

**ARTICLES OF INCORPORATION
OF
IDAHO BEER ALLIANCE INC.**

FILED EFFECTIVE

2017 DEC 28 PM 3:44

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Act, Chapter 30, Idaho Code ("**Act**"), hereby executes the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Idaho Beer Alliance Inc.

ARTICLE II

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized exclusively as a non-profit member organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "**Code**"), specifically serving as a business league, or organization akin to a chamber of commerce, comprising an association of persons, businesses and government leaders in the state of Idaho whose purpose is to promote the members' common interest in improving business conditions, economic growth and development within the state of Idaho.

ARTICLE IV

LIMITATIONS

4.1. Nonprofit Status. The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in

C216246

furtherance of the purposes of the Corporation and subject to limitations of Sections 4.2 and 4.3 hereof.

4.2. Distributions; Dissolutions. No member, Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution, or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in 4.1 hereof, to any other organization that then qualifies for exemption under the provision of Section 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in Section 4.1 hereof, or to such organization or organizations, as said Court shall determine, that are organized and operated for similar purpose.

4.3. Prohibited Activity.

(a) No part of the net earnings of the Corporation shall inure to the benefit of any private individual, company, member or Director.

(b) The primary activity of the Corporation shall not consist of performing particular services for individual persons.

(c) The Corporation shall not be engaged in regular business of a kind ordinarily carried out for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code.

(e) The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the Corporation to tax under Section 4943 of the Code, from making any investments that would subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the Corporation, it

shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

4.4. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the Corporation, the Corporation shall have the authority to: (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 3.1 hereof, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value; and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE V

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation

ARTICLE VI

DIRECTORS

The Directors of the Corporation are:

Bre Hovley	802 W. Bannock St., Suite 900 Boise, Idaho 83702
Jerry Larson	802 W. Bannock St., Suite 900 Boise, Idaho 83702
David Arkoosh	802 W. Bannock St., Suite 900 Boise, Idaho 83702

The Directors shall direct the affairs of the Corporation. The numbers of Directors may be increased or decreased from time to time in the manner provided by the Bylaws.

ARTICLE VII

LIMITATION OF LIABILITY

7.1. To the fullest extent permitted by the Idaho Business Corporations Act, or any other applicable law, as the same exists or as may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary

damages for a breach of fiduciary duty as a Director, or for any action taken, or any failure to take any action, as a Director.

7.2. If the Idaho Business Corporations Act is amended to authorize Corporation 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 Idaho Business Corporations Act so amended.

7.3. Neither any amendment nor repeal of this Article 7, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article 7, shall eliminate or reduce the effect of this Article 7, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 7, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII INDEMNIFICATION

8.1. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any Director of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

8.2. The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any officer, employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal

representative, is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

8.3. Neither any amendment nor repeal of this Article 8, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 8, shall eliminate or reduce the effect of this Article 8 in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article 8, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

FUNDING

In order to carry out its purposes, the Corporation shall be funded primarily by payment of membership dues of its members and by private donations of money, goods, or services from members of the public, including individuals, corporations, chambers of commerce, associations, trusts, and other organizations. When appropriate, the Corporation may also receive funding in the form of money, goods, or services from federal, state and local governments as long as the receipt of such funds does not violate any law or cause the Corporation to lose its tax-exempt status under the United States Internal Revenue Code then in effect.

ARTICLE X

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 802 West Bannock Street, Suite 900, Boise, Idaho 83702. The initial registered agent of this Corporation is David H. Arkoosh.

ARTICLE XI

MAILING ADDRESS

The mailing address of the Corporation is 802 West Bannock Street, Suite 900, Boise, Idaho 83702.

ARTICLE XII

DISSOLUTION

Upon dissolution of the Corporation, its assets will be distributed as provided in Section 4 above.

ARTICLE XIII

AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles shall require the affirmative vote of a majority of the members of the board of Directors of the Corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code 30-30-703.

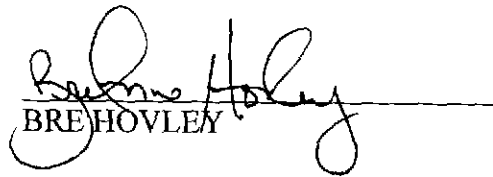
[SIGNATURE PAGE FOLLOWS]

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

Bre Hovley
5270 W Chinden Blvd.
Garden City, Idaho 83714

DATED: November 28, 2017


BRE HOVLEY

IDAHO SECRETARY OF STATE
12/28/2017 05:00
CK:16019478 CT:172099 BH:1618451
1@ 30.00 = 30.00 INC NONP #4