

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 15 1992

CHERYL A. LAW SECRETARY OF STATE

NO 3355-89

**THIRD AMENDED AND FULLY RESTATED
ARTICLES OF INCORPORATION**

OF

HAGGAR CORP.

HAGGAR CORP. (the "Corporation"), pursuant to the provisions of Section 78.403 of the General Corporation Law of the State of Nevada, hereby adopts the following Third Amended and Fully 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 Third Amended and Fully Restated Articles of Incorporation as hereinafter set forth and which contain no other changes in any provision thereof. This Third Amended and Fully Restated Articles of Incorporation is hereafter referred to as the "Restated Articles of Incorporation."

ARTICLE 1

NAME

The name of the Corporation is HAGGAR CORP.

ARTICLE 2

DURATION

The period of duration is perpetual.

ARTICLE 3


PURPOSE(S)

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the General Corporation Law of Nevada.

ARTICLE 15

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by these Restated Articles of Incorporation which accurately copy the entire text thereof, as amended.

HAGGAR CORP.

By: 
J. M. Haggard, III, President

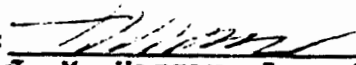
By: 
J. M. Haggard, Jr., Secretary

EXHIBIT "A"

HAGGAR CORP., a Nevada corporation (the "Company") formed under the General Corporation Law of the State of Nevada, pursuant to NRS §78.030, under its corporate seal and in the hands of its duly elected corporate officer does hereby certify the following:

1. On October 21, 1992, the Board of Directors of the Company unanimously adopted the following resolutions:

"WHEREAS, in connection with the proposed initial offering of securities of the Company to the public, the Board of Directors deems it to be in the best interests of the Company to effect a recapitalization whereby shares of the Class A Common Stock, Class B Common Stock and Cumulative Preferred Stock authorized in the Second Amended and Fully Restated Articles of Incorporation are converted into shares of a newly created class of Common Stock, as set forth in the proposed Plan of Recapitalization, a copy of which is attached hereto as Exhibit "B";

"WHEREAS, the Board of Directors deems it to be in the best interest of the Company to recapitalize the Company in accordance with the terms set forth in the proposed Plan of Recapitalization if, and only if, the Company's initial public offering is completed on or before March 31, 1993;

"WHEREAS, the Board of Directors deems it to be in the best interest of the Company to amend the Articles of Incorporation to provide that the Company shall have the authority to issue 35,000,000 shares of capital stock, consisting of 25,000,000 shares of Common Stock, \$0.10 par value per share, and 10,000,000 shares of Preferred Stock, \$0.10 par value per share, in accordance with the proposed Plan of Recapitalization if, and only if, the Company's initial public offering is completed on or before March 31, 1993; and

"WHEREAS, the Board of Directors also deems it to be in the best interest of the Company to amend certain other provisions of the Articles if, and only if, the Company's initial public offering is completed on or before March 31, 1993;

"RESOLVED, that the proposed Plan of Recapitalization submitted to the Board of Directors and attached hereto as Exhibit "B" is hereby approved and adopted, subject to approval by the shareholders of the Company entitled to vote thereon;

"RESOLVED FURTHER, that the Board of Directors hereby recommends that the shareholders of the Company adopt Third Amended and Fully Restated Articles of Incorporation in the form attached hereto as Exhibit "C", amending Article 4 to reflect the recapitalization of the Company and amending certain other provisions as set forth therein, said Third Amended and Fully Restated Articles of Incorporation to become effective, if at

all, immediately prior to completion of the Company's initial public offering of securities on or before March 31, 1993;

"RESOLVED FURTHER, that the President is hereby authorized and directed to submit the Plan of Recapitalization and the Third Amended and Fully Restated Articles of Incorporation to the shareholders for approval at the annual meeting of the shareholders of the Company;

"RESOLVED FURTHER, that upon approval of the Plan of Recapitalization and the Third Amended and Fully Restated Articles of Incorporation by the shareholders entitled to vote thereon, but only if it reasonably appears that an initial public offering of the Company's securities is imminent and will be completed on or before March 31, 1993, the proper officers of the Company are hereby authorized and directed, on behalf of the Company, to execute and file the Third Amended and Fully Restated Articles of Incorporation with the Secretary of State of the State of Nevada and to take any other actions necessary to effectuate such recapitalization;

"RESOLVED FURTHER, that if and when the Third Amended and Fully Restated Articles of Incorporation are filed with the Secretary of State of the State of Nevada, all holders of the Class A Common Stock, Class B Common Stock and Cumulative Preferred Stock of the Company shall surrender the certificates representing such shares and the proper officers of the Company are hereby authorized to reissue new certificates representing shares of Common Stock in accordance with the Plan of Recapitalization and the Third Amended and Fully Restated Articles of Incorporation."

2. On November 13, 1992, the recommendation to amend the Second Amended and Fully Restated Articles of Incorporation (the "Articles"), dated November 13, 1991, for the Company was submitted to a vote of the shareholders of the Company at a special meeting held by due call and notice as required by NRS §78.370, and an affirmative vote of at least 66-2/3% of the outstanding shares entitled to vote and 66-2/3% of the outstanding shares of each class of shares entitled to vote as a class was obtained approving said amendment as required by Article 11 of the Articles.

3. The total number of shares of all classes outstanding, and the total number of shares of all classes entitled to vote on the Third Amended and Fully Restated Articles of Incorporation was 9,601,581. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Common Stock	1,324,085
Class B Common Stock	7,568,316
Cumulative Preferred Stock	709,180

4. The total number of shares of all classes voted for the Third Amended and Fully Restated Articles of Incorporation was 9,040,509, designated as a class as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Common Stock	1,289,852
Class B Common Stock	7,048,670
Cumulative Preferred Stock	701,987

5. Article 4 of the Articles was deleted in its entirety and a new Article 4 substituted therefor which reads as follows:

"ARTICLE 4

"SHARES

"a. The total number of shares of capital stock which the Corporation shall have authority to issue is thirty five million (35,000,000) shares which shall be classified as follows:

"i. Twenty five million (25,000,000) shares of Common Stock, \$0.10 par value per share (the "Common Stock"); and

"ii. Ten million (10,000,000) shares of Preferred Stock, \$0.10 par value per share (the "Preferred Stock").

"b. Upon filing hereof, and without any action on the part of the holder thereof, (i) each share of Class A Common Stock, \$0.10 par value per share, of the Corporation, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this amendment becomes effective, shall be and is converted into one share of Common Stock, (ii) each share of Class B Common Stock, \$0.10 par value per share, of the Corporation, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this amendment becomes effective, shall be and is converted into one share of Common Stock and (iii) each share of Cumulative Preferred Stock, \$1.00 par value per share, of the Corporation, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this amendment becomes effective, shall be and is converted into 1.11078456 shares of Common Stock.

"c. The rights, preferences, restrictions, and other matters relating to the Common Stock and Preferred Stock are as follows:

"i. Common Stock

"Voting Rights. Each share of Common Stock shall be entitled to one vote, in person or by proxy, on all matters properly brought before the stockholders.

"Dividends. The Board of Directors, in its sole discretion, may declare and the Corporation shall pay to holders of the Common Stock share dividends or other distributions on its capital stock for any periods from assets legally available therefor.

"Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and payment or setting aside for payment of any preferential amount due to the holders of any other class or series of stock, the holders of the Common Stock shall be entitled to receive ratably any or all assets remaining to be paid or distributed.

"ii. Preferred Stock

"Authority Vested in Board of Directors. The Board of Directors is hereby expressly vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more classes or series and in such amounts as may be determined by the Board of Directors in such resolution or resolutions. The powers, voting powers, designations, preferences and relative, participating, optional or other rights, if any, of each class or series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Terms (a "Preferred Stock Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Terms of a particular class or series (any of which powers, other than voting powers, may by resolution of the Board of Directors be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not be limited to, determination of the following:

"(1) The number of shares constituting that class or series and the distinctive designation of that class or series, or any increase or decrease (but not below the number of shares thereof then outstanding) in such number;

"(2) The dividend rate on the shares of that class or series, whether such dividends, if any, shall be cumulative and, if so, the date or dates from which dividends payable on such shares shall accumulate and the relative rights of priority, if any, of payment of dividends on shares of that class or series;

"(3) Whether that class or series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

"(4) Whether that class or series shall have conversion privileges with respect to shares of any other class or classes of stock or of any other series and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate upon occurrence of such events as the Board of Directors shall determine;

"(5) Whether the shares of that class or series shall be redeemable and, if so, the terms and conditions of such redemption, including their relative rights of priority, if any, of redemption, the date or dates upon or after which they shall be redeemable, provisions regarding redemption notices and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

"(6) Whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series and, if so, the terms and amount of such sinking fund;

"(7) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series;

"(8) The conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation;

"(9) The conditions or restrictions with respect to the issuance of, payment of dividends upon, or the making of other distributions to, or the acquisition or redemption of, shares ranking junior to the Preferred Stock or to any class or series thereof with

respect to dividends or distribution of assets upon liquidation: and

"(10) Any other designations, powers, preferences and rights, including, without limitation, any qualifications, limitations or restrictions thereof.

"Any of the Terms, including voting rights, of any class or series may be made dependent upon facts or events ascertainable outside the Restated Articles of Incorporation and the Preferred Stock Resolution, provided that the manner in which such facts or events shall operate upon such Terms is clearly and expressly set forth in the Preferred Stock Resolution.

"Subject to the provisions of this Article 4, shares of one or more class or series of Preferred Stock may be authorized or issued from time to time as shall be determined by and for such consideration as shall be fixed by the Board of Directors or a designated committee thereof in an aggregate amount not exceeding the total number of shares of Preferred Stock authorized by these Restated Articles of Incorporation. Except in respect of class or series particulars fixed by the Board of Directors or its committee as permitted hereby, all shares of Preferred Stock shall be of equal rank and shall be identical. All shares of any one class or series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that shares of any one class or series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

"d. Except as otherwise provided in any Preferred Stock Resolution, cumulative voting for the election of directors is denied to the holders of stock of all classes of the Corporation entitled to vote thereon.

"e. Except as otherwise provided in any Preferred Stock Resolution, no holder of stock of any class of the Corporation shall have a preemptive right to acquire unissued shares, treasury shares or securities convertible into such shares.

6. Article 11 of the Articles was deleted in its entirety and a new Article 11 substituted therefor which reads as follows:

"ARTICLE 11

"ACTION AT MEETINGS

No action shall be taken by stockholders of the Corporation except at an annual or special meeting of stockholders of the Corporation."

7. Article 13 of the Articles was deleted in its entirety and a new Article 13 substituted therefor which reads as follows:

"ARTICLE 13

"DIRECTORS

"The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors of the Corporation shall be not less than one (1) and not more than the number fixed and established by the bylaws of the Corporation as from time to time amended. The directors shall be divided into three classes, designated as Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. Upon filing of these Restated Articles of Incorporation, the directors elected at the annual meeting of stockholders following the 1992 fiscal year shall be classified in Class I, Class II and Class III as hereinafter set forth, to serve until the annual meeting of stockholders following the 1993, 1994 and 1995 fiscal years, respectively.

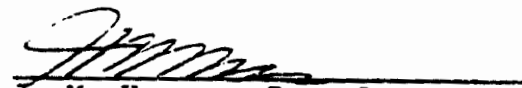
"At each annual meeting of stockholders beginning with the annual meeting following the 1993 fiscal year, successors to the class of directors whose term expires at that annual meeting shall be elected for a three year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no event will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting of stockholders for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation or removal from office. Any vacancy on the Board of Directors that results from an increase in the number of directors or for any other reason shall be filled by a majority of the Board of Directors then in office, although less than a quorum, or by the sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his predecessor.

"Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the Terms of the Preferred Stock Resolution and these Restated Articles of Incorporation (other than this Article 13), and such directors so elected shall not be divided into classes pursuant to this Article 13 unless expressly provided by such Terms.

"The number of directors currently constituting the Board of Directors is nine (9), and the names, street addresses and classifications of the persons who are to serve as directors until the expiration of their term as provided herein or until their successors are elected and qualified are:

<u>"Director</u>	<u>Address</u>	<u>Class</u>
E. R. Haggar	6113 Lemmon Avenue Dallas, Texas 75209	III
J. M. Haggar, Jr.	6113 Lemmon Avenue Dallas, Texas 75209	II
J. M. Haggar, III	6113 Lemmon Avenue Dallas, Texas 75209	III
W. E. Vaughan, III	6113 Lemmon Avenue Dallas, Texas 75209	I
R. Kevin Chisholm	6113 Lemmon Avenue Dallas, Texas 75209	I
Frank D. Bracken	6113 Lemmon Avenue Dallas, Texas 75209	II
Ralph A. Beattie	6113 Lemmon Avenue Dallas, Texas 75209	I
Norman E. Brinker	6113 Lemmon Avenue Dallas, Texas 75209	III
Richard W. Heath	6113 Lemmon Avenue Dallas, Texas 75209"	II

IN WITNESS WHEREOF, I have duly executed this Certificate this
day of December, 1992.


J. M. Haggar, Jr., Secretary