

ARTICLES OF INCORPORATION

OF

BOOTS, BELTS & MORE, INC.



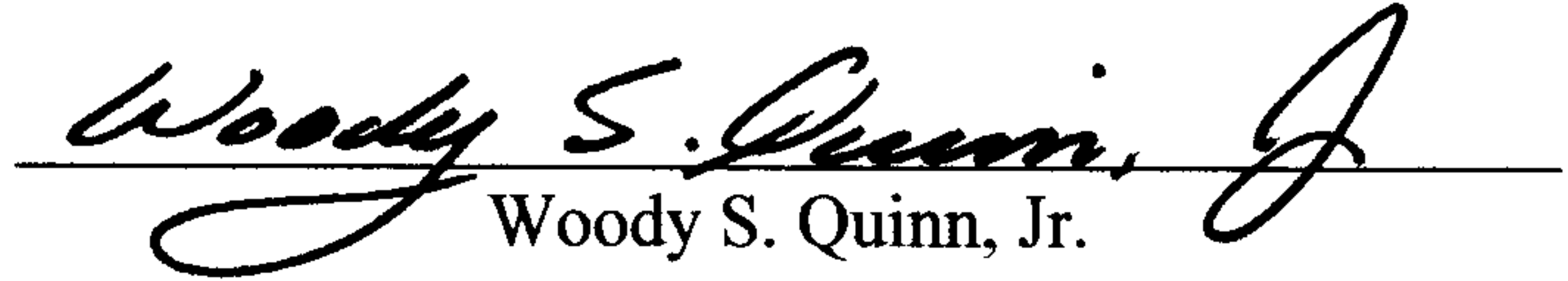
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Shelby Cnty Judge of Probate, AL
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1. The name of the corporation is Boots, Belts & More, Inc.
2. The type of filing entity being formed is a corporation.
3. The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Law (the "Alabama Business Corporation Law"), including, but not limited to, the sale of western wear apparel and accessories.
4. The period of duration of the corporation is perpetual.
5. The number of shares of capital stock the corporation is authorized to issue is 1,000 shares of common stock, par value \$0.01 per share.
6. No holder of any share or shares of any class of stock of the corporation shall have a preemptive right to purchase or subscribe for shares of any class of capital stock of the corporation now or hereafter authorized, including treasury shares, or for any securities convertible into or carrying any optional rights to purchase or subscribe for any shares of any class of capital stock of the corporation now or hereafter authorized.
7. The location of the initial registered office of the corporation is 1060 Highway 31, Alabaster, Alabama 35007. The mailing address of the registered office of the corporation is P.O. Box 85, Saginaw, Alabama 35137. The name of its initial registered agent at that address is Woody S. Quinn, Jr.
8. The name and address of the incorporator of the corporation are Woody S. Quinn, Jr. and P.O. Box 85, Saginaw, Alabama 35137.
9. (a) The number of directors constituting the board of directors of the corporation shall be one (1).

(b) The name and address of the person who is to serve as the initial director of the corporation are as follows: Woody S. Quinn, Jr. and P.O. Box 85, Saginaw, Alabama 35137.
10. A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders by such director;

(iii) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law or any successor provision to such section; (iv) an intentional violation of criminal law by such director; or (v) a breach of such director's duty of loyalty to the corporation or its shareholders. If the Alabama Business Corporation Law is hereafter amended, or any successor statute thereto is hereafter adopted or amended, to authorize the elimination of or the further limitation of the liability of a director of a corporation, then the liability of a director of the corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Law, as amended, or any successor statute thereto, as adopted or amended.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Law, executes these Articles of Incorporation this 11th day of January 2012, which Articles of Incorporation shall be effective upon filing.


Woody S. Quinn, Jr.



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This instrument prepared by:
C. Samuel Todd, Esq.
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

Boots, Belts & More, Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Bradley Arant Boult Cummings LLP, 1819 5th Avenue N,
Birmingham, AL 35203 for a period of one hundred twenty days beginning
January 6, 2012 and expiring May 5, 2012.



594-255

**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.**

January 6, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State



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