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Shelby Cnty Judge of Probate, AL
09/23/2014 10:56:37 AM FILED/CERT

STATE OF ALABAMA §
 § ss.
SHELBY COUNTY §

ARTICLES OF ORGANIZATION

OF

GENTILLE ALOUETTE, L.L.C.

The undersigned, desiring to form a limited liability company pursuant to the provisions of Act No. 93-724 of the 1993 Alabama Legislature, known as the Alabama Limited Liability Company Act, for the purposes hereinafter stated, do hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME OF COMPANY: The name of the limited liability company shall be Gentille Alouette, L.L.C.

ARTICLE II

DURATION: The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue for a period of thirty (30) years; provided, however, that the limited liability company shall be dissolved prior to such date: (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement of the limited liability company; or (c) as may be required by the Alabama Limited Liability Company Act, as the same may be amended from time to time.

ARTICLE III

PURPOSES: This limited liability company is formed primarily for the purposes of owning and operating a business for the design, manufacture, and sale of clothing lines; and further for the purpose of transacting any or all lawful business for which limited liability companies may be formed under the Alabama Limited Liability Company Act, as from time to time amended.

ARTICLE IV

REGISTERED OFFICE AND AGENT: The location and mailing address of the limited liability company's initial registered office is 7450 Dunnivant Valley Road, Leeds, AL 35094. The name of the limited liability company's initial registered agent at such address is Regina Newsome.

ARTICLE V

MEMBERSHIP:

1. Initial Membership. The names and addresses of the initial members of the limited liability company are:

<u>Name</u>	<u>Address</u>
Regina Newsome	7450 Dunnavant Valley Road Leeds, AL 35094
Sarah Yang	1106 Lake Colony Lane Birmingham, AL 35242
Corrine Prosser	1478 Laurens Street Birmingham, AL 35242

2. Additional Members. Additional members may be admitted upon approval by members holding at least eighty-five percent (85%) of the ownership interests in accordance with such other terms, conditions, and procedures as may be imposed from time to time in the Operating Agreement of the limited liability company.

ARTICLE VI

CONTINUATION OF BUSINESS: Upon the occurrence of an event of dissociation, which results in one or more members being terminated from membership, the remaining members shall have the right to continue the business of the limited liability company upon an affirmative vote by the members.

ARTICLE VII

MANAGEMENT: The management of the limited liability company shall be vested in the Members.

ARTICLE VIII

POWERS: The limited liability company shall have all powers given to limited liability companies by the Alabama Limited Liability Company Act and such other acts or laws as may be applicable to limited liability companies in the State of Alabama and such other jurisdictions in which this limited liability company may be doing business.

IN WITNESS WHEREOF, the undersigned, being the initial members of this limited liability company, have hereunto set their hands and seals on the 12 day of September, 2014.

Regina Newsome
Regina Newsome, Member

Sarah Yang
Sarah Yang, Member

Corrine Prosser
Corrine Prosser, Member

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I, the undersigned authority, a notary public, hereby certify that Regina Newsome, 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 foregoing instrument, she executed the same voluntarily on the day the same bears date.

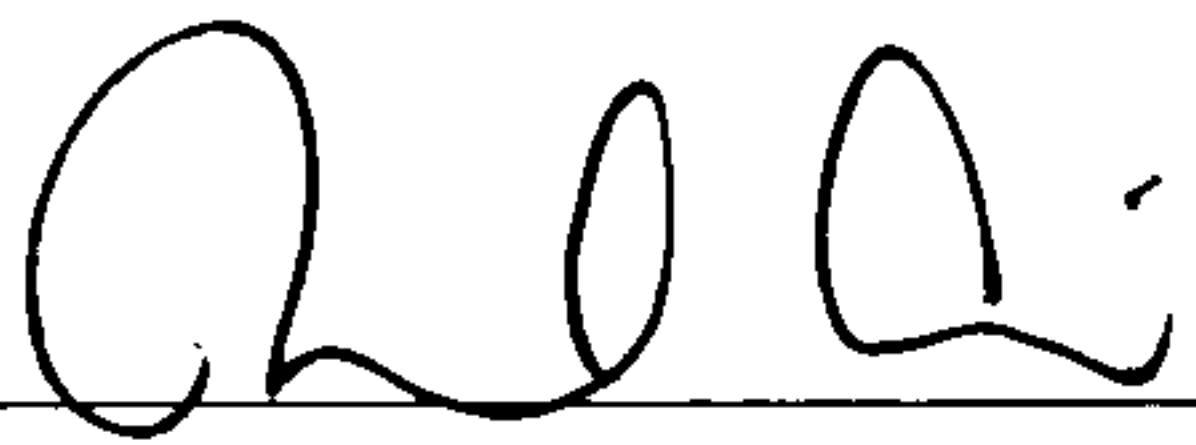
Given under my hand and official seal on this the 12th day of September, 2014.

Jennifer Choi
Notary Public
My Commission Expires: October 4, 2016

STATE OF ALABAMA §
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I, the undersigned authority, a notary public, hereby certify that Sarah Yang, 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 foregoing instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 12 day of September, 2014.

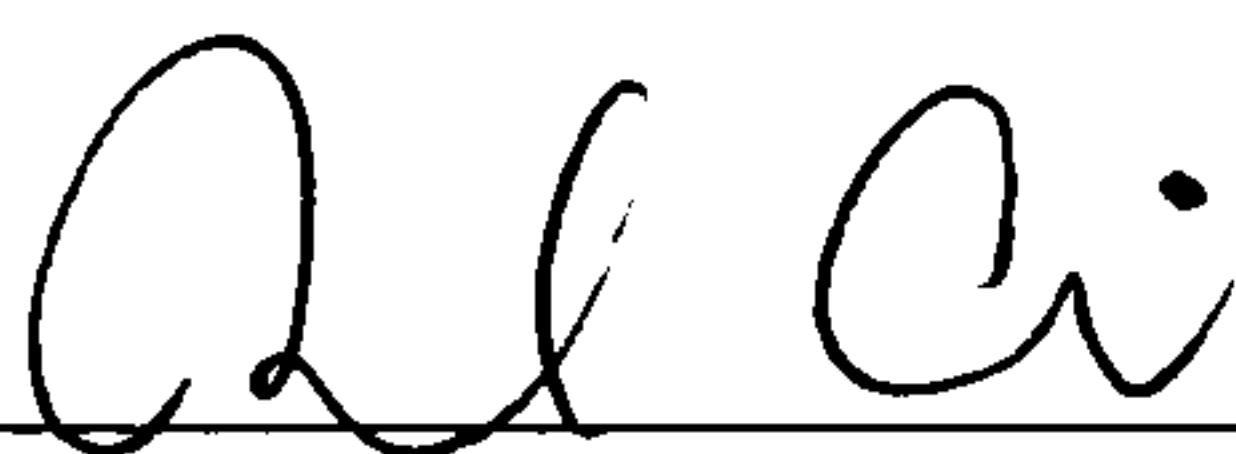


Notary Public
My Commission Expires: _____
Jennifer Choi
Notary Public Alabama State at Large
My Commission Expires October 4, 2016

STATE OF ALABAMA §
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I, the undersigned authority, a notary public, hereby certify that Corrine Prosser, 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 foregoing instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 12th day of September, 2014.



Notary Public
My Commission Expires: _____
Jennifer Choi
Notary Public Alabama State at Large
My Commission Expires October 4, 2016

THIS INSTRUMENT PREPARED BY:

MARK C. NELSON
ATTORNEY AT LAW
2216 14TH STREET (35401)
P. O. BOX 1788
TUSCALOOSA, ALABAMA 35403
TELEPHONE (205) 349-3449

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, 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:

Gentile Alouette, L.L.C.

This name reservation is for the exclusive use of Mark C. Nelson, PO Box 1788,
Tuscaloosa, AL 35403 for a period of one year beginning September 11, 2014 and
expiring September 11, 2015



RES667739

**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.**

September 11, 2014

Date

Jim Bennett

Secretary of State

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