



STATEMENT OF CHANGE OF REGISTERED AGENT, REGISTERED OFFICE, OR BOTH

(See reverse for instructions)

File #: 444395

The undersigned entity submits the following statement for the purpose of changing its registered agent, its registered office, or both, in the State of Idaho.

- 1. The name of the entity is: Twin Hill Acquisition Company, Inc.
2. The name and street address of the old registered agent and office is: Corporation Service Company, 12550 W Explorer Dr Ste 100, Boise, ID 83713
3. The name and street address of the new registered agent and office in Idaho is: C T Corporation System, 921 S Orchard Street, Suite G, Boise, Idaho 83705

I consent to serve as registered agent for the above-named entity. James M. Halpin, Assistant Secretary, 11/19/2018

Date: 11/19/2018
Signature: Patricia Belanger
Printed: Patricia Belanger
Capacity: Vice President

NO FEE REQUIRED

**Power of Attorney**

NOTICE IS HEREBY GIVEN THAT Tailored Shared Services, LLC ("Company"), Limited Liability Company formed under the laws of Delaware, does hereby appoint Jessica Eisele, Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Alan Stachura, Nicole Parnell, Sarah Revelle, Ryan Nelson, Erin Franceschi, Natalie Pickens, Stephanie Allison, Stacia Taylor, Michelle Dobbs, Jessica Molloy, Lars Fox, Matthew Sawyer, Shannon Diamond, Adam Steimel, Brad Slenker, Teah Griffin, Lauren Miller, Lance Farris, Stacey Busch, Tony Spain, Shanna Loness, Katie Harman, Adam Deis, Collin Giles, Amanda Weaver, Paige Frentzel, Mary Novich, Julie Rachford Williams, Mary Patania, Jeremy Puentes, Coty Bacon, Mallory Beatty, Taylor Schoentag, Daniel Wheatley, Max Bode, Taylor DeBok, Kimberly Carrion, Dana McGarry, Lisa DuBois, Stephanie Spencer, Jennifer Kurz and Tricia Belanger (but only for so long as each of them, respectively, remains an employee of CT Corporation or an affiliate thereof) as attorneys-in-fact for the Company to act for the Company and affiliates and subsidiaries of the Company attached hereto as Exhibit A, specifically incorporated herein by reference ("the Subsidiaries") in the Limited Liability Company and Subsidiaries' names for the limited purposes authorized herein.

The Company and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorneys-in-fact the power to execute the documents necessary to file annual reports, annual registrations, license renewals, reinstatements, change entities' registered agent and registered office, and forms of similar import on behalf of the Limited Liability Company and Subsidiaries in any state and the District of Columbia.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Jessica Eisele, Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Alan Stachura, Nicole Parnell, Sarah Revelle, Ryan Nelson, Erin Franceschi, Natalie Pickens, Stephanie Allison, Stacia Taylor, Michelle Dobbs, Jessica Molloy, Lars Fox, Matthew Sawyer, Shannon Diamond, Adam Steimel, Brad Slenker, Teah Griffin, Lauren Miller, Lance Farris, Stacey Busch, Tony Spain, Shanna Loness, Katie Harman, Adam Deis, Collin Giles, Amanda Weaver, Paige Frentzel, Mary Novich, Julie Rachford Williams, Mary Patania, Jeremy Puentes, Coty Bacon, Mallory Beatty, Taylor Schoentag, Daniel Wheatley, Max Bode, Taylor DeBok, Kimberly Carrion, Dana McGarry, Lisa DuBois, Stephanie Spencer, Jennifer Kurz and Tricia Belanger shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the Company or Subsidiaries.

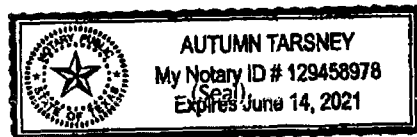
IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the 10<sup>th</sup> day of October, 2018.

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_  
Signature *Laura Ann Smith*  
Name, Title Laura Ann Smith, Vice President, Assistant General Counsel – Corporate & Securities Law

Sworn to and subscribed before me this 10<sup>th</sup> day of October, 2018.

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_  
Signature of Notary *Autumn Tarsney*  
Notary Public, State of Texas \_\_\_\_\_  
State Texas

Commission Expires: 6/14/2021  
M/D/YYYY



B0027-5408 11/27/2018 1:03 PM Received by ID Secretary of State Lawrence Denney

**Power of Attorney**

www.ctcorporation.com  
www.wolterskluwer.com

NOTICE IS HEREBY GIVEN THAT Tailored Shared Services, LLC (the "Company"), a Limited Liability Company formed under the laws of Delaware, does hereby appoint C T Corporation System ("CT") and its affiliates and subcontractors, and CT's and each relevant affiliate's or subcontractor's employees and contract personnel (but only for so long as each of them, respectively, remains an employee or contractor of CT, CT's affiliate or such subcontractor) as attorney-in-fact for the Company to act for the Company and its affiliates listed on Exhibit A hereto (if any), specifically incorporated herein by reference ("the Affiliates"), in the Company's and the Affiliates' names for the limited purposes authorized herein.

The Company and each of the Affiliates hereby grants its attorney-in-fact the power to execute the documents necessary to file annual reports, annual registrations, business license filings/renewals, assumed name filings/renewals, and forms of similar import on behalf of the Company and the Affiliates in any state of the United States and in the District of Columbia.

This Power of Attorney expires when revoked by the Company.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the 10th day of October, 2018.

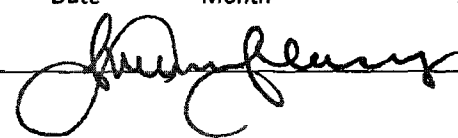
Date                      Month                      Year

Signature 

Name, Title Laura Ann Smith, VP, Assistant General Counsel – Corporate & Securities Law

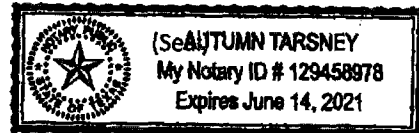
Sworn to and subscribed before me this 10<sup>th</sup> day of October, 2018.

Date                      Month                      Year

Signature of Notary 

Notary Public, State of Texas  
State

Commission Expires: 6/14/2021  
M/D/YYYY



B0027-5409 11/27/2018 1:03 PM Received by ID Secretary of State Lawrence Denney

**Exhibit A:**

**Entity Name:**

Tailored Shared Services, LLC  
Tailored Brands, Inc.  
The Men's Wearhouse, Inc.  
Twin Hill Acquisition Company, Inc.  
Jos. A. Bank Clothiers, Inc.  
The Joseph A. Bank Mfg. Co., Inc.  
Renwick Technologies, Inc.  
JA Apparel Corp.  
Joseph Abboud Manufacturing Corp.  
Nashawena Mills Corp.  
TMW Merchants LLC  
MWDC Holding Inc.  
K&G Men's Company Inc.  
Tailored Brands Purchasing LLC  
Tailored Brands Gift Card Co LLC

**Domestic Jurisdiction**

Delaware  
Texas  
Texas  
California  
Delaware  
Delaware  
Texas  
Delaware  
Delaware  
Massachusetts  
Delaware  
Delaware  
Delaware  
Texas  
Texas

B0027-5410 11/27/2018 1:03 PM Received by ID Secretary of State Lawrence Denney