

**AMENDED AND RESTATED CHARTER OF  
GOODY'S FAMILY CLOTHING, INC.**

Pursuant to Section 48-20-107 of the Tennessee Business Corporation Act, the corporation hereinafter named does hereby restate its charter, as follows:

**I.**

The name of the corporation is GOODY'S FAMILY CLOTHING, INC. (hereinafter the "Corporation").

**II.**

(a) The total number of shares of capital stock which the Corporation is authorized to issue is One Hundred-Two Million (102,000,000) divided into three classes as follows:

(1) Fifty Million (50,000,000) shares of Common Stock, no par value per share ("Common Stock");

(2) Fifty Million (50,000,000) shares of Class B Common Stock, no par value per share ("Class B Common Stock"); and

(3) Two Million (2,000,000) shares of Preferred Stock, \$1.00 par value per share ("Preferred Stock").

(b) Each share of Common Stock shall be identical in all respects and for all purposes; shall be entitled to one vote per share in all proceedings in which action may or is required to be taken by the shareholders of the Corporation; shall participate equally in all dividends payable with respect to the Common Stock, as, if and when declared by the Board of Directors of the Corporation; and shall share ratably in all net assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation or upon any distribution of the assets of the Corporation, subject to any liquidation preferences of the Class B Common Stock or Preferred Stock then outstanding.

(c) The Board of Directors of the Corporation is hereby expressly granted the authority to issue the Class B Common Stock in one or more series and to determine by resolution or resolutions providing for the issuance of any series (i) the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series, including, without limitation, the dividend rate, voting rights, conversion rights, redemption price and liquidation preference, and (ii) the number of shares constituting such series. Unless otherwise provided in the resolution or resolutions providing for the issuance of a series of Class B Common Stock, the Board of Directors shall have the power and authority to increase (but not above the total number of shares of Class B Common Stock authorized but unissued with respect to which the powers, designations, preferences and rights have not been determined) or decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Class B Common Stock; provided, however, that no shares or series of shares of Class B Common Stock shall be issued, or the number thereof increased or decreased, until the Board of Directors adopts articles of amendment to the Charter which determines the terms of the class or series, or which increases or decreases the number of shares in such class or series, and such articles of amendment are accepted and filed by the Secretary of State. In case the number of shares of a series of Class B Common Stock shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally determining the powers, designations, preferences and rights of such series and the number of shares thereof.

(d) The Board of Directors of the Corporation is hereby expressly granted the authority to issue the Preferred Stock in one or more series and to determine by resolution or resolutions providing for the issuance of any series (i) the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series, including, without limitation, the dividend rate, voting rights, conversion rights, redemption price and liquidation preference, and (ii) the number of shares constituting such series. Unless otherwise provided in the resolution or resolutions providing for the issuance of a series of Preferred Stock, the Board of Directors shall have the power and authority to increase (but not above the total number of shares of Preferred Stock authorized but unissued with respect to which the powers, designations, preferences and rights have not been determined) or decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock; provided, however, that no shares or series of shares of Preferred Stock shall be issued, or the number thereof increased or decreased, until the Board of Directors adopts articles of amendment to the Charter which determines the terms of the class or series, or which increases or decreases the number of shares in such class or series, and such articles of amendment are accepted and filed by the Secretary of State. In case the number of shares of a series of Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally determining the powers, designations, preferences and rights of such series and the number of shares thereof.

### III.

The address of the Corporation's registered office in the State of Tennessee is 400 Goody's Lane, Knoxville, Tennessee 37922, Knox County, and the name of the Corporation's registered agent at such address is Robert M. Goodfriend.

### IV.

The street address and zip code of the principal office of the Corporation in the State of Tennessee is 400 Goody's Lane, Knoxville, Tennessee 37922.

### V.

The Corporation is for profit.

### VI.

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Tennessee.

### VII.

(a) To the fullest extent permitted by the Tennessee Business Corporation Act, as the same presently exists or may hereafter be amended, including, without limitation, Section 48-12-102 of the Tennessee Business Corporation Act, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that, subject to subsection (c) hereof, this provision shall not eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law or (iii) under Section 48-18-304 of the Tennessee Business Corporation Act.

(b) The Corporation shall have the power to indemnify any director, officer, employee or agent of the Corporation, or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by the laws of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors and administrators of such person.

(c) If the laws of the State of Tennessee, including, without limitation, the Tennessee Business Corporation Act (Tennessee Code Annotated, Sections 48-11-101 *et. seq.*) are amended after approval of this Amended and Restated Charter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended.

(d) Any repeal or modification of this Article VII by the shareholders shall not adversely affect any right or protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

#### VIII.

To the fullest extent permitted by the Tennessee Business Corporation Act, as the same presently exists or may hereafter be amended, any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders or directors of the Corporation, and any action which may be taken at a meeting of the shareholders or directors, respectively, may be taken without a meeting if a written consent, setting forth the actions so taken, shall be signed by all of the holders of outstanding shares of stock entitled to vote on such action, or by all the directors entitled to vote on such action, respectively.

#### IX.

Special meetings of shareholders may be called at any time for any purpose or purposes by the President, a majority of the Board of Directors or the holders of not less than twenty-five percent (25%) of all the shares entitled to be cast on any issue proposed to be considered at the meeting, if such holders sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### X.

The Board of Directors of the Corporation is hereby expressly authorized to make, amend, repeal or otherwise alter the Bylaws of the Corporation.

#### XI.

The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized and shall likewise have the powers provided by the Tennessee Business Corporation Act, as the same presently exists or may hereafter be amended.

**XII.**

The Corporation shall enjoy and be subject to such benefits, privileges and amenities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Tennessee Business Corporation Act, as the same presently exists or may hereafter be amended.

**XIII.**

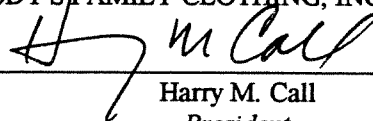
(a) The number of directors of the Corporation shall be five to ten directors, unless a greater or lesser number of directors shall be fixed from time to time by the Board of Directors. The directors shall be divided into three classes as nearly equal in number as possible, with respect to the first time for which they shall severally hold office. Directors first elected to Class I shall hold office until the first annual meeting of the shareholders following their election; directors first elected to Class II shall hold office until the second annual meeting following their election; and directors first elected to Class III shall hold office until the third annual meeting following their election. At each annual meeting of shareholders held thereafter, directors shall be chosen for a term of three (3) years to succeed those whose terms expire.

(b) Newly created directorships resulting from any increase in the authorized number of directors shall be filled by a majority vote of the remaining directors, though less than a quorum, and the directors so chosen shall hold office for a term expiring at the next annual meeting of shareholders at which a successor shall be elected and shall qualify.

Dated this 21<sup>st</sup> day of June, 1995.

GOODY'S FAMILY CLOTHING, INC.

By: \_\_\_\_\_

  
Harry M. Call  
President