

**CERTIFICATE OF FORMATION
(ARTICLES OF INCORPORATION)
OF
MANNING SEWING, INC.**

The undersigned, for the purpose of forming a business corporation for profit under the laws of the State of Alabama, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is MANNING SEWING, INC.

ARTICLE II - OFFICE

The principle office of the corporation will be located at 1040 Inverness Corners, Birmingham, Alabama 35242.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of the retail sale of sewing machines, fabric, notions, and to engage in any lawful business, act or activity for which a corporation may be organized in Alabama, it being the purpose and intent of this Article IV to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under Alabama law.

ARTICLE V - CAPITOL STOCK

(a) **AUTHORIZED CAPITOL.** The number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock, \$.01 per share par value.

(b) **SHARE CLASSES.** The corporation is authorized to issue one (1) class of shares. These shares shall be designated as common stock. Each share of common stock shall have equal and unlimited voting rights.

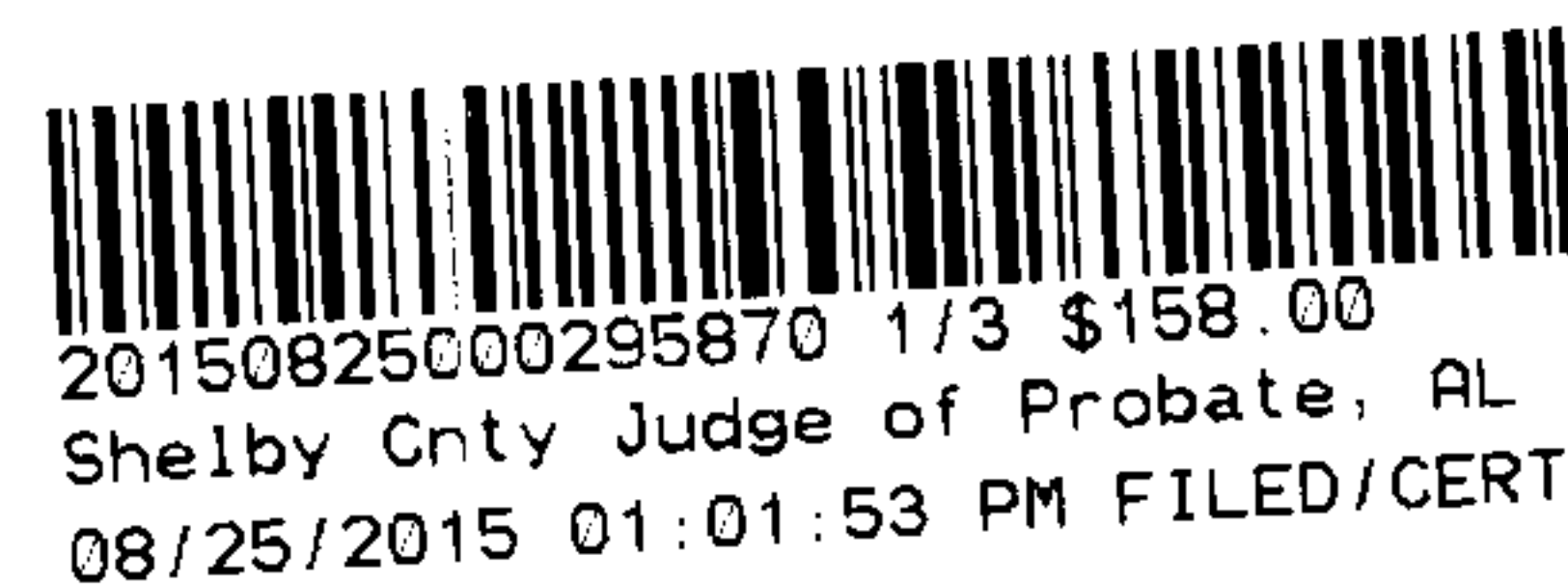
ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1040 Inverness Corners, Birmingham, Alabama 35242, and the name of the initial registered agent Gregory Scott Manning.

ARTICLE VII - DIRECTORS

(a) **NUMBER.** The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) **INITIAL BOARD OF DIRECTORS.** The name and address of the members of the initial board of directors, until the first annual meeting of the shareholders, are as follows:



DIRECTOR

ADDRESS

Gregory Scott Manning

2538 Inverness Point Drive
Birmingham, AL 35242

Malia M. Manning

2538 Inverness Point Drive
Birmingham, AL 35242

(c) INDEMNIFICATION. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The initial bylaws of the corporation shall be adopted by the shareholders. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX -AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATION

The name and street address of the incorporator of this corporation is:

NAME

ADDRESS

Edward B. Strong

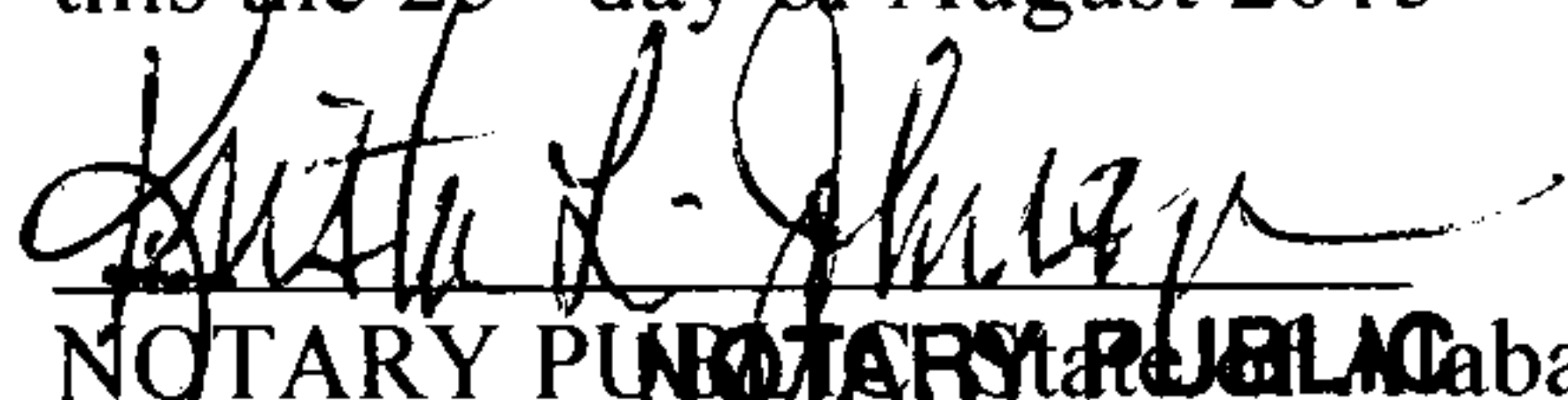
Strong Law Firm, P.C.
300 Vestavia Parkway
Suite 3200
Vestavia Hills, Alabama 35216

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25th day of August, 2015.




Edward B. Strong
Incorporator

Sworn to and subscribed before me
this the 25th day of August 2015



NOTARY PUBLIC Alabama
KRISTA L JOHNSON
ALABAMA, STATE AT LARGE
My Commission Expires January 08, 2019



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Shelby Cnty Judge of Probate, AL
08/25/2015 01:01:53 PM FILED/CERT

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

I, John H. Merrill, 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:

Manning Sewing, Inc.

This name reservation is for the exclusive use of Strong Law Firm PC, 300 Vestavia Parkway Suite 3200, Vestavia Hills, AL 35216 for a period of one year beginning July 23, 2015 and expiring July 23, 2016

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Shelby Cnty Judge of Probate, AL
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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.

July 23, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State