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STATE OF IDAHO

ARTICLES OF INCORPORATION OF TRAIL CREEK BREWING COMPANY

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following Articles of Incorporation to the Secretary of State.

ARTICLE I

Name of Corporation

The name of the Corporation (hereinafter the "Corporation") shall be: **Trail Creek Brewing Company**

ARTICLE II

Period of Duration

The Corporation shall continue in existence perpetually, unless sooner dissolved according to law.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation has been organized are:

- (a) To own and operate a micro-brewery and restaurant/pub, including financing the necessary improvements and all fixed operating expenses for the business operations; and
- (b) To engage in any lawful business activity for which a corporation may be organized.

ARTICLE IV

Principal Office

The Corporation's principal office shall initially be located at 105 South Aspen Drive, Ketchum, Idaho 83340 (mailing address: P.O. Box 1673, Sun Valley, Idaho 83353). The business of the Corporation may be conducted in all counties of the State of Idaho, in all states and territories of the United States, and in all foreign countries as the Board of Directors shall determine.

ARTICLES OF INCORPORATION OF TRAIL CREEK BREWING COMPANY

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ARTICLE V
Registered Office and Agent

The name, street and mailing addresses of the initial registered office of the Corporation and of its initial registered agent as such are:

Scott L. Featherstone

Mailing Address: P.O. 1673
Sun Valley, Idaho 83353

Street Address: 105 South Aspen Drive
Ketchum, Idaho 83340

I hereby acknowledge and accept my appointment as the Corporation's registered agent.


Scott L. Featherstone, Registered Agent

ARTICLE VI
Authorized Shares and Rights

The Corporation is authorized to issue one hundred thousand (100,000) common shares, all of which shall have no par value. Each share shall have unlimited voting rights as provided in the Act and shall be entitled to receive the net assets of the Corporation in the event of dissolution. Shareholders shall be allowed to cumulate their votes for the election of directors.

ARTICLE VII
No Preemptive Rights

The Corporation does not elect to have preemptive rights in favor of any shareholder.

Article VIII
Board of Directors

The initial number of directors constituting the initial Board of Directors is one (1). The actual number of directors and their term of office shall be as provided in any Bylaws or amendments to Bylaws subsequently adopted by the Corporation or as otherwise required by law. The name and address of the person who is to serve as director until the first annual shareholders meeting or until his successor is elected and qualified are as follows:

Scott L. Featherstone
105 South Aspen Drive
Ketchum, Idaho 83340

ARTICLE IX
Initial Officers

The names and addresses of the persons who are to serve as officers until the organizational meeting of the initial Board of Directors or until their successors are elected and qualified are as follows:

President: Scott L. Featherstone
 105 South Aspen Drive
 Ketchum, Idaho 83340

Secretary: Scott L. Featherstone
 105 South Aspen Drive
 Ketchum, Idaho 83340

ARTICLE X
Indemnification of Directors and Officers

The Corporation shall indemnify any and all persons who may have served at any time as directors or officers of the Corporation, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of their duties as director or officer. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of shareholders, or otherwise.

ARTICLE XI
Contracts with Directors, Officers or Shareholders

(a) Any person or entity, including, but not necessarily limited to, a director, officer or shareholder of the Corporation, may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary or rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented, and provided further, that at a meeting of the directors or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, it shall be approved by the majority of such quorum consisting of directors or committee members not so interested, if any.

(b) No director, officer or shareholder shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transaction or contract.

ARTICLE XII
Incorporator

The name and address of the Incorporator is:

Scott L. Featherstone
105 South Aspen Drive
Ketchum, Idaho 83340

Dated this 1 day of April, 2005.



Scott L. Featherstone, Incorporator