


This instrument was prepared by:
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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION

OF

KENZIE BLAKE, 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:

KENZIE BLAKE, 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.

ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office is 342 Highland Park Drive, 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
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
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 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 24 day of June, 2010.

ORGANIZERS:

By 
SHEILA ESTES
Its Managing Member

By 
MINDY ARNETTE
Its Managing Member