove Drive
Pelham, AL 35124**

ARTICLE 3

Capital Stock

3.01. **Number of Authorized Shares and Par Value.** (1) The aggregate number of shares that the Corporation shall have authority to issue is 1000 shares of common stock having a par value of \$1.00. All of said stock shall be common, and none shall be preferred stock, or stock of a different class; (2) The Corporation will begin business with 1,000 shares of said common stock with the aggregate value of \$1,000.00.

3.02. **Voting** Each outstanding share shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at the meeting of the Shareholders, provided, however, that these Articles may be amended or dissolved at any time and from time to time by, and only by, the affirmative vote of 2/3 of the Shareholders, each being treated as having one (1) vote for these purposes regardless of the number of shares of stock held by such Shareholder, at any regular meeting called for the purpose of such amendment or dissolution.

3.03. **Restriction on Transfer of Stock.** Each share of stock shall be freely transferable except as follows:

(1) No share of stock shall be sold, given, assigned, or otherwise transferred, to any person unless it first shall have been offered to the other Shareholder(s) for purchase at its fair market value. Each of the Shareholders shall have the right to purchase such portion of such shares as his holding of the stock of the Corporation bears to all other Shareholders' desire for purchasing such share. The fair market value of each such share of stock shall be the value determined in accordance with 3.06 hereof, as if such selling Shareholder were a disqualified Shareholder.

3.04. **Preemptive Rights of Shareholders.** No Stockholder shall have any preemptive rights to purchase any shares of the Corporation, including treasury shares, which may be issued or sold by the Corporation.

3.05. **Issuance of Stock.** Shares of capital stock of the corporation shall not be issued except on the affirmative vote or written consent of at least 2/3 percent of the directors, which vote or consent shall appear in the written minutes of the Board of Directors' meeting in which the issuance was authorized.

3.06. **Valuation of Shares.**

(1) The By-Laws may provide a price at which the Corporation or its Shareholders may purchase the shares of a deceased, retired, expelled, or disqualified Shareholder.

(2) Upon the death or disqualification of a Shareholder, the Corporation shall have the right to purchase all of the shares held by such Shareholder. If the By-Laws do not otherwise provide, then the price for such share or shares shall be the book value of such shares as of the end of the month in which the death or disqualification of such Shareholder occurred, increased by the excess of appraised value over book value at such time of any personal property owned by the Corporation. Also, in computing the book value for such purpose, the accounts receivable shall be valued at eighty (80%) percent of the total amount outstanding at the end of such month. In the event of a conflict between the provisions contained in the By-Laws shall prevail.

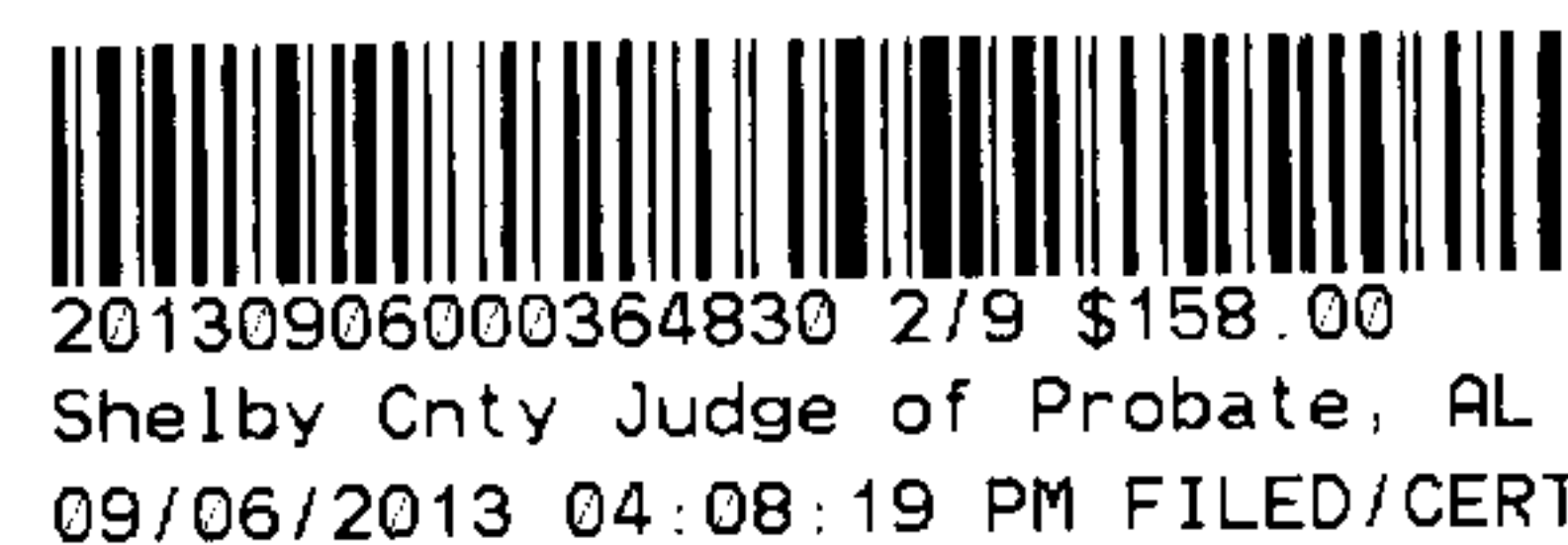
ARTICLE 4
Incorporators

4.01. The name and address of each incorporators of the Corporation are:

Name:
Carly S. Woods

Address:
**107 Cedar Cove Drive
Pelham, AL 35124**

Shares:
51



Larry D. Woods, Jr

**107 Cedar Cove Drive
Pelham, AL 35124**

49

ARTICLE 5
Directors

5.01. **Number of Directors.** The Board of Directors of the Corporation shall consist of Two (2) members, who need not be residents of any particular state or shareholders of the Corporation. The number of directors may be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent director. The affirmative vote of the holders of ___ percent of the issued and outstanding voting shares of the Corporation shall be required to amend this Section of these Articles of Incorporation.

5.02. **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

Name:	Address:	Office:
Carly S. Woods	107 Cedar Cove Drive Pelham, AL 35124	President/Treasurer Director

Larry D. Woods, Jr.	107 Cedar Cove Drive Pelham, AL 35124	Vice-President/Secretary Director
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5.03. **Powers of Board of Directors.** In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama, the Board of Directors is expressly authorized and empowered:

- a. To make, alter, amend, and repeal the By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors
- b. Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the Corporation;
- c. To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole

discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

- d. To determine whether any and, of so what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;
- e. To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;
- f. To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed and to determine the persons to participate in any such plans and the amount of their respective participations;
- g. To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of one or more directors, which, to the extent permitted by law and authorized by the resolution of the By-Laws, shall have any may exercise th powers of the Board.
- h. To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;
- i. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Alabama, of these Articles of Incorporation, and of the By-Laws of the Corporation.

5.04. **Indemnification.** The corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the corporation, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees), which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights set forth in this Section shall be in addition to any rights for indemnification provided by applicable law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation could indemnify that person against such liability under the provisions of this Section.

5.05 **Officers.** The officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors may determine from

time to time. Any one person may serve in more than one office, provided that the President and Secretary of the Corporation shall not be the same person. Officers need not be members of the Board of Directors, except for the President, who shall be one of the Directors. Officers need not be Shareholders of the Corporation.

5.06. **Removal of Directors.** One or more of the directors or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote for the election of directors. No director may be removed if the votes cast against the director's removal would be sufficient to elect the director if cumulatively voted at an election of the entire Board of Directors. A director shall be entitled to receive notice of, and a hearing with respect to, his or her removal for cause.

ARTICLE 6

Purposes, Foreign Business, and Duration

6.01. **Purposes.** The purpose or purposes for which the Corporation is organized are to engage in the business of acquiring, marketing, selling, delivering, and otherwise dealing in clothing, and to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

6.02. **Conducting Business in Other Jurisdictions.** The Corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit its purpose or purposes in any state, territory, district, or possession of the United States, or foreign country.

6.03. **Period of Duration.** The period of duration of the Corporation shall be perpetual.

6.04 **Continuity of Existence.** The Corporation shall continue as a separate entity independent of its Shareholders for all purposes unless and until dissolved as provided herein, and shall continue notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of its Shareholders, the admission or transfer of shares to any new Shareholder or Shareholders, or the happening of any other event, which under the law of the State of Alabama and under like circumstances, would work a dissolution of a partnership, and the Corporation shall have continuity of life independent of the life or status of its Shareholders. No Shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind.

6.05 **Powers of the Corporation** In furtherance of the purpose of the Corporation, and in order that the Corporation may have the maximum scope of action which a corporation organized under the laws of the State of Alabama may legally have to render services, the Corporation shall have the following powers:



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- a. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.
- b. To own real or personal property necessary or appropriate for rendering services.
- c. To contract in its own name.
- d. To take, hold, and sell real and personal property, in its own name, independent of its members.
- e. To sue and be sued as an independent entity as provided by law.
- f. To have and to exercise all powers conferred by the laws of the State of Alabama upon for-profit corporations, including, but without limiting the generality of the foregoing, Act Number 260, Senate Bill 120, passed in the 1971 Third Special Session of the Legislature of Alabama, and all laws governing or applicable to corporations, where applicable, and not in conflict with such Act provisions, including to the extent applicable, but without delimitation hereof Of the relevant laws governing or applicable to corporations.
- g. To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.
- h. To borrow or raise money, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of security, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes, and other negotiable and non-negotiable instruments and evidences of obligations or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest, the property of the Corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- i. To carry out the purpose specified in Article Two in any country, state, county, municipality or governmental unit to the extent that such purpose, when performed by the Corporation, is not forbidden by the laws thereof.
- j. To make donations for the public welfare of, for charitable, scientific or educational purposes.
- k. To establish pension, profit-sharing, stock option or other welfare plans for the benefit of the officers and employees of the Corporation.
- l. To have and exercise all lawful powers as shall enable it to do each and everything necessary, suitable, convenient, expedient, or proper for the accomplishment of the purposes set forth in Article Two.

- m. To have and exercise all powers set forth in any other Article of these Articles of Incorporation, and the powers set forth in said Act Number 260, Senate Bill 120, as passed in the Third Special Session of the 1971 Legislature of Alabama.
- n. The powers specified in each subsection (a) through (m) shall, unless otherwise expressly provided, be in no wise limited by reference to or interference from, the terms of any other of said subsection, each of such subsections being regarded as creating independent powers, and all words and clauses appearing in this Article Three are used in their broadest sense and shall be so construed, provided, however, that nothing in this Article Three shall be so construed as to give the Corporation a power which would be unlawful under the laws of the State of Alabama for a for-profit corporation to possess.

ARTICLE 7

Amendment and Fundamental Changes

7.01. **Amendment.** These Articles of Incorporation may be amended only by the written consent or affirmative vote of the holders of a majority of the issued and outstanding voting shares, except that any section of these Articles of Incorporation that provide for a greater vote of the shareholders may be amended only upon the written consent or affirmative vote of the shareholders provided for in that section.

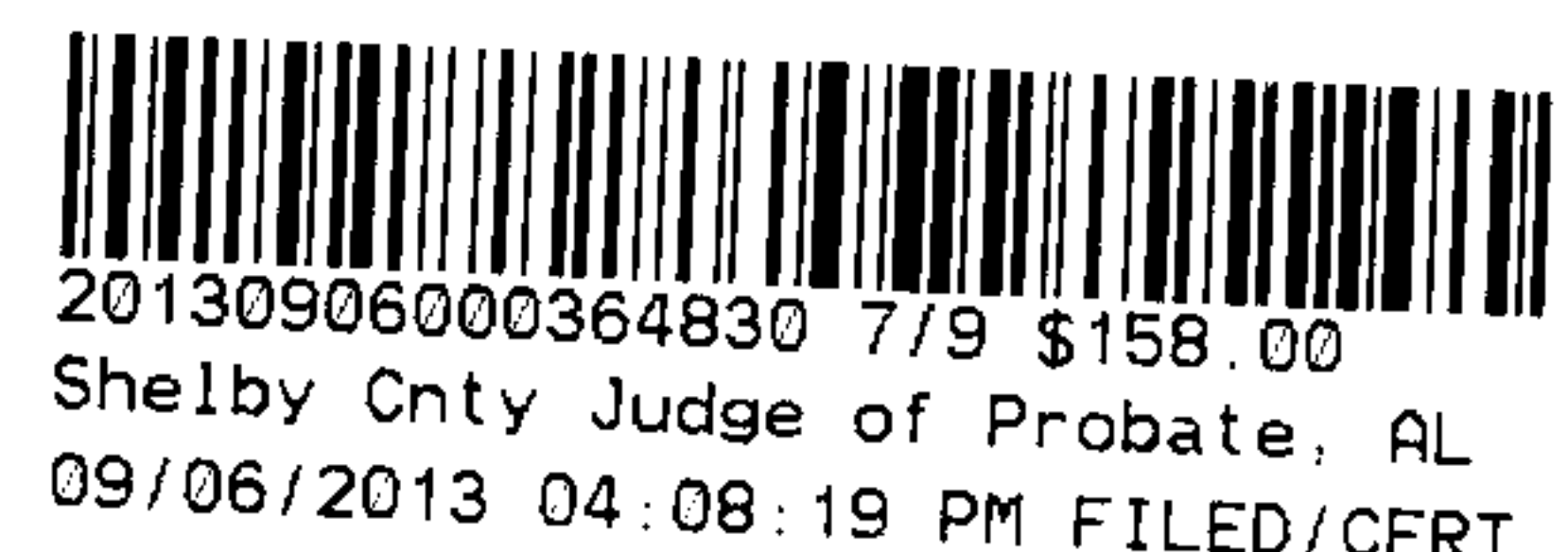
7.02. **Fundamental Changes.** The affirmative vote or written consent of the holders of Two-Third (2/3) of the issued and outstanding voting shares of the Corporation shall be necessary for the following corporate acts:

- (a) The adoption by the Corporation of a plan of merger, consolidation, or share exchange.
- (b) The sale, lease, exchange, or transfer by the Corporation of all or substantially all of its property or assets other than in the regular course of business.
- (c) The voluntary dissolution of the Corporation by its Board of Directors and shareholders.

7.03. **Bylaws.**

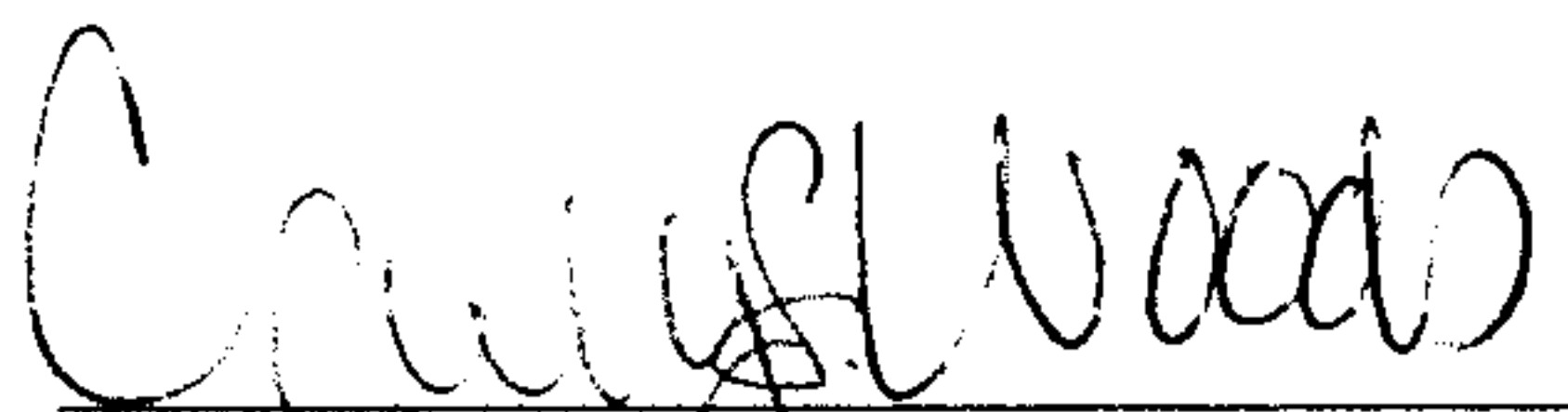
(a) The initial By-Laws shall be adopted by the Shareholders. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Shareholders and the Board of Directors, except that the shareholders in amending or repealing a particular bylaw may provide that the Board of Directors may not amend or repeal that bylaw. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

(b) Any action required by the Code of Alabama or any applicable law to be taken at a meeting of the Shareholders of the Corporation, or any action which taken at a meeting of the Shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote with respect to the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Shareholders.

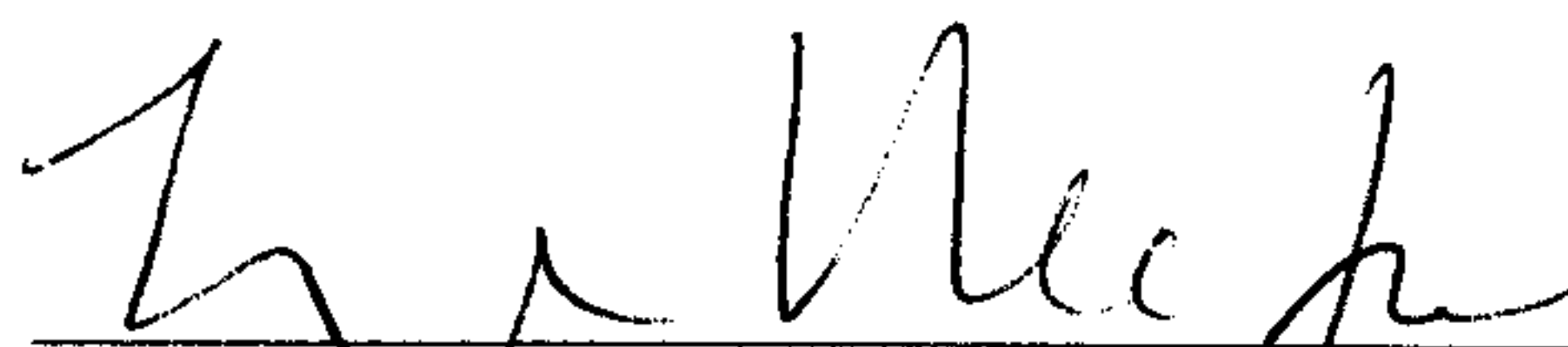


(c) Whenever any notice is required to be given to any Shareholder or Director of the Corporation under the provisions of the Constitution of Alabama, the laws of the State of Alabama pertaining to corporations, or any applicable law, the Articles, or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 12 day of September, 2013



Carly S. Woods



Larry D. Woods, Jr.

Prepared by:
Thomas B. Glanton, Esq.
3800 Colonnade Parkway
Birmingham, AL 35243

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

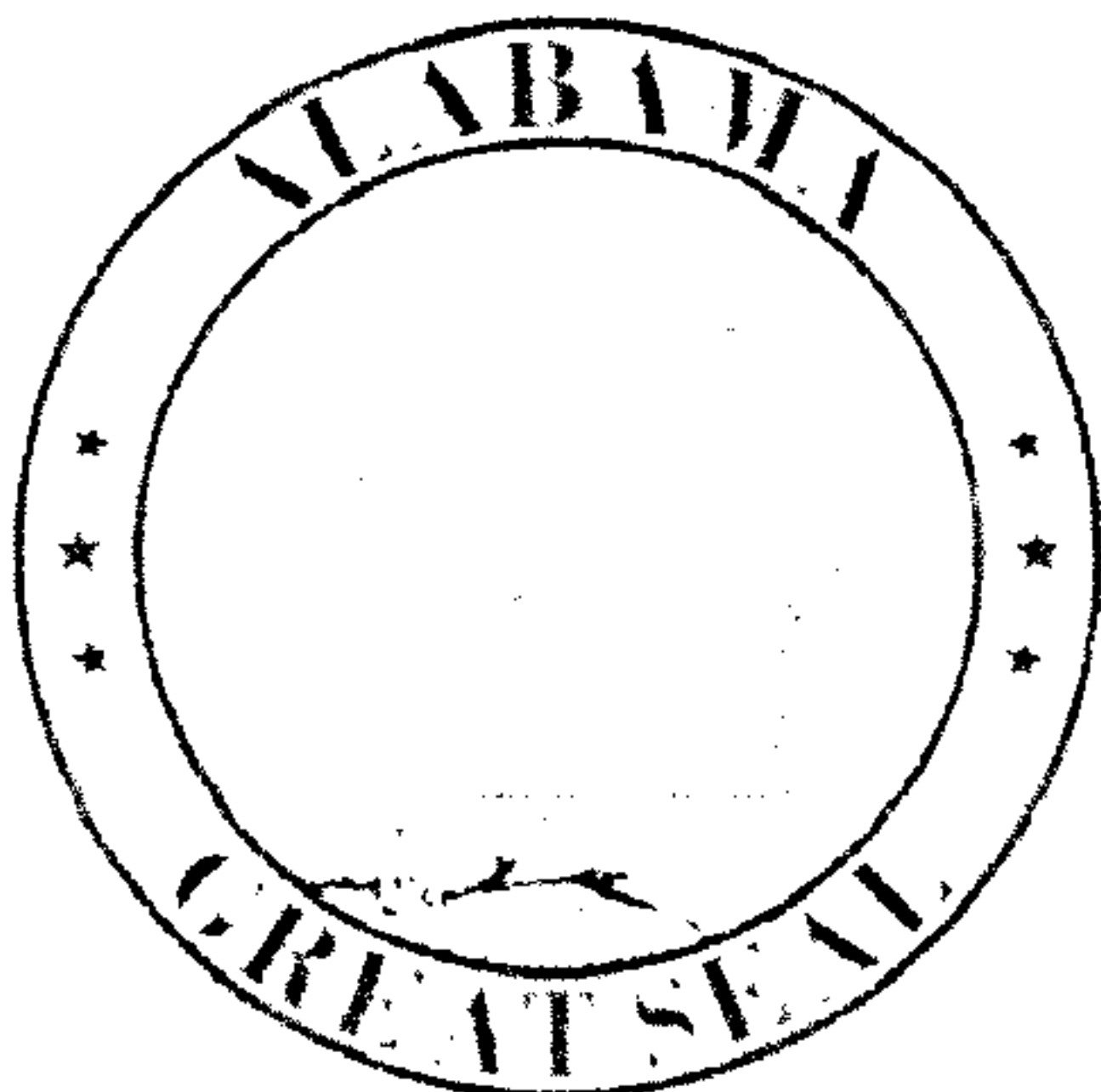
STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Stride Pride Inc.

This name reservation is for the exclusive use of Carly Woods, 107 Cedar Cove
Drive, Pelham, AL 35124 for a period of one year beginning August 26, 2013 and
expiring August 26, 2014



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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

August 26, 2013

Date

A handwritten signature in black ink, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State

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