

STATE OF ALABAMA)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
02/22/2008 01:34:00PM FILED/CERT

ARTICLES OF INCORPORATION
OF
BAGS & THEN SOME, INC.

The undersigned, acting as incorporator of a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Alabama Business Corporation Act of the Code of Alabama, 1975, as amended, does hereby file and adopt these Articles of Incorporation for such corporation as follows:

ARTICLE ONE
NAME

The name of the corporation shall be Bags & Then Some, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The location of the principal office of the corporation shall be at 4730 Sandpiper Lane, Birmingham, Alabama 35244.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR
PURPOSES FOR CORPORATE ORGANIZATION

The nature, objective and purpose for which this corporation is formed shall be fulfilled as fully as to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

The corporate purpose is to specifically engage in business regarding wholesale and retail sales of various merchandise and goods and providing other related services for the benefit and perpetuation of the purpose stated herein.

ARTICLE FIVE
GOVERNING LAWS AND POWERS

The corporation shall be governed by and subject to the Alabama Business Corporation Act, pursuant to the laws of the State of Alabama. The corporation shall enjoy the powers and privileges set forth herein pursuant to the laws of the State of Alabama specifically including, without limitation, the following:

1. To sell, exchange, purchase, construct on, rent or lease Real Estate.
2. To negotiate legal arrangements to be entered into for the purpose of a legal venture in anticipation of receiving or sharing profits and union of interests in combination with any person, partnership, corporation, association, organization, or any other such legal entity or body, whether such venture be with a domestic or foreign company, for the purpose of carrying on any business or transaction deemed necessary, convenient or incidental to the purposes of this corporation as found in these Articles of Incorporation.
3. To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others and to guarantee the payment of dividends upon any security or securities.
4. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and outside the State of Alabama.
5. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and outside the State of Alabama, and in any part of the world.
6. For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.
7. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

8. To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

9. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, and either alone or in the company of others.

10. In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Fifth Article of these Articles of Incorporation shall, except where otherwise specified, by no wise limited or restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers, and shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

ARTICLE SIX CAPITAL STOCK

1. The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1000) common shares of the par value of Zero and 10/100 (\$0.10) each, thus representing a total authorized capital of One Hundred Dollars (\$100.00) and consisting of such one class only.

2. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders and such vote may be cast in person or by proxy.

3. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

4. No person shall have the power to bind the corporation within the scope of the business authorized and provided for within the Articles of Incorporation of the corporation limited by virtue of such person being a shareholder of the corporation.

5. No shareholder shall have any preemptive right to purchase any proportion of any shares of the corporation, including treasury shares, that might be issued or sold by the corporation.


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ARTICLE SEVEN
REGULATION OF CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and Directors of this corporation will be held either in or out of the State of Alabama, at such place or places as may be designed in the By-Laws or by the Board of Directors herein included in these Articles of Incorporation.

2. By-Laws. The initial By-Laws of this corporation shall be adopted by the Shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be exclusively vested in the Shareholders. The affirmative vote of the majority shares of the outstanding shares of the corporation entitled to vote, at any regular or special meeting, where such meeting constitutes a quorum of the shareholders, will be necessary to amend or repeal the By-Laws. The By-Laws may contain any provisions for the management and regulation of the business and for the conduct of the affairs of the corporation which will be consistent with the powers and authority expressly provided by statute or these articles of the Articles of Incorporation.

3. Contracts Involving Directors. No contract or other transaction of this corporation with any person or corporation will be invalidated or affected by:

(a) The fact that the director has an interest in or is an officer of any other corporation;

or

(b) The fact that any director may be involved or has an interest in the contract or transaction.

A person who may become a director of the corporation is relieved of any liability arising by reason of his contract with the corporation for his own benefit or the benefit of any corporation of which he may have an interest.

ARTICLE EIGHT
LOCATION AND MAILING ADDRESS OF
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation is 4730 Sandpiper Lane, Birmingham, Alabama 35244, and the name of the initial registered agent at such address is Sandra Smith.

The corporation may maintain such other offices elsewhere, within or outside the State of Alabama, as its Board of Directors may from time to time determine.


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ARTICLE NINE
DIRECTOR(S) CONSTITUTING INITIAL BOARD OF DIRECTORS

1. The number of persons constituting the initial Board of Directors of the corporation is two, 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:

DIRECTORS

MAILING ADDRESS

Sandra Smith

4730 Sandpiper Lane
Birmingham, Alabama 35244

Kruse Smith

4730 Sandpiper Lane
Birmingham, Alabama 35244

2. A member of the Board of Directors need not be a shareholder of the corporation to qualify.

3. Members of the Board of Directors shall be elected each year at the annual meeting of the Shareholders and shall hold office for one (1) year until the next annual meeting of Shareholders or until their successors have been elected and qualified.

ARTICLE TEN
THE NAME AND ADDRESS OF INCORPORATOR

The name and post office address of the incorporator are as follows:

INCORPORATOR

MAILING ADDRESS

F. Wade Steed

1800 International Park Drive, Ste. 10
Birmingham, Alabama 35243

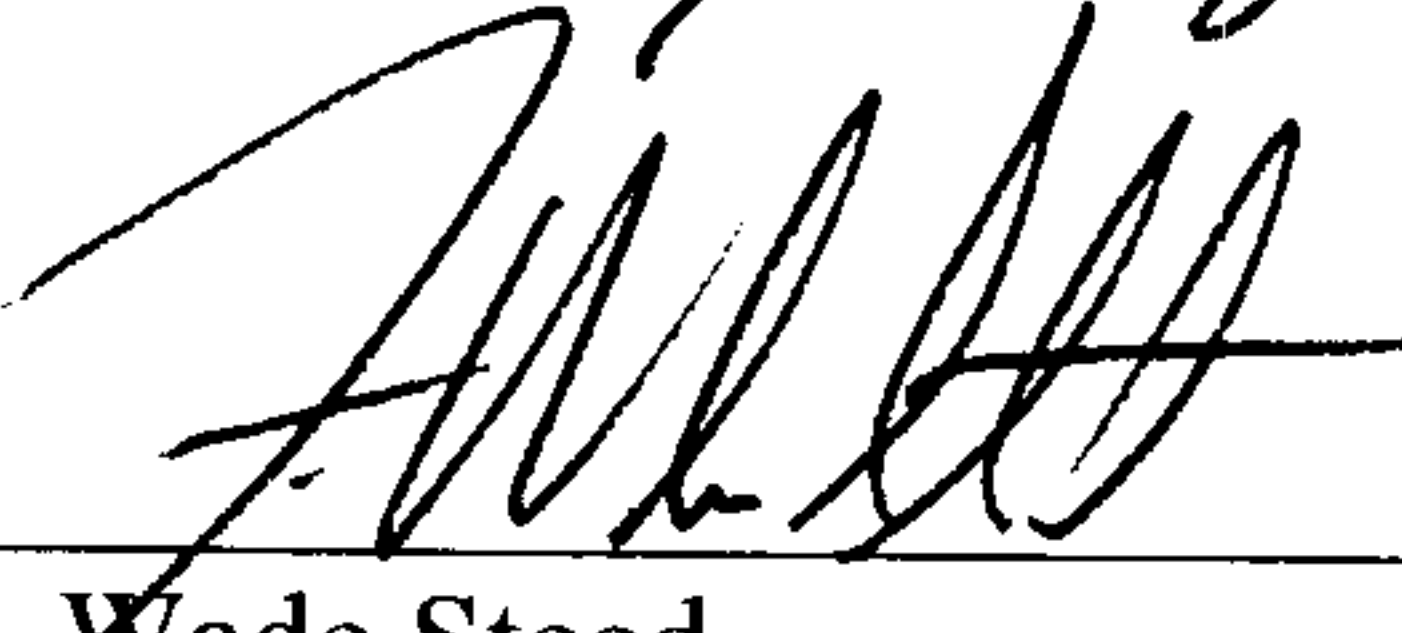
ARTICLE ELEVEN
SPECIAL CLASS OF STOCKS AND BONDS

The corporation reserves the right to create any preferred or special class of stocks and bonds to amend or repeal any provisions contained in the articles of the Articles of Incorporation or any amendment thereof in the manner now or hereafter provided by the Laws of the State of Alabama. All rights of the Shareholders of the corporation are created subject to the aforesaid reservations.

ARTICLE TWELVE
PRICE OF STOCK

The purchase price of stock to which the corporation or its Shareholders may purchase, or be obligated to purchase, from a deceased, retired, expelled, or disqualified Shareholder who may be required to sell his shares to the corporation or to its other Shareholders, may be fixed by the By-Laws of the corporation, or by a private agreement entered into by the Shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation for the purpose of forming a corporation under the Laws of the State of Alabama, hereunto subscribes his hand to these Articles of Incorporation this the 21st day of February, 2008.



F. Wade Steed
Incorporator

THIS INSTRUMENT WAS PREPARED BY :

F. Wade Steed
Dempsey, Steed, Stewart, Ritchey & Gaché, LLP
Attorneys at Law
1800 International Park Drive, Suite 10
Birmingham, Alabama 35243


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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Bags & Then Some, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of F. Wade Steed, 1800 International Park Drive Ste 10, Birmingham, AL 35243 for a period of one hundred twenty days beginning February 11, 2008 and expiring June 11, 2008.



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.

February 11, 2008

Date

Beth Chapman

Beth Chapman

Secretary of State