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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PAYETTE LAKE BREWING COMPANY

The undersigned, acting as the incorporator of a corporation ("Corporation") organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation is Payette Lake Brewing Company, Inc.

ARTICLE II. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of McCall, Valley County, State of Idaho. The address of the initial registered office is P.O. Box 8141; Moscow, Idaho 83843, and the name of the initial registered agent at this address is Sheri L. Russell. Physical address: 208 S MAIN ST STE 1 MOSCOW ID 83843

ARTICLE III. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide a public establishment for eating and drinking, brew beer for on-premises sales and consumption and wholesale distribution.

B. To exercise all powers granted by law necessary and proper to carry out the above stated purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE IV. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE V. SHARES OF STOCK.

The Corporation has authority to issue 100,000 shares of stock at \$6.90 per share.

ARTICLE VI. MEMBERS.

The Board of Directors of the Corporation shall make all decisions regarding membership in the Corporation.

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ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Tim Gossack, President
25 Jughandle Drive
McCall, ID 83638

Glen Jarosz, Vice President Restaurant Operations
25 Jughandle Drive
McCall, ID 83638

Ed Gossack
4357 Orchard Heights Road N.W.
Salem, OR 97304

ARTICLE VIII. INDEMNIFICATION.

The Corporation shall indemnify a person who was, is or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a director in accordance with the provisions of the Act governing indemnification. The Corporation may also purchase and maintain insurance or other arrangement on behalf of the directors and officers of the Corporation against any liability asserted against them and incurred by them in such capacity or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under this Article.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended from time to time as provided by the statute or the bylaws of the Corporation, provided, however, that no amendment shall be made which would alter the purposes for which the Corporation is organized as set forth in Article III, or would cause any benefit to inure to any officer, director, incorporator or member.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by

the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is:


Tim Gossack
25 Jughandle Drive
McCall, ID 83638

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

I, the undersigned, hereby execute these Articles of Incorporation.

DATED on this 27th day of January, 1998.



Tim Gossack
Board President and Incorporator