

ARTICLES OF INCORPORATION
OF
INSIDE/OUT, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is INSIDE/OUT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

- (A) To engage in the general business of manufacturing and selling, draperies, interior decorations, fixtures, wallpaper, carpeting, furniture, floor coverings, and related accessory business, and to engage in interior decoration services and to do any and all types of home improvements, interior and exterior.
- (B) To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and particularly that related to interior decoration and related accessories.
- (C) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, convey, encumber and mortgage said property or any part thereof.
- (D) To enter into, make, and perform contracts and agreements of every kind and for any lawful purpose, with any person, firm, corporation, or municipality; whether related to the business of the corporation or not; and generally to carry on any and every lawful business which a corporation is permitted to do by the laws and constitution of the State of Alabama, and such other business shall not be limited to the State of Alabama.
- (E) To engage in any lawful business that a corporation can enter into both within and without the State of Alabama.

This Instrument was Prepared by:
✓ M. WAYNE WHEELER, ATTORNEY
2230 3RD AVENUE, NORTH
BIRMINGHAM, ALABAMA 35203

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common of the par value of Ten Dollars (\$10.00) per share, constituting a total authorized capital of One Thousand Dollars (\$1,000.00), and consisting of such one class only.

FIFTH: Provisions for the regulation of the internal affairs of the corporation, and for the regulation of the business and for the conduct of the affairs of the corporation and its directors and shareholders are hereby adopted:

(a) The initial by-laws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws; provided, however, that the Board of Directors may not alter, amend or repeal any by-law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The by-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the corporation, the directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article Seventh hereof. Thereafter, the number of directors of the corporation shall be fixed from time to time by the by-laws or, in the absence of a by-law fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the by-laws, and no decrease shall have the effect of shortening the term of any incumbent director, except that any director may be removed, with or without cause, by a vote of the holder of a majority of the shares entitled to vote at an election of directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(i) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; and

(ii) To make, from time to time (so far as may be permitted by Federal or State law and regulations) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money to be loaned is not at any time required in the conduct of the business of the corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders, may be taken without a meeting, if prior to such meeting a written consent thereto is signed by all members of the Board, if action by the directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

SIXTH: The address of the initial registered office of the corporation is Highway 31 North, Calera, Alabama, 35040, and the registered agent at such address is James F. Williams.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James F. Williams	Highway 31 North Calera, Alabama 35040
Lynn Moon	Highway 31 North Calera, Alabama 35040

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James F. Williams	Highway 31 North Calera, Al 35040
Lynn Moon	Highway 31 North Calera, Al 35040

NINTH: The corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Code of Alabama, and all rights conferred upon shareholders at any time not granted subject to this reservation.

DATED THIS 9th DAY OF MAY, 1984.

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James F. Williams
JAMES F. WILLIAMS

Lynn Moon
LYNN MOON

INCORPORATORS

This Instrument was Prepared by
M. WAYNE WHEELER, ATTORNEY
2230 3RD AVENUE, NORTH
BIRMINGHAM, ALABAMA 35203

SUBSCRIPTION AGREEMENT

We, the undersigned, do hereby severally subscribe for and agree to take and pay for the amount of shares set opposite our respective names, said shares to be issued by INSIDE/OUT, INC., an Alabama corporation, hereinafter referred to as the Corporation.

We understand and agree that the capital stock subscribed for is to be paid for in cash in full at such time, and that upon payment by each of us, a certificate or certificates of stock will be issued for the number of shares for which we have severally subscribed.

COMMON SHARES AT \$10.00 PER SHARE

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<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Amount Paid in Cash</u>
James F. Williams	75	\$ 750.00
Lynn Moon	25	250.00
TOTAL		<u>\$1,000.00</u>

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 9th day of May, 1984.

James F. Williams
James F. Williams, Subscriber
Lynn Moon
Lynn Moon, Subscriber

ACCEPTED:
INSIDE/OUT, INC.

By James F. Williams
James F. Williams, President



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 _____

Inside/Out, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Inside/Out, 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.

May 3, 1984 - expires 9-1-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

INSIDE / OUT, INC.

The undersigned, as Judge of Probate of _____ County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of _____ INSIDE / OUT, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

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 _____ INSIDE / OUT, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of MAY, 19 84.

STATE OF ALA. SHELBY CO.

I CERTIFY THIS INSTRUMENT WAS FILED

Rec 2500
Feb 100
2600

1984 MAY 11 AM 11:50

Thomas A. Brundage, Jr.

Judge of Probate

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

