

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, David J. Hirschfeld of Kearney, Nebraska; Lillian Hirschfeld of Kearney, Nebraska, and Ivan D. Mills of Kearney, Nebraska, do hereby associate ourselves together for the purpose of forming and becoming a corporation in the State of Nebraska for the transaction of the business hereinafter described.

I.

The name of this corporation shall be "Mills Clothing Store, Inc."

II.

The principal place of transacting the business of said corporation shall be in Kearney, Buffalo County, Nebraska.

III.

The general nature of the business to be transacted by the corporation shall be to engage in the retail men's clothing business, to buy at wholesale and sell at retail men's clothing, shoes, haberdashery, and other articles of wearing apparel and related lines of merchandise usually incident to the retail men's clothing business, to buy, lease, sell and convey real estate and to do anything and everything necessary or incident to the advantageous conduct of the business of said corporation.

IV.

The existence of said corporation is to commence upon the filing of these Articles of Incorporation, and said corporation is to be perpetual in existence.

V.

The private property of the stockholders of said corporation shall not be subject to the payment of the debts of said corporation.

VI.

The authorized capital stock of said corporation shall be \$25,000.00 divided into 250 shares of \$100.00 par value each, \$25,000.00 of which capital stock must be taken, issued and fully paid up before the commencement of business by said corporation.

VII.

That Geo. A. Munro of Kearney, Buffalo County, Nebraska shall be resident agent of said corporation.

VIII.

The business of said corporation shall be conducted and managed by a board of directors of not less than three (3) members to be elected by the stockholders and to hold their offices for one year and until their successors are elected and qualify, such election to take place at such time and be conducted in such manner as shall be prescribed by the by-laws of said corporation. Until other directors are elected by the stockholders, David J. Hirschfeld, Lillian Hirschfeld and Ivan D. Mills shall constitute such board of directors.

IX.

The officers of said corporation shall be a president, vice president, and secretary and treasurer, who shall be chosen by the board of directors, and who shall hold office for the period of one year and until their successors shall be elected and qualified. The secretary and treasurer may be one and the same person. Until the officers of said corporation are elected and qualified, as above provided, the following named persons shall constitute the officers of said corporation, to-wit:

|                     |                         |
|---------------------|-------------------------|
| David J. Hirschfeld | President               |
| Lillian Hirschfeld  | Vice-President          |
| Ivan D. Mills       | Secretary and Treasurer |

X.

The manner of holding meetings of stockholders for the purpose of electing officers and the method of conducting the business of the corporation, shall be as prescribed in the by-laws of said corporation; that the by-laws of said corporation shall be adopted by the board of directors and may be amended by a majority vote of said board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands this  
26<sup>th</sup> day of August, 1948.

David J. Hirschfeld  
Lillian Hirschfeld  
Ivan D. Mills

STATE OF NEBRASKA )  
COUNTY OF BUFFALO ) SS

On this 26<sup>th</sup> day of August, 1948, before me, the undersigned, a Notary Public, duly commissioned and qualified for and residing in said county, personally appeared the above-named David J. Hirschfeld, Lillian Hirschfeld and Ivan D. Mills, who are personally known to me to be the identical persons whose signatures are affixed to the above Articles of Incorporation and each acknowledged the execution of said Articles of Incorporation to be his voluntary act and deed. --

WITNESS my hand and Notarial Seal the day and year above written.

Vera Redberg  
Notary Public

My commission expires Mardi 5, 1954 --

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MILLS CLOTHING STORE, INC.  
NOW  
DAN HIRSCHFELD, INC.

Pursuant to the provisions of R. S. Supp. 1967 Sections 21-2056 and 21-2060 of the Nebraska Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Mills Clothing Store, Inc., now Dan Hirschfeld, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 29th, 1971 in the manner described in the Nebraska Business Corporation Act:

ARTICLE I.

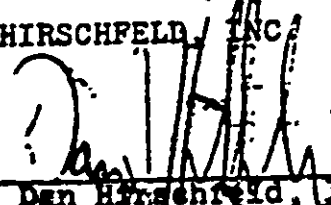
The name of the corporation is Mills Clothing Store, Inc. Dan Hirschfeld, Inc.

THIRD: Written consent to this amendment has been given by all of the directors and by the holders of all of the shares entitled to vote thereon.

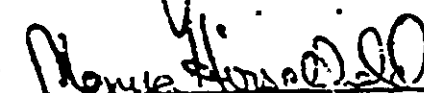
Dated this 4th day of February, 1971.

DAN HIRSCHFELD, INC.

BY

  
Dan Hirschfeld, Its President

BY

  
Monya Hirschfeld, Its Secretary

MAR 19 1980

Recorded in the County Clerk's Office  
of said County the ... 17th  
day of April 1980 at 9:00 A.M.

STATE OF NEBRASKA } SS  
SECRETARY'S OFFICE

Received and filed for record  
and recorded on film roll No. 100-6  
Miscellaneous at page 294

Book No. 1000 Post No. 477

ARTICLES OF AMENDMENT

OF

Allen J. ...

Amel G. ...  
County Clerk

ARTICLES OF INCORPORATION

OF

By ...  
Secretary of State



DAN HIRSCHFELD, INC.

Pursuant to the provisions of Sections 21-2056 and 21-2060  
of the Nebraska Business Corporation Act, the undersigned corpora-  
tion adopts the following Articles of Amendment to its Articles  
of Incorporation.

I.

The name of the corporation is Dan Hirschfeld, Inc. The  
amended name of said corporation is The Brass Buckle, Inc.

II.

The Articles of Incorporation shall be amended to change  
the name of said corporation from Dan Hirschfeld, Inc. to The  
Brass Buckle, Inc.

III.

The date of the amendment is the 14 day of March, 1980.

IV.

Written consent to the amendment of said Articles of  
Incorporation was given by all stockholders and all directors  
of said corporation.

DAN HIRSCHFELD INC.

By [Signature]  
Dan Hirschfeld, President

By [Signature]  
Monya Hirschfeld, Secretary

STATE OF NEBRASKA  
County of Buffalo

Recorded in the County Clerk's Office  
of said County the 25<sup>th</sup>  
day of April 1991 at 9:00 A.M.

Miscellaneous Record  
Book No. 20 on Page No. 30  
C. Anita A. Howell  
County Clerk

APR 23 1991

Receipt No. 45875 4/18/91  
STATE OF NEBRASKA }  
SECRETARY'S OFFICE } SS  
Filed and recorded on film roll  
91-8 page 17

Allen J. Baermeier  
Secretary of State  
By J.H.R.

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
THE BRASS BUCKLE, INC.



Deputy County Clerk pursuant to the provisions of Sections 21-2056, 21-2057 and

21-2060 of the Nebraska Business Corporation Act, the  
undersigned corporation adopts the following Articles of  
Amendment to its Articles of Incorporation, which state:

1. The name of the corporation is: The Brass Buckle, Inc.

The following Amendments to the Articles of Incorporation  
were adopted by the sole shareholder of the corporation on the  
19 day of Apr, 1991, in the manner prescribed by the  
Nebraska Business Corporation Act;

1. The corporate name of the corporation shall be:

THE BUCKLE, INC.

2. The authorized capital stock of the Corporation  
shall be \$1,000,000, divided into 10,000,000 shares  
of \$.10 par value each.

Written consent to such amendments have been given by all  
of the directors of the corporation and by the sole holder of  
all of the shares of the corporation entitled to vote on such  
amendment.

Dated: 4/19/91

THE BRASS BUCKLE, INC.,

By Daniel J. Hirschfeld,  
President

By Monya A. Hirschfeld  
Monya A. Hirschfeld, Secretary

MAR 12 1992  
STATE OF NEBRASKA }  
SECRETARY'S OFFICE } SS

Received and filed for record  
and recorded on film roll No. 2-6 at page 2

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
THE BUCKLE, INC.

Alvin J. Bermeier

Secretary of State

Pursuant to the provisions of Sections 21-2055, 21-2057 and 21-2060 of the Nebraska Business Corporation Act, the #63053 J.P.O.

undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which state:

1. The purpose of the Corporation and the general nature of the business to be conducted by the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the provisions of the Nebraska Business Act.
2. Shareholders shall NOT have any preemptive rights to acquire unissued shares of stock of the Corporation.

These Amendments to the Articles of Incorporation were adopted by the sole shareholder of the corporation on the 8th day of March, 1992, in the manner prescribed by the Nebraska Business Corporation Act.

Written consent to such amendments have been given by all of the directors of the corporation and by the sole holder of all of the shares of the corporation entitled to vote on such amendment.

Dated: March 2, 1992.

THE BUCKLE, INC.,

By Dennis Nelson  
Dennis Nelson, President

By Wayne Daugherty  
Wayne Daugherty, Secretary