

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

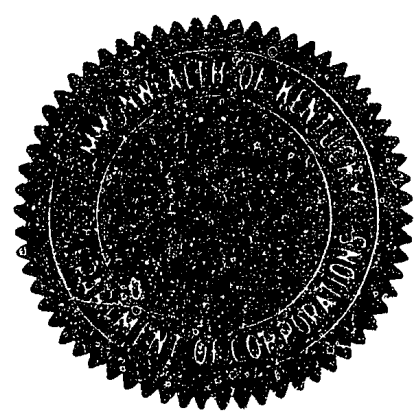
LOYAL JEWELERS, INC.

whose initial agent for process is C. I. CORPORATION SYSTEM

KENTUCKY HOME LIFE BLDG.

and whose address is LOUISVILLE, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 23RD day of JULY, 1932.

*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
LOYAL JEWELERS, INC.

JUL 29 1982  
*[Signature]*  
SECRETARY OF STATE

I, the undersigned natural person of the age of <sup>261254</sup>twenty-one (21) years or more, acting as incorporator of a corporation under the Kentucky Business Corporation Act, as amended (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is LOYAL JEWELERS, INC. (the "Corporation").

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the Corporation is perpetual or until dissolved or merged or consolidated in some lawful manner.

ARTICLE THREE

PURPOSES AND POWERS

Section 1. Purposes. The purposes for which the Corporation is organized are to transact any and all lawful

business for which corporations may be incorporated under the Act.

Section 2. Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance thereof, but not in addition to the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in the Act, which powers are not inconsistent with these Articles.

#### ARTICLE FOUR

##### CAPITALIZATION, PREEMPTIVE RIGHTS AND VOTING

Section 1. Authorized Shares. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of Common Stock of the par value of ONE DOLLAR (\$1.00) per share, constituting aggregate capital stock of ONE THOUSAND DOLLARS (\$1,000.00).

Section 2. Preemptive Rights and Voting.

(A) Preemptive Rights. Each holder of any of the shares of the capital stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of

any class to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates or indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration.

(B) Voting. In the exercise of voting privileges, each holder of shares of the capital stock of the Corporation shall be entitled to one (1) vote for each share held in his name on the books of the Corporation. At each election for Directors each shareholder entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes in the aggregate as he shall be entitled to vote under the Corporation's Articles of Incorporation, multiplied by the number of Directors to be elected at such election; and each shareholder may cast the whole number of votes for one (1) candidate, or distribute such votes among two (2) or more candidates. Such Directors shall not be elected in any other manner.

## ARTICLE FIVE

### COMMENCEMENT OF BUSINESS

The Corporation shall not commence business until it has received for the issuance of its shares of Common Stock

consideration of the value of at least ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) consisting of money paid, labor done, or property actually received.

## ARTICLE SIX

### REGISTERED AGENT AND OFFICE

Section 1. Registered Office. The address of the initial registered office of the Corporation is Kentucky Home Life Building, c/o C T Corporation System, Louisville, Kentucky 40202.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address is C T CORPORATION SYSTEM.

## ARTICLE SEVEN

### DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Kentucky or a Shareholder of the Corporation. The number of Directors of the Corporation may from time to time be changed in accordance with the By-Laws of the Corporation and the Act.

Section 2. Name and Address. The name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successors are elected and qualified, or until his earlier death, resignation, or removal are as follows:

<u>NAME</u>	<u>NUMBER, STREET OR BUILDING</u>	<u>CITY, STATE</u>
BILL WOMBLE	4245 First International Bldg.	Dallas, Texas 75270

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator are as follows:

<u>NAME</u>	<u>NUMBER, STREET OR BUILDING</u>	<u>CITY, STATE</u>
BILL WOMBLE	4245 First International Bldg.	Dallas, Texas 75270

ARTICLE NINE

SPECIAL POWERS OF  
BOARD OF DIRECTORS

In furtherance of, and not in limitation of the powers and authorities conferred under the Act, the Board of Directors is expressly authorized:

1. To make, alter, amend and rescind the By-Laws of the Corporation; to fix, adjust and maintain from time to time the amount to be reserved as working capital; and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
2. From time to time, to determine whether and to what extent and at what times and places and under what conditions and provisions the accounts and books of the Corporation shall be maintained and made available for inspection of any Shareholder, and no Shareholder shall have any right to inspect any account or books or records of the Corporation, except as provided in the Act, or authorized by the Board of Directors.
3. If the By-Laws so provide, to designate two or more of their number to constitute an executive committee, which committee shall, as provided in said resolution or in the By-Laws of the Corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, except to the extent that the Act requires a particular matter to be authorized by the Board of Directors.

#### ARTICLE TEN

##### ADDITIONAL POWERS IN BY-LAWS

The Corporation may in its By-Laws confer powers and authorities upon the Board of Directors in addition to the foregoing and to those expressly conferred upon them by the Act.

#### ARTICLE ELEVEN

##### TRANSACTIONS WITH DIRECTORS, OFFICERS AND SHAREHOLDERS

The Officers, Directors and Shareholders holding ten percent (10%) or more of the outstanding capital stock of the

Corporation ("insiders") may enter into business transactions with the Corporation in which they are personally interested without such transaction being affected or invalidated solely because of such personal interest; provided, however, that nothing contained herein shall relieve any insider from liability for breach of the fiduciary duties of an insider or authorize any insider to enter into any transaction with the Corporation in which such insider has a material interest for the purpose of personal gain to the detriment of the Corporation.

#### ARTICLE TWELVE

#### INDEMNIFICATION

The Corporation shall have the power and authority to indemnify and hold its Directors and/or Officers harmless as authorized by the Board of Directors in accordance with the Act and the By-Laws of the Corporation against any and all loss, risk, damage, or expense arising from any action, suit, claim, or proceeding in which they are made parties by reason of their capacity or relationship with the Corporation, except to the extent that any such person should be adjudged or determined to be liable for negligence or misconduct in the performance of his duties or obligations in such capacity or



relationship. Indemnification so made and entered into shall not be deemed exclusive of any other rights to which any such person might otherwise be entitled.

#### ARTICLE THIRTEEN

##### MEETINGS

Both Shareholders and Directors shall have the power and authority to hold their meetings either within or without the State of Kentucky, upon compliance with the provisions of the By-Laws pertaining thereto, and the Corporation may have one or more offices in addition to its principal office in the State of Kentucky, and keep its books and records (subject to the provisions of the Act) outside of the State of Kentucky at such places as may be from time to time designated by the Board of Directors.

#### ARTICLE FOURTEEN

##### AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in its By-Laws in the manner now or hereafter prescribed by the Act, and all rights conferred on Shareholders herein are granted subject to this reservation.


ARTICLE FIFTEEN

CAPTIONS

The captions used in these Articles of Incorporation are for convenience only and shall not be construed in interpreting the provisions hereof.

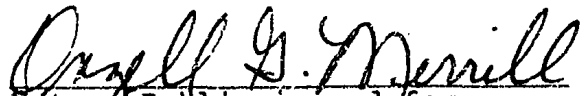
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of July, 1982.

INCORPORATOR:

  
BILL WOMBLE

THE STATE OF TEXAS §  
  §  
COUNTY OF DALLAS §

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that on this the 20th day of July, 1982, personally appeared before me BILL WOMBLE, who, being by me first duly sworn, declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

  
Notary Public in and for  
The State of Texas

ONZELL G. MERRILL

(Printed Name of Notary)

My Commission Expires:

12-31-84

SEAY, GWINN, CRAWFORD, MEBUS & BLAKENEY  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS  
1400 DIAMOND SHAMROCK TOWER  
DALLAS, TEXAS 75201

WILLIAM F. PYNE

TELEPHONE (214) 742-5191  
TELECOPIER (214) 742-6007

July 21, 1982

SECRETARY OF STATE  
**RECEIVED**

JUL 23 1982

COMMONWEALTH OF KENTUCKY

Secretary of State  
Capital Building  
Frankfort, Kentucky 406013493

Re: Articles of Incorporation

Gentlemen:

Enclosed are:

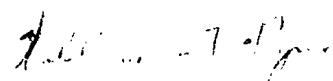
a. Triplicate originals of the Articles of Incorporation of LOYAL JEWELERS, INC. pursuant to the Kentucky Business Corporation Act; and

b. A check payable to the Secretary of State in the amount of \$25.00 in payment of the required filing fees.

I would appreciate your filing the enclosed Articles as soon as possible and calling me collect if there are any questions.

Please return the Certificate of Incorporation, together with duplicate originals of the enclosed Articles of Incorporation, to the undersigned upon acceptance of the Articles for filing. Thank you.

Very truly yours,

  
William F. Pyne

WFP:ps

Enclosures