

**AMENDMENT NO. 1
TO
BYLAWS
OF
ZUMIEZ INC.**

Effective May 21, 2015

The Bylaws of Zumiez Inc. (the “**Corporation**”), as amended and restated as of May 21, 2014, are hereby amended as follows:

1. The second paragraph of Article III, Section 2 of the Bylaws is hereby deleted in its entirety.

2. Article X of the Bylaws is hereby deleted in its entirety.

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As adopted by the Board of Directors of the Corporation on May 21, 2015.