

Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CHARRUSA
I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SCOTCO, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 28th day of June 1967

original articles of amendment, as provided by Sections 30-151, 30-152, 30-154 & 30-155,
Idaho Code, Agreement of Merger, merging CAPITAL DISTRIBUTING CO., with and
into SCOTCO, INC.,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~
will be
/ recorded on ~~XXXXXX~~ Microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 28th day of June,

A. D., 1967
PETE T. CHARRUSA
Secretary of State

By Deputy Secretary of State

MERGER AGREEMENT

THIS AGREEMENT dated this 28th day of June, 1967, by and between SCOTTCO, INC., an Idaho corporation, and all of the directors and stockholders thereof, Parties of the First Part, and CAPITAL DISTRIBUTING CO., an Idaho corporation, and all of the directors and stockholders thereof, Parties of the Second Part.

WHEREAS, Scottco, Inc. and Capital Distributing Co. are respective corporations organized under the laws of the State of Idaho, and

WHEREAS, the total number of shares of stock Scottco, Inc. is authorized to issue is 500 shares of common stock and 60 shares of preferred stock; and

WHEREAS, the total number of shares of stock which Capital Distributing Co. is authorized to issue is 1500 shares, 100 shares of which are issued and outstanding; and

WHEREAS, the parties hereto desire that Capital Distributing Co. be merged into Scottco, Inc. and

WHEREAS, there are good and sound business reasons for this merger including but not limited to the following:

(1) Capital Distributing Co. has since its inception been operated by the majority stockholder M. A. Lanzer and has been franchised distributor for Coors Beer; and the said M. A. Danzer now desires to retire and to no longer be active in the business of distributing and selling beer;

(2) Scottco, Inc. has been since its inception the franchised distributor for Olympia Beer and continues to be so;

(3) Because of the competitive nature of the beer distribution business a merger of the two distributorships will better enable the distributors of Olympia Beer and Coors Beer to compete in the market;

(4) Since Olympia Brewing Company and Adolph Coors Company are small breweries and only sell in certain markets in the United States, a single corporation distributing both beers is better able to protect itself against any strong selling and advertising campaigns that might be instigated by one or more of the large breweries which sells throughout the United States.

(5) The merger will simplify the financing requirements of the two distributorships and will simplify borrowing procedures for the operation and growth of the companies.

NOW THEREFORE, in consideration of the premises and of the mutual promises and covenants herein contained,

IT IS HEREBY AGREED between the parties hereto acting in pursuance of Sections 30-151, 30-152, 30-154 and 30-155 of the Idaho Code, relating to the merger of corporations, that Capital Distributing Co. shall be merged into Scottco, Inc., as a single corporation; and the parties hereto hereby agree to and do prescribe the terms and conditions of such merger, the mode of carrying the same into effect and state such facts required or permitted by the provisions of Title 30, Chapter I of the Idaho Code to be set out in merger agreements, as well as the manner of converting the shares of the two corporations here involved into shares of the surviving corporation, with other details and provisions deemed necessary.

FIRST

Capital Distributing Co. shall be merged into Scottco, Inc. and the corporate existence of Capital Distributing Co. shall cease and the corporate existence of Scottco, Inc. shall continue under the name "Scottco, Inc."

SECOND

The principal office of Scottco, Inc. is located in Boise, County of Ada, State of Idaho.

THIRD

The present Articles of Incorporation of Scottco, Inc., as they may have been amended, shall be the Articles of Incorporation of the corporation.

FOURTH

The present By-Laws of Scottco, Inc., as they may have been amended, shall be the By-Laws of the corporation.

FIFTH

The present officers and directors of Scottco, Inc. will be the officers and directors of the company.

SIXTH

There are currently 100 shares of the capital stock of Capital Distributing Co. outstanding. Immediately after the merger shall become effective, Scottco, Inc. shall cause to be issued to the stockholders of Capital Distributing Co. 100 shares of preferred stock of Scottco, Inc. in exchange for each One (1) shares of the capital stock of Capital Distributing Co. held by said stockholders. The said preferred stock of Scottco, Inc. to be so issued shall be preferred stock with a par value of \$1,000.00 per share, and it shall be non-dividend paying stock, preferred as to liquidation only.

Scottco, Inc. hereby agrees, and the certificates of stock of the said preferred stocks shall state on their face, that Scottco, Inc. will cause the said shares of preferred stock to be purchased from the holders thereof, at the option of the holders thereof, at the rate of 3 1/3% of the par value of each share on the first day of July, 1968, and on the first day of July of each year thereafter through July, 1972, and at the rate of 8 1/3% of the par value of each share on the first day of July, 1973 and 8 1/3% of the par value of each said share on the first day of July of each succeeding year thereafter until the total value of said share has been repurchased, the said total value being the par value. Scottco, Inc. further agrees that the said preferred shares of stock so redeemed by Scottco, Inc. shall not be reissued so long as any of said shares are held by M. A. Lanzer or Ora Neta Danzer or their heirs or assigns. Scottco, Inc. represents that it is only authorized to issue 60 shares of preferred stock, and Scottco, Inc. agrees that it will not issue any new shares of preferred stock so long as any of the preferred stock described above is held by M. A. Danzer or Ora Neta Danzer or their heirs or assigns.

SEVENTH

This agreement shall be submitted to the stockholders of Capital Distributing Co., one of the merging corporations, and to the stockholders of Scottco, Inc., in the manner provided by law, and if the votes of the stockholders of each such corporation representing two-thirds (2/3) of the voting power of all shareholders of each corporation shall vote for the adoption of this agreement, it shall, take effect, as the agreement of merger of Scottco, Inc., and Capital Distributing Co. upon the filing hereof in the office of the Secretary of

State of the State of Idaho, with evidence of its adoption as required by law.

EIGHTH

When this agreement of merger shall have been signed, acknowledged, filed and recorded in the manner required by the laws of the State of Idaho, the separate existence of Capital Distributing Co. shall cease and Capital Distributing Co. shall be merged into Scottco, Inc., the resulting corporation, in accordance with the provisions of this agreement, possessing all the rights, privileges, powers, and franchises of public as well as private nature, and being subject to all the restrictions, disabilities and duties of each of the two merging corporation; and all and singular, the rights, privileges, powers and franchises of each of the two merging corporations, and all property, real, personal and mixed and all debts due to either of the two merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, shall be invested in Scottco, Inc., the resulting corporation; and all property, right, privileges, powers, and franchises and all and every other interest shall be thereafter as effectively the property of Scottco, Inc., the resulting corporation, as they were of the two merging corporations; and the title to any real estate vested by deed or otherwise, under the laws of the State of Idaho, in either of the two merging corporations, shall not revert or be in any way impaired by reason of the mergers; provided, however, that all rights of creditors and all liens upon any property of either of the two merging corporations shall be preserved unimpaired, and all debts, liabilities and duties of the two respective merging corporations shall

thenceforth attach to Scottco, Inc., the resulting corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

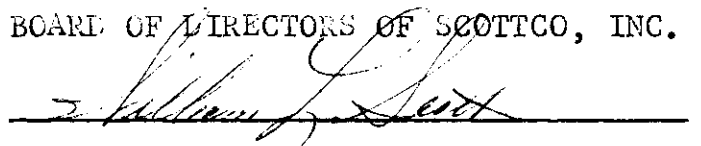
If, at any time after the effective date of this merger, Scottco, Inc., the resulting corporation, shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in Scottco, Inc. the resulting corporation, of the title of Capital Distributing Co. to any of its property or rights, the appropriate officers and ✓ directors of Scottco, Inc., the resulting corporation, are hereby authorized to execute and acknowledge all such instruments of further assurance, and to do such other acts or things, either in the name of Capital Distributing Co., or in the name of Scottco, Inc., the resulting corporation as may be requisite or desirable to carry out the purposes of this agreement of merger as hereinbefore expressed.

NINTH

Until this agreement of merger becomes effective or is abandoned, neither of the two merging corporations shall pay any dividends to their stockholders in stock or property.

IN WITNESS WHEREOF, this agreement of merger has been signed by all the directors of Scottco, Inc., one of the merging corporations, and Capital Distributing Co., the other such ✓ corporation, under their respective corporate seals, and by the stockholders of each said corporation, as of the day and year first above written.

BOARD OF DIRECTORS OF SCOTTCO, INC.



Mario J. Scott
Joseph E. Turner
BOARD OF DIRECTORS OF CAPITAL
DISTRIBUTING CO.

M. A. Danzger
Ara Neta Danzger
Roscoe E. Leonard

STOCKHOLDERS OF SCOTTCO, INC.

William L. Scott
Mario J. Scott

STOCKHOLDERS OF CAPITAL DISTRIBUTING CO.

M. A. Danzger
Ara Neta Danzger
Roscoe E. Leonard

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
)ss.
County of Ada)

The undersigned, secretary of Scottco, Inc., an Idaho corporation, one of the corporations described in and a party to the foregoing agreement of merger hereby certifies that the said agreement was submitted to all of the stockholders of the corporation and that more than two-thirds (2/3) of the voting power of all shareholders of said corporation (to-wit: 100 % of the voting power) authorized the said merger agreement pursuant to Idaho Code Sections 30-133 and 30-152.

This certificate is made pursuant to the requirements of Idaho Code Section 30-152.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of June, 1967.

Muri J. Pratt
Secretary

SUBSCRIBED AND SWORN to before me this 28th day of June, 1967.

J. Charles Blanton
Notary Public for Idaho
Residing at Boise, Idaho

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
) ss.
County of Ada)

The undersigned, secretary of Capital Distributing Co., an Idaho corporation, one of the corporations described in and a party to the foregoing agreement of merger hereby certifies that the said agreement was submitted to all of the stockholders of the corporation and that more than two-thirds (2/3) of the voting power of all shareholders of said corporation (to-wit: 100% of the voting power) authorized the said merger agreement pursuant to Idaho Code Sections 30-133 and 30-152.

This certificate is made pursuant to the requirements of Idaho Code Section 30-152.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of June, 1967.

Lucille E. Leonard
Secretary

SUBSCRIBED AND SWORN to before me this 28th day of June, 1967.

J. Charles Blanton
Notary Public for Idaho
Residing at Boise, Idaho

SIGNATURES AND ACKNOWLEDGMENTS

William L. Scott and Marie J. Scott, the president and secretary, respectively of Scottco, Inc. do hereby certify that the within and foregoing Merger Agreement has been adopted by Scottco, Inc., an Idaho corporation, this 28th day of June, 1967.

William L. Scott
President

Marie J. Scott
Secretary

M. A. Danzer and Rosalie E. Leonard, the president and secretary, respectively of Capital Distributing Co. do hereby certify that the within and foregoing Merger Agreement has been adopted by Capital Distributing Co., an Idaho corporation, this 28th day of June, 1967.

M. A. Danzer
President

Rosalie E. Leonard
Secretary

STATE OF IDAHO)
)ss.
County of Ada)

William L. Scott, being first duly sworn, deposes and says:

That he is the president of Scottco, Inc., an Idaho corporation, and he certifies and acknowledges that the within and foregoing Merger Agreement was entered into by Scottco, Inc. on the 28th day of June, 1967.

William L. Scott
William L. Scott

SUBSCRIBED AND SWORN to before me this 28th day of June, 1967.

J. Charles Blanton
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)ss.
County of Ada)

M. A. Danzer, being first duly sworn, deposes and says:

That he is the president of Capital Distributing Co.
an Idaho corporation, and he certifies and acknowledges that the
within and foregoing Merger Agreement was entered into by
Capital Distributing Co. on the 28th day of June, 1967.

M. A. Danzer
M. A. Danzer

SUBSCRIBED AND SWORN to before me this 28th day of June, 1967.

J. Charles Blanton
Notary Public for Idaho
Residing at Boise, Idaho