

1044
ARTICLES OF INCORPORATION
OF
CREATIVE CRAFTS, INC.
AN ALABAMA CORPORATION

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:

CREATIVE CRAFTS, INC.

2. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.

3. PURPOSES: The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including but not limited to:
(a) To own, manage and operate one or more retail/wholesale craft establishments wherein said corporation will lease/rent to other individuals, partnerships, corporations and business entities booths or designated areas within said establishment for the retail/wholesale distribution of said individual, partnership, corporation or business entity crafts' to the public;

(b) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertains to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants facilities, mills, warehouses, yards, merchandise stores, commissaries and all other installations

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James M. Long
P.O. Box 1052

or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) 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, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls stock rights, participations, partnership interests(whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interest, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all

or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality,

county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every 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 interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited, joint venture, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the

right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation.

4. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred(100) shares of common stock of the par value of ten dollars (\$10.00) per share.

Pre-emptive Rights

Every shareholder of the stock of the corporation entitled to vote upon the election of directors, shall have the right, upon the issue of stock of the corporation of any class (whether now or hereafter authorized) during such period of time and upon such conditions as the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of the stock of the corporation at such price or prices and upon such terms as the Board of Directors may from time to time fix, provided, however, that no pre-emptive right shall exist:

- (1) to acquire any shares issued to directors, officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of shareholders;
- (2) to acquire any shares sold otherwise than for cash; or
- (3) to acquire any treasury shares which the corporation shall re-issue.

CUMULATIVE VOTING RIGHTS

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders, provided, however, that at each election for

directors every shareholder shall be entitled to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

QUORUM REQUIREMENTS

At any meeting of the shareholders of the corporation, one-third(1/3) of the shares entitled to vote at such meeting, represented in person or proxy, shall constitute a quorum. If a quorum is present when the meeting is convened, the shareholders present in person or by proxy may continue to transact business, notwithstanding the withdrawal of the holders of enough shares to leave less than a quorum as fixed above, or the refusal of any shareholder to vote, taking action by the vote of such number of shares as would have been sufficient to take such action at such meeting had such withdrawal or refusal not occurred.

POWER TO AMEND BY-LAWS

The power to alter, amend, or repeal any by-law of the corporation, or to adopt new by-laws, shall be vested in the board of directors except that the board of directors shall not have the power to alter, amend or repeal any by-law fixing the number or providing the manner for fixing the number of directors, or reserving to the shareholders the power to fill vacancies on the board of directors, or fixing the time and place of shareholders meetings.

APPOINTMENT/REMOVAL OF OFFICERS

The Board of Directors shall have the power to appoint all officers of the corporation and to remove any such officer whenever, in its best judgment, the best interests of the corporation will be served thereby, provided, however, that no officer who is a shareholder of the corporation shall be removed except upon a unanimous vote of the full Board of Directors.

FINANCIAL PROVISIONS

The Board of Directors of this corporation may from time to time, distribute to the shareholders of the corporation out of its capital surplus, as capital surplus is defined under the Alabama Business Corporation Act as the same may be from time to time amended, any portion of the corporation's assets shall be made at a time when this corporation is insolvent, as defined under the Alabama Business Corporation Act as the same may be from time to time amended, or when such distribution would render this corporation insolvent, as so defined.

5. REGISTERED OFFICE/INITIAL REGISTERED AGENT:

The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

NAME OF INITIAL
REGISTERED AGENT

LOCATION AND MAILING
ADDRESS OF REGISTERED
OFFICE

Donald R. Watters

3569 Pelham Parkway
Building #12
Pelham, Alabama 35124

6. INITIAL BOARD OF DIRECTORS:

The initial board of directors shall consist of two(2) persons. The name(s) and address(es) of the person(s) who shall serve as director or directors until the first annual meeting of shareholders of the corporation or until the successor or successors to such director directors are elected and qualify are:

NAME

ADDRESS

Donald R. Watters

1898 Chandalar Court
Pelham, Alabama 35124

Billie H. Whitfield

1898 Chandalar Court
Pelham, Alabama 35124

QUALIFICATIONS OF DIRECTORS

No person elected as a director of the corporation at the first annual meeting of the shareholders or thereafter elected to the board of directors by the shareholders or by the board of directors (in the event of a vacancy) shall be qualified to serve as a director of the corporation unless such person is a shareholder of the corporation and resident of Alabama.

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7. INCORPORATOR(S): The name(s) and address(es) of each incorporator, whether one or more, are:

NAME(S)	ADDRESS(ES)
Donald R. Watters	1898 Chandalar Court Pelham, Al 35124
Billie H. Whitfield	1898 Chandalar Court Pelham, Al 35124

EXECUTED on this the 15TH day of MARCH . 1989.

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Donald R. Watters
Incorporator

Billie H. Whitfield
Incorporator

Incorporator



STATE OF ALABAMA

I, Glen Browder, 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 Creative 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 Creative 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.

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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.

November 14, 1988 - expires 3-15-89

Date

Glen Browder

Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION

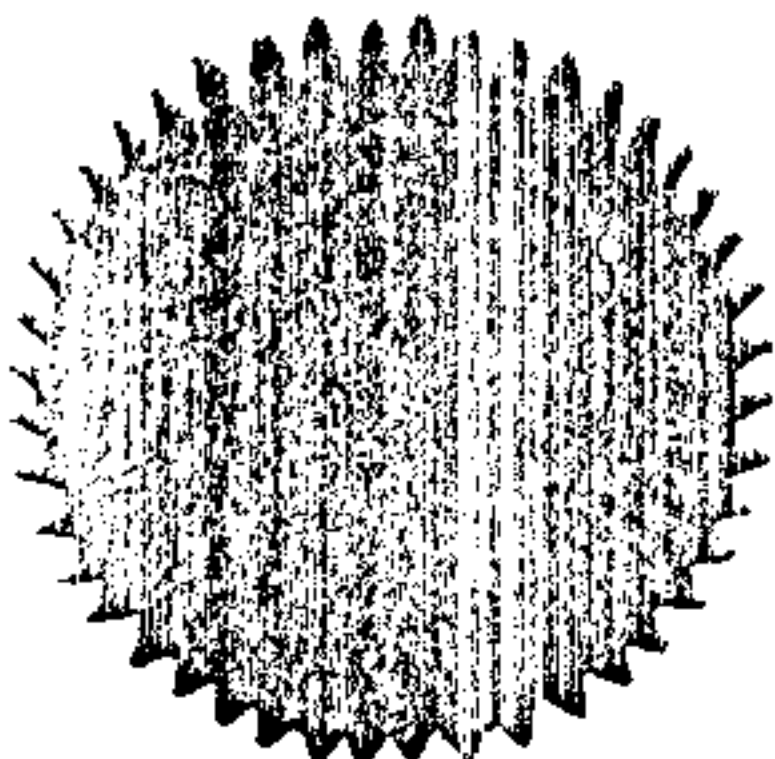
OF

Creative Crafts, 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 Creative Crafts, Inc., duly signed pursuant to the provisions 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 Creative Crafts, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of March, 19 89



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

89 MAR 15 PM 4:46

Thomas G. Howland, Jr.
JUDGE OF PROBATE

Thomas G. Howland, Jr.
Judge of Probate

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