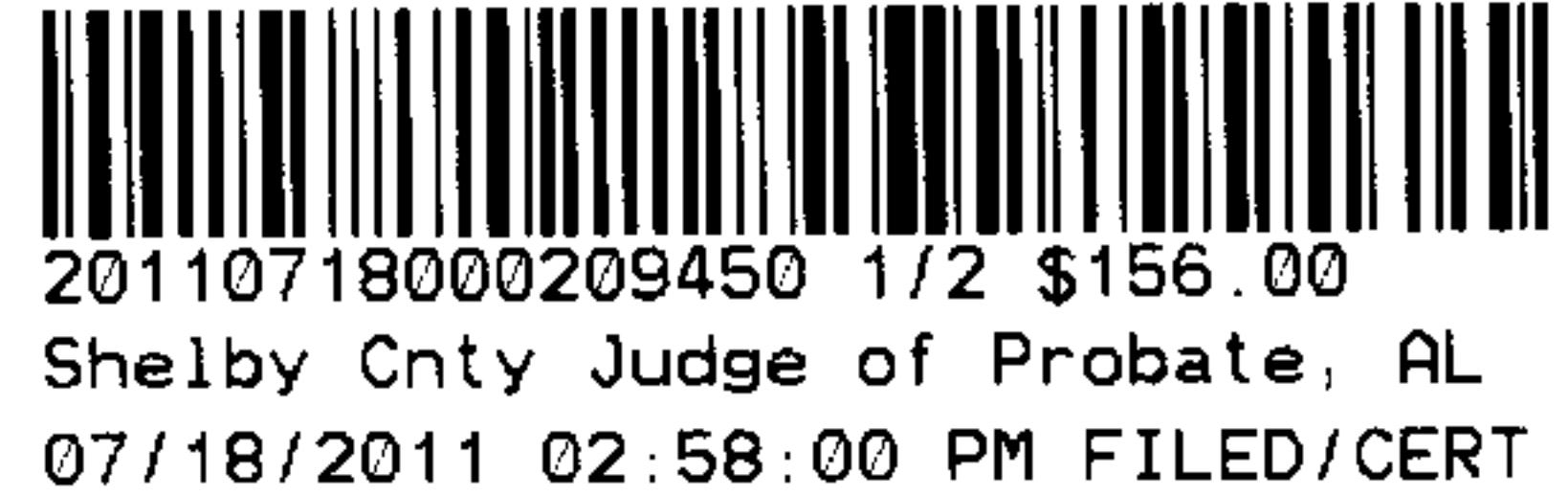


# STATE OF ALABAMA

## DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES



### INSTRUCTIONS:

**STEP 1:** THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

**STEP 2:** FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

**Article I** The name of the Limited Liability Company: TAW Sports Birmingham, LLC  
(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)

**Article II** The duration of the Limited Liability Company is Perpetual.

**Article III** The Limited Liability Company has been organized for the following purpose(s):  
Retail Sales of New Balance Shoes and Apparel

**Article IV** The **street address** (NO PO BOX) of the registered office: New Balance Birmingham, 4618 Highway 280, Suite #101, Birmingham, AL, 35243 and the name of the registered agent at that office: Wesley McCluney

**Article V** The **names and addresses** of the initial member(s), and organizer (if any):  
① Allen W. McCluney, Jr., 9011 Cairn Ridge Dr., Germantown, TN, 38139  
② Wesley H. McCluney 2003 Trust, 5135 Peachtree Pkwy NW, #905, Norcross, GA, 30092  
③ TIMOTHY D. Blount, 7 Spyglass Hill, Brentwood, TN, 37027  
(Attach additional sheets if necessary.)

**Article VI** If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.

TIMOTHY D. Blount, 7 Spyglass Hill, Brentwood, TN, 37027

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 14<sup>th</sup> day of July, 2011.

THIS DOCUMENT PREPARED BY:

Wesley H. McCluney  
Signature of Member/Organizer



20110718000209450 2/2 \$156.00  
Shelby Cnty Judge of Probate, AL  
07/18/2011 02:58:00 PM FILED/CERT

Beth Chapman  
Secretary of State

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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**TAW Sports Birmingham, LLC**

This domestic limited liability company name is proposed to be formed in Alabama and is for the exclusive use of WESLEY MCCLUNEY, 5135 PEACHTREE PARKWAY NW STE #905, NORCROSS, GA 30092 for a period of one hundred twenty days beginning July 8, 2011 and expiring November 6, 2011

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.



583-493

July 12, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State