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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 3-4-02 Smith Brothers Roping Supplies, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Smith Brothers Catalogs, Inc. Internal Address: Street Address: 7833 I-35 City: Denton State: TX Zip: 76207 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other Execution Date: June 14, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2392982, 1239495, 1239493, 1239825, 1197493, 1189369, 1204090, 1186820, 1188693 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John M. Sullivan, Esq. Internal Address: Sulloway & Hollis, P.L.L.C. P.O. Box 1256 Street Address: 9 Capitol St. City: Concord State: NH Zip: 03301

6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41) \$240.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. John M. Sullivan, Esq. Signature Date: March 1, 2002 Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/04/2002 GTDN11 00000068 2392982 01 FC:481 02 FC:482 40.00 DP 200.00 DP

TRADEMARK REEL: 002452 FRAME: 0635



Office of the Secretary of State

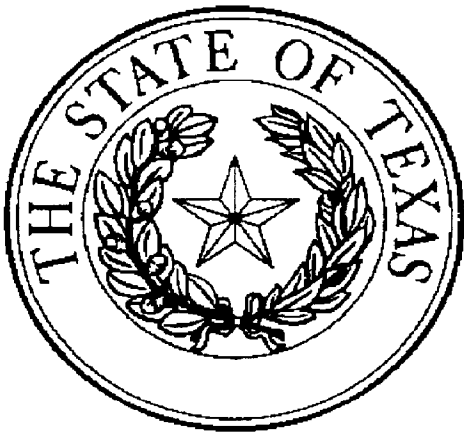
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

SMITH BROTHERS CATALOGS, INC.
Filing Number: 51505400

Restated Articles Of Incorporation

June 14, 1999

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 01, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Beverly Mayfield

FAX(512) 463-5709

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REEL: 002452 FRAME: 0636

FILED
In the Office of the
Secretary of State of Texas
JUN 14 1999
Corporations Section

RESTATED ARTICLES OF INCORPORATION
(With Amendments)
of
SMITH BROTHERS ROPING SUPPLIES, INC.

Article I

SMITH BROTHERS ROPING SUPPLIES, INC., pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as set forth here and which contain no other change in any provision thereof.

Article II

The Articles of Incorporation of the corporation are amended by these Restated Articles of Incorporation as follows:

1. Article One of the Articles of Incorporation is amended to change the name of the corporation to **SMITH BROTHERS CATALOGS, INC.**
2. Article One of the Articles of Incorporation is amended to establish two classes of stock, Common and Preferred, to authorize ten million shares (10,000,000) of Common stock, with a par value of ten cents (\$.10) per share and to authorize one million (1,000,000) shares of non-voting preferred stock, having 5% cumulative dividends and a liquidation preference.
3. Article Six of the Articles of Incorporation is amended to change the registered office of the corporation to 7833 I-35, DENTON, TX 76207 and to change the registered agent of the corporation to COLE T. SMITH.

4. Article One of the Articles of Incorporation is amended to list the two current Directors, CAROLYN L. SMITH and COLE T. SMITH.
5. All of the existing Articles of Incorporation are deleted in their entirety and the following Articles of Incorporation are restated with additional additions and amendments as set forth below

Article III

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act, and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were adopted by the shareholders of the corporation on April 13, 1999

Article IV

The number of shares outstanding was Ten Thousand (10,000), and the number of shares entitled to vote on the Restated Articles of Incorporation as so amended was Ten Thousand (10,000), the holders of all of which have signed a written consent to the adoption of such Restated Articles of Incorporation as so amended.

Article V

The Articles of Incorporation and all amendments and supplements to them are superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

RESTATED ARTICLES OF INCORPORATION
of
SMITH BROTHERS CATALOGS, INC.

SMITH BROTHERS CATALOGS, INC. (formerly Smith Brothers Roping

Supplies, Inc.), in accordance with the Texas Business Corporation Act, adopts the following

RESTATED ARTICLES OF INCORPORATION

SMITH BROTHERS ROPING SUPPLIES, INC

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Restated Articles of Incorporation for the corporation:

**ARTICLE 1
NAME**

The name of this corporation is SMITH BROTHERS CATALOGS, INC. The name of the corporation was formerly SMITH BROTHERS ROPING SUPPLIES, INC.

**ARTICLE 2
DURATION**

The period of its duration is perpetual.

**ARTICLE 3
PURPOSE OR PURPOSES**

The purpose or purposes for which the corporation is organized are:

(a) To engage in any business from time to time authorized or approved by the board of directors of this corporation or carry on any other trade or business which can, in the opinion of the board of directors of the company, be advantageously carried on and to do all such things as are incidental or conducive to the attainment of the these objects or any of them;

(b). To enter into any lawful arrangements for sharing profits or losses or both in any transaction or transactions, and to promote and organize other corporations;

(c). To have and to exercise all rights and powers that are now or may subsequently be granted to a corporation by law.

The above shall be construed as objects, purposes and powers and their enumeration shall not limit or restrict in any manner the powers now or subsequently conferred on this corporation by the laws of Texas.

The objects, purposes and powers specified in these articles of incorporation shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles.

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The objects, purposes and powers specified in each of the clauses or paragraphs of these articles of incorporation shall be regarded as independent objects, purposes or powers.

The corporation may in its bylaws confer powers, not in conflict with law, upon its directors in addition to the above and in addition to the powers and authorities expressly conferred on them by statute.

**ARTICLE 4
CAPITALIZATION
RIGHTS OF PREFERRED AND COMMON SHAREHOLDERS**

A. Two Classes of Stock The corporation is authorized to issue two classes of shares of stock to be designated respectively "Preferred" and "Common" The total number of shares that the corporation is authorized to issue is Eleven Million Shares, of which One Million Shares shall be Preferred and Ten Million Shares shall be Common. The aggregate par value for all shares that are to have a par value is \$2,000,000.00. The number of Preferred shares that are to have a par value is One Million Shares, and the par value of each share of that class is \$1.00 per share. The number of Common shares is Ten Million Shares, and each of such Common shares shall have a par value of ten cents (\$.10) per share.

B. Preferred Stock Nonvoting if Dividends Current. Except as otherwise provided by law or these articles, the Common shareholders have exclusive voting rights and powers. If, however, two or more quarterly dividends, consecutive or not, on the Preferred shares are at any time in default, the holders of Preferred shares as a class shall be entitled to elect the smallest number of directors constituting a majority of the board of directors and the holders of the Common shares as a class shall retain the right to elect only the remaining director or directors until all the accrued dividends on the Preferred shares have been paid or set apart, at which time the exclusive voting rights shall revert to the Common shareholders and continue to be vested in

them until such time as there may be a future default of two or more quarterly dividends in payment of accrued dividends on Preferred shares.

Any officer, director, or shareholder may call a special meeting of all shareholders, including holders of Preferred shares, on default in the payment of such accrued Preferred dividends, and for such purpose the records of the corporation shall be made available to such officer, director, or shareholder. On election of directors by the holders of Preferred shares, terms of all directors previously serving shall immediately terminate. On restoration of exclusive voting rights in the holders of Common shares, a special meeting of shareholders may be called, and on election of directors, terms of all directors previously serving shall immediately terminate.

C. Issuance of Additional Shares of Any Class. At any time and from time to time when authorized by resolution of the board of directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment, or out of shares of its stock acquired after the issue, and whether or not the shares so issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, services, personal property, real property or leases of real property, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the services, property, real estate or lease of real property so received, shall be conclusive.

D. Preferences, Privileges, and Restrictions on Preferred and Common Stock The preferences, privileges and restrictions granted to or imposed on the respective classes of shares or their holders are as follows:

"redemption price," at any time on 45 days notice. No such redemption shall be made if it would render the corporation insolvent or harm creditors, or if capital would be impaired.

The corporation shall give notice of the redemption of any or all such shares by call and written or printed notice. The notice of redemption shall set forth all the following:

- (a). The class or series of shares or part of any class or series of shares to be redeemed;
- (b). The date fixed for redemption;
- (c). The redemption price;
- (d). The place at which the shareholders may obtain payment of the redemption price upon surrender of their share certificates.

In addition, a copy of the notice of redemption, postage prepaid, shall be mailed to each holder of shares to be redeemed of record as of the date of mailing or date of record fixed in accordance with the bylaws of the corporation, addressed to the holder, at the holder's address appearing on the books of the corporation or given by the holder to the corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located, 45 days before the date fixed for redemption

In case of the partial redemption of such Preferred stock, such redemption shall be pro rata among the various holders or the shares to be redeemed shall be determined by lot in the discretion of the board of directors. The redemption payments may be made from any legally available source or fund. On the date fixed for redemption of redeemable shares, the corporation shall deposit with any bank or trust company in Texas, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption, the shares called for redemption which shall not already have been redeemed or the option to convert exercised, with irrevocable instructions and

BOOK 9100

authority to the bank or trust company to give the notice of redemption (or to complete the notice if previously commenced) and to pay, on or after the date fixed for redemption, the redemption price of the shares to the respective holders upon the surrender of their share certificates, and from and after the date of deposit the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders shall cease to be shareholders with respect to the shares, and shall have no rights with respect the shares except the right to receive from the bank or trust company prompt payment of the redemption price of the shares without interest, upon surrender of their certificates and any right to convert the shares which may exist.

On or before the date fixed for redemption, each holder of shares called for redemption shall surrender the certificate for such shares to the corporation at the place designated in the redemption notice and shall then be entitled to receive payment of the redemption price. If less than all of the shares represented by a surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

The corporation, however, without obtaining the prior written consent of the holders of all outstanding Preferred stock shall not redeem less than all outstanding shares of Preferred stock While dividends are in arrears the corporation or any its subsidiaries shall not buy Preferred stock except pursuant to offers made in writing or by publication to all Preferred shareholders, on such terms as the board of directors, after considering the respective arrears, rates and other relative rights and preferences of each series, decide will afford their fair treatment among the series.

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E. Preemptive Rights Denied Unless otherwise determined by the board of directors, no holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock which the corporation may issue or sell, whether that stock is exchangeable for stock of the corporation of any class, whether the stock represents unissued shares authorized by the articles of incorporation, or whether the stock was acquired by the corporation after its issuance. This restriction applies whether the stock was issued for cash, labor done, personal or real property or leases of property. Unless otherwise determined by the board of directors, no holder of shares of the capital stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe:

(a). For any obligation issued or sold by the corporation which shall be convertible into, or exchangeable for, shares of the stock of the corporation of any class; or

(b). For any obligation to which shall be attached or appurtenant any warrants or other instruments which confer upon the holders of such obligation the right to subscribe for or purchase any shares of the corporation's capital stock of any class.

F Stock Non-Assessable The holders of fully paid stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall fully paid stock of this corporation be liable to assessment for any purpose

ARTICLE 5 ISSUANCE OF SHARES

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

**ARTICLE 10
INDEMNIFICATION OF OFFICERS AND DIRECTORS
INSURANCE AUTHORIZED**

The corporation shall indemnify any director or officer, former director or officer of the corporation or any person who may have served in the capacity of director or officer of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by that person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director or officer. The corporation will not indemnify any director or officer in relation to matters as to which he or she shall be adjudged liable for negligence or misconduct in the performance of duty. Indemnification will not be deemed exclusive of any other rights to which the director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by him or her in any such capacity or arising out of the status as such, whether or not the corporation would have the power to indemnify him or her against that liability by statute.

IN WITNESS WHEREOF, I have executed the foregoing Restated Articles of Incorporation (With Amendments) this 26th day of May, 1999 on behalf of the corporation.

**SMITH BROTHERS CATALOGS, INC.
(formerly Smith Brothers Roping Supplies, Inc.)**

By: _____
 COLE T. SMITH, President

2025 RELEASE UNDER E.O. 14176

**ARTICLE 10
INDEMNIFICATION OF OFFICERS AND DIRECTORS
INSURANCE AUTHORIZED**

The corporation shall indemnify any director or officer, former director or officer of the corporation or any person who may have served in the capacity of director or officer of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by that person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director or officer. The corporation will not indemnify any director or officer in relation to matters as to which he or she shall be adjudged liable for negligence or misconduct in the performance of duty. Indemnification will not be deemed exclusive of any other rights to which the director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by him or her in any such capacity or arising out of the status as such, whether or not the corporation would have the power to indemnify him or her against that liability by statute.

IN WITNESS WHEREOF, I have executed the foregoing Restated Articles of Incorporation (With Amendments) this 26th day of May, 1999 on behalf of the corporation..

**SMITH BROTHERS CATALOGS, INC.
(formerly Smith Brothers Roping Supplies, Inc.)**

By: *Cole T. Smith*
COLE T. SMITH, President

RESTATED ARTICLES OF INCORPORATION

SMITH BROTHERS ROPING SUPPLIES, INC

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