


**ARTICLES OF ORGANIZATION
OF
EMMA'S INTIMATES, L.L.C.**


20090306000083350 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
03/06/2009 04:00:00PM FILED/CERT

Pursuant to the Provisions of Act No. 97-920 of the 1997 Alabama Legislature, as amended, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I: NAME

The name of this Limited Liability Company shall be **EMMA'S INTIMATES, L.L.C.**

ARTICLE II: DURATION

The period of duration is perpetual.

ARTICLE III: PURPOSES

The Limited Liability Company has been organized for the following purposes:

1. To engage in the retail sale of intimate apparel.
2. To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, company, municipality, or political body, whether related to the business purpose stated in ¶ 1 above or not, and generally to carry on any and every lawful business which a Limited Liability Company is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama; and
3. In furtherance and not limited by of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United States, and to own, buy and sell personal property and to borrow money and issue its bonds, notes or mortgages therefore.

ARTICLE IV: REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be 3085 Highland Lakes Road, Birmingham, Alabama 35242, and its registered agent at such address shall be A. Davenport.

ARTICLE V: OTHER OFFICES


Other offices for the transacting of business shall be located at such places as the business of the L.L.C. may require.

ARTICLE VI: INITIAL MEMBER

The names and addresses of the initial Members are:

A. Davenport
3085 Highland Lakes Road
Birmingham, Alabama 35242

C. Helton
4466 Crossings Ridge
Birmingham, Alabama 35242


20090306000083350 2/4 \$80.00
Shelby Cnty Judge of Probate, AL
03/06/2009 04:00:00PM FILED/CERT

ARTICLE VII: ADDITIONAL MEMBERS

The initial members shall have the right to admit additional members upon unanimous consent and agreement of the original members and the remaining members continue to hold their positions.

ARTICLE VII: MEMBERS' MEETINGS

All meetings of the members of the L.L.C. shall be held at the principal office of the L.L.C. or at such other place as may be legally designated by the managers.

The annual meeting of the members of the L.L.C. shall be held at 3085 Highland Lakes Road, Birmingham, Alabama 35242 on the 31st of December of each year unless such day be a legal holiday, in which case the meeting shall be held at the same time on the next succeeding day not a legal holiday.

A special meeting of the members of the L.L.C. may be called at any time by the members. It shall be the duty of the members to call a special meeting of the members whenever so requested by members holding 25% or more in interest of the capital of the L.L.C.

Notice of the time, place and purpose of all meetings of the members, regular and special, shall be mailed at least ten days prior to the date of the meeting by the Secretary to each member of record at his or her address. Notwithstanding the failure to give notice as hereinbefore provided, any meeting shall be a legal meeting for the transaction of all business if each member is either present, in person or by proxy, or has in writing waived such notice.

Except as may otherwise be provided by law, a majority of the capital entitled to vote and outstanding, represented in person or by proxy by member of record, shall constitute a quorum at any meeting of members, but the members present at any such meeting, in person or by proxy, though less than a quorum, may adjourn the meeting to a future time and the adjourned meeting may be held

20090306000083350 3/4 \$80.00
Shelby Cnty Judge of Probate, AL
03/06/2009 04:00:00PM FILED/CERT

at such time without further notice.

Each member shall be entitled to one vote for each dollar of capital held by him or her, which vote shall be cast either in person or by written proxy filed with the Secretary of the meeting prior to being voted. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof unless provided to the contrary herein.

All L.L.C. powers shall be exercised by or under authority of and the management of the business and property of the L.L.C., shall be under the direction of the members.

ARTICLE IX: FINANCE

The funds of the L.L.C. shall be deposited in such banks and trust companies as the members shall designate. All orders for the payment of money, notes and other evidences of indebtedness issued in the name of the members shall designate the members, agent or agents of the L.L.C. signing as authorized by the members.

IN WITNESS THEREOF, the undersigned members have executed these Articles of Organization, on this, the 6 day of March, 2009.

A. Davenport
A. Davenport

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that A. Davenport, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 6th day of March, 2009.

Spencer Daniels
Notary Public

SEAL

My commission expires: 7/3/2010



20090306000083350 4/4 \$80.00
Shelby Cnty Judge of Probate, AL
03/06/2009 04:00:00PM FILED/CERT

C. Helton

C. Helton

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that C. Helton, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 6th day of March, 2009.

April B. Daniels

Notary Public

SEAL

My commission expires: 7/3/2010