

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
SHAMROCK CRAFTS, INC.

The undersigned acting as incorporators of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Shamrock Crafts, Inc.

SECOND: The period of its duration is perpetual.

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

A. To acquire, purchase, promote, own, sell and otherwise market materials used in making artistic crafts including, but not limited to, sewing and stitching products, frames, yarn, and any other types of materials used in the production of such needlecraft products along with any and all finished works.

B. To apply for, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

C. To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate plants, factories, mills, merchandise stores, warehouses, commissaries, and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

D. To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, or any bonds, debentures, notes, scrip coupons, or other obligations or evidence of indebtedness, or the performances of any contract, mortgage, or obligation, of any other corporation, or association, domestic or foreign, or of any firm, partnership, or joint venture.

1947
E. To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every kind and nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

F. To lend or borrow money upon such security, if any, as the Board of Directors of the corporation may deem advisable, and to procure as broker or agent or attorney-in-fact whether or not for compensation the lending of money to others with or without security.

G. To draw, make, accept, endorse, discount, transfer, assign, execute and issue interest-bearing or non-interest bearing bonds, debentures, notes, drafts, bills of exchange, warrants and other evidence of indebtedness whether transferable or negotiable or otherwise; and for the purpose of securing any of its obligations or contracts to assign, transfer, convey, deliver, pledge, hypothecate, mortgage, place in trust or otherwise act with respect to all or any part of the property or assets at any time owned or held by this corporation, or in which it has an interest, upon such terms and conditions as the Board of Directors may authorize and as may be permitted by law.

H. To purchase or acquire by any other means, hold, sell or otherwise dispose of, reissue, retire, or cancel any shares of its own stock, and other securities or evidences of indebtedness or equity issued from time to time by it, provided, however, that the corporation shall not use its funds or property for the purchase of shares of its own stock when such would cause any impairment of the capital stock of the corporation and provided further, that the shares of its own stock belonging to this corporation shall not be voted upon directly or indirectly.

I. To enter into and make, execute, perform and carry out contracts of every kind and description for any lawful purposes without limit as to amount with any person, persons, firms, co-partnerships, trusts, corporations, whether private, public, quasi-public, or municipal and whether domestic, foreign, alien, joint stock companies, associations, public or private, or other entities of any kind, the United States of America, foreign governments, and with any municipality, village, town, city, county, state, territory, colony or any political or administrative authority, subdivision, department, board or agency of any thereof.

J. To purchase for cash, for the stock or other securities of the corporation, or otherwise, or in any other manner to acquire, the whole or any part of the real or personal property, assets, rights, business or good will of any other person, firm, corporation, co-partnership, trust, joint stock company, association or other entity of any kind, to assume the whole or any part thereof; to conduct in any lawful manner any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and carrying on of such business or the administration or management thereof or of such property, assets, rights and good will.

K. To have one or more offices within or without this state or both, to conduct or carry on all or any part of its operations or business without restriction or limit as to amount in the State of Alabama, or in any or all other States, Districts, territories, possessions, colonies, and dependencies of the United States of America, and in any and all foreign countries.

L. To enter into any lawful plan or project for the assistance or welfare of its officers and employees or to share its profits therewith.

M. To enter into, make, execute, perform and carry out any lawful arrangement or arrangements, for sharing of profits, union of interest, reciprocal concessions, or cooperation, with any person, firm,, corporation, co-partnership, trust, joint stock company, association, combination, organization, entity, or other body whatever, domestic or foreign or alien, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects or purposes of this corporation and whether said arrangement or arrangements between this corporation and the above described persons or bodies be by way of oral or written contract of partnership or joint venture, or otherwise.

N. To carry on any other business or activity in connection with or incidental to any of the foregoing.

O. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, corporation, co-partnership, trust, joint stock company, association, combination, organization, or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses shall be construed as objects, purposes, powers, and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner, the powers of the corporation, otherwise granted by law. The objects specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inferences from the terms of any particular clause, sentence or paragraph hereof, but the objects, purposes and powers, expressed by each of the clauses, sentences, paragraphs hereof shall be regarded as independent objects, purposes and powers. Nothing contained herein, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares of stock which the corporation shall have authority to issue shall be two hundred (200) shares of common stock of the par value of ten dollars (\$10.00) per share. The amount of capital stock with which the corporation shall begin business shall be one thousand (\$1,000.00), consisting of one hundred (100) shares of the common stock of the par value of ten dollars (\$10.00) per share.

FIFTH: The principal location and initial registered office of the corporation in the State of Alabama shall be 3371 North Broken Bow Drive, Birmingham, Alabama, County of Shelby.

SIXTH: The name of the initial registered agent at such address is Wanda K. McKelvy.

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 Shareholders or until their successors are elected and shall qualify as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243
Wanda McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243

EIGHTH: The name and address of each incorporator and number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Michael T. McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243	50
Wanda K. McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243	50

NINTH: The names and addresses of the officers chosen for the first year or until their successors are elected and qualified are as follows:

<u>NAME OF OFFICERS</u>	<u>ADDRESS</u>	<u>OFFICE</u>
wanda K. McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243	President/Treasurer
Michael T. McKelvy	3371 North Broken Bow Drive Birmingham, Alabama 35243	Vice President/Secretary

TENTH: The corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to this certificate of incorporation this the 2nd day of February, 1986.

Michael T. McKelvy
Michael T. McKelvy

Wanda K. McKelvy
Wanda K. McKelvy



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 _____

Shamrock Crafts, Inc.

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

January 15, 1986- expires 5-16-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

Shamrock Craft, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Shamrock Craft, 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 Shamrock Craft, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of February, 19 86.

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

1986 FEB 12 AM 8:37

Thomas A. Brumley, Jr.
JUDGE OF PROBATE

Thomas A. Brumley, Jr.
Judge of Probate

