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ARTICLES OF INCORPORATION  
of  
THE BUTTONHOLE, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is THE BUTTONHOLE, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is the sale of fabrics and other related materials and to engage in any lawful business or activities related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

The street address of the initial registered office of the corporation is Alabaster Shopping Center in Alabaster, Alabama 35007.

The initial registered agent at that address is Paul L. Brooks.

ARTICLE FIVE

CAPITAL STOCK

The total number of shares that the corporation has authority to issue is 2500, all of which shall be common shares with par value of \$10.00 per share.

Harrison & Conwill

ARTICLE SIX

DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of capital stock of this corporation shall, as a shareholder, have preemptive rights in, or to purchase or subscribe to, any shares of stock of this corporation. Nor shall any shareholder of this corporation have preemptive rights in, or to purchase or subscribe to, any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares of stock of this corporation. Provided, however, that any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the board of directors or shareholders on other terms and conditions fixed or designated by the Board of Directors or the shareholders.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Seven. The names and addresses of the persons constituting the initial board of directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

<u>Name</u>	<u>Address</u>
Paul L. Brooks	812 Colonial Drive Alabaster, Alabama 35007
Ruth S. Brooks	812 Colonial Drive Alabaster, Alabama 35007

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Paul L. Brooks	812 Colonial Drive Alabaster, Alabama 35007
Ruth S. Brooks	812 Colonial Drive Alabaster, Alabama 35007

WE, THE UNDERSIGNED, have subscribed our names this  
16th day of April, 1984.

Paul L. Brooks  
Paul L. Brooks, Incorporator

Ruth S. Brooks  
Ruth S. Brooks, Incorporator

This instrument was prepared by Harrison, Conwill,  
Harrison, & Justice whose address is P. O. Box 557, Columbiana,  
Alabama 35051.



# STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name \_\_\_\_\_

The Buttonhole, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of The Buttonhole, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

March 7, 1984 - expires 7-6-84

Date

*Don Siegelman*

Don Siegelman

Secretary of State

OFFICE OF THE JUDGE OF PROBATE  
SHELBY COUNTY, ALABAMA

CERTIFICATE OF INCORPORATION  
of  
THE BUTTONHOLE, INC.

The undersigned, as Judge of Probate, Shelby County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of The Buttonhole, Inc., duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of THE BUTTONHOLE, INC. and attaches hereto a certified copy of the Articles of Incorporation.

Dated April 17<sup>th</sup>, 1984.

Thomas A. Brundage, Jr.  
Judge of Probate

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1984 APR 17 AM 10:35

Thomas A. Brundage, Jr.  
JUDGE OF PROBATE

Recd 25.00  
Jud 1.00  
26.00

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