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20091007000379700 1/3 \$80.00  
Shelby Cnty Judge of Probate, AL  
10/07/2009 10:34:49 AM FILED/CERT

**ARTICLES OF ORGANIZATION**  
**OF**  
**CHOOSE HAPPY, LLC**

**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

Pursuant to the provisions of the Alabama Limited Liability Company Act (hereinafter referred to as "the Act"); the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

**ARTICLE I**  
**NAME**

The name of the limited liability company ("Company") is:

**CHOOSE HAPPY, LLC**

**ARTICLE II**  
**DURATION**

Unless it is dissolved and its affairs wound up as provided in the Operating Agreement or as may be required by the Act, the Company shall have perpetual duration and succession in its name beginning on the date these Articles are filed with the Judge of Probate.

**ARTICLE III**  
**PURPOSES**

The Company has been organized for the following purposes:

To create women's apparel and/or accessories and distribute them to retailers to sell in their stores, with all the usual and necessary services for itself and others, to engage in any other lawful activity, whether or not related or incidental to any of the foregoing activities, and to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purpose (including, without limitation, obtaining financing therefore), as well as for any lawful purpose for which such a company may be organized under the laws of the State of Alabama.



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**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office is 5287 Highway 280, #259, Birmingham, Alabama 35242, and the name of the initial registered agent of the Company is SHEILA ESTES.

**ARTICLE V**  
**INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Mailing Address</u>
SHEILA ESTES	342 Highland Park Drive Birmingham, Alabama 35242
CAROL FIGHTS	1013 Westwick Circle Birmingham, Alabama 35242
MINDY ARNETTE	1040 New Berry Lane Birmingham, Alabama 35242

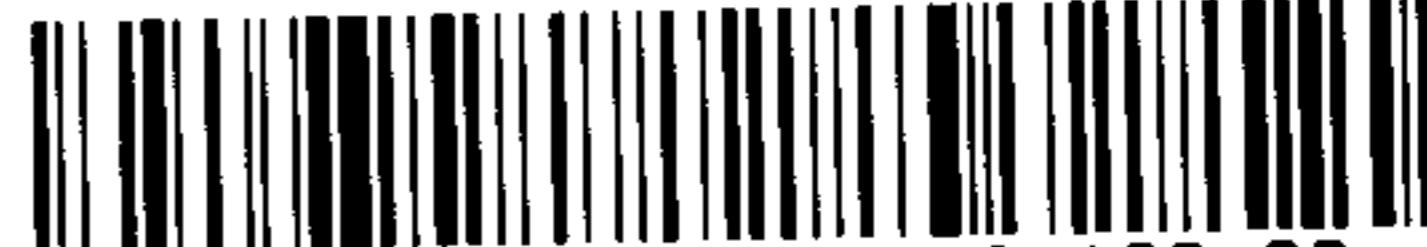
**ARTICLE VI**  
**ORGANIZERS**

The names and mailing addresses of the organizers of the Company:

<u>Name</u>	<u>Mailing Address</u>
SHEILA ESTES	342 Highland Park Drive Birmingham, Alabama 35242
CAROL FIGHTS	1013 Westwick Circle Birmingham, Alabama 35242
MINDY ARNETTE	1040 New Berry Lane Birmingham, Alabama 35242

**ARTICLE VII**  
**ADMISSION OF NEW MEMBERS**

Members of the Company shall have the right to admit new members from time to time. Additional members may be admitted only upon written unanimous consent of the



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existing members and such existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

## **ARTICLE VIII** **CONTINUATION OF BUSINESS**

The cessation of membership of one or more members will not result in the dissolution of the Company.

## **ARTICLE IX** **MANAGEMENT**

The management of the Company shall be vested in its members. The members shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto, subject to the terms and conditions of the Company's Operating Agreement.

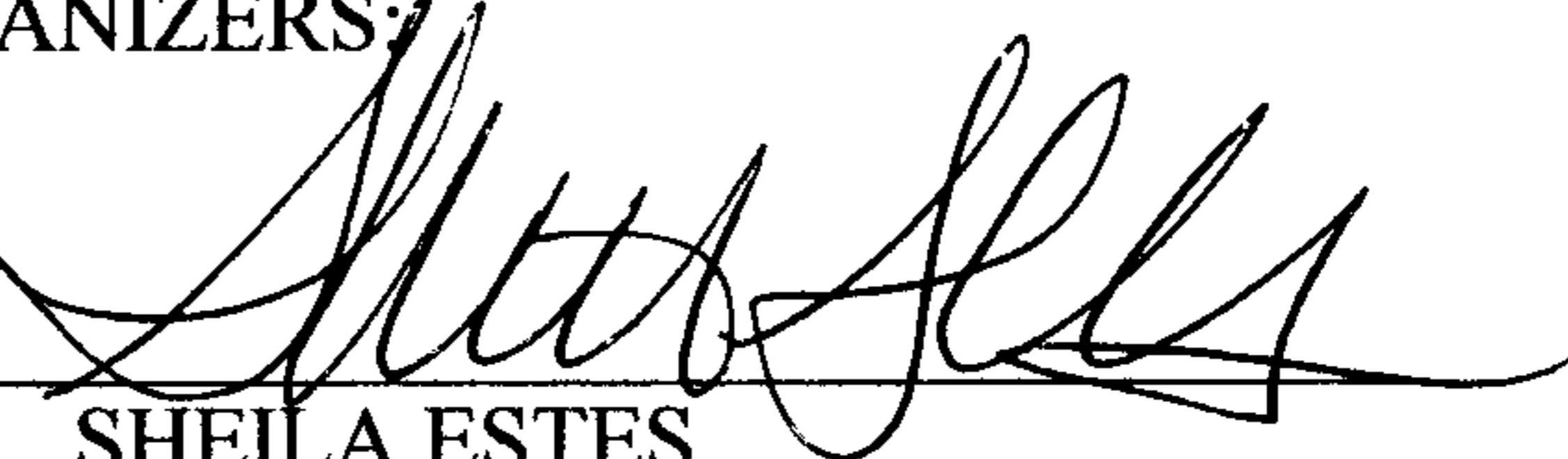
## **ARTICLE X** **POWERS**

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

IN WITNESS WHEREOF, the undersigned organizers have executed these Articles of Organization on this the 3 day of September, 2009.

### **ORGANIZERS:**

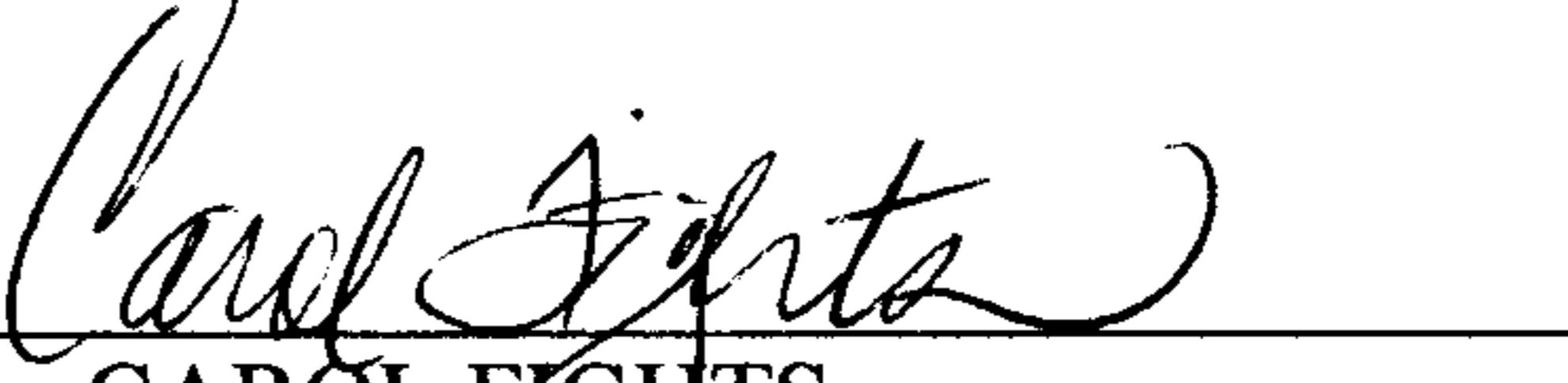
By



SHEILA ESTES

Its Managing Member

By



CAROL EIGHTS

Its Managing Member

By



MINDY ARNETTE

Its Managing Member