



**Department of State.**

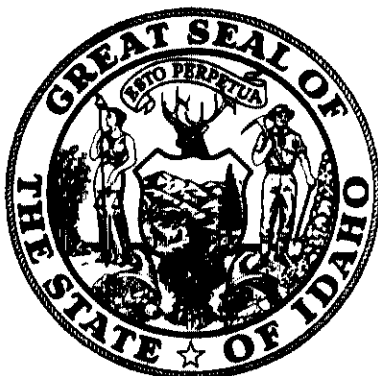
**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO BREWERIES, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 29, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elyzabeth M Zabala*

92692

ARTICLES OF INCORPORATION

OF

IDAHO BREWERIES, INC.

JUL 29 11 25 AM '90  
SECRETARY OF STATE

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

IDAHO BREWERIES, INC.

ARTICLE II

PERIOD OF DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is formed shall be as follows:

1. To engage generally in the business of obtaining financing, starting and managing one or more breweries; to acquire equipment and property necessary to fully carry out said general purpose and to do whatever may be necessary and convenient to carry on the above said business, and to enter into any lawful arrangement for sharing profits, union of interest, reciprocal association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

2. To transact business in the State of Idaho or in any other jurisdiction of the United States of America or elsewhere in this world.

3. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated

in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection or benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of this corporation.

The foregoing statement of purposes shall be construed as statements of purposes, objectives, and powers, and shall be liberally construed in aid of the powers of this corporation. The powers and purposes stated in each clause shall not be limited or restricted by any term or provision of any other clause. It is hereby expressly provided that the foregoing enumeration as to specific purposes and powers shall not be held to limit or restrict in any manner the purposes or powers of this corporation otherwise permitted by law, as the Board of Directors may from time to time determine.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is TEN-THOUSAND (10,000) SHARES of common stock, having a nominal or par value of ONE DOLLAR (\$1.00) per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment unless otherwise determined by the Board of Directors.

#### ARTICLE V

##### INITIAL CAPITAL

This corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares. The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

#### ARTICLE VI

##### PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall give written notice to each shareholder by registered or certified mail at that shareholder's address as

shown in the stock records of the corporation of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the mailing of such notice, any shareholder shall have the right on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving written notice of such election to the corporation at its registered office by registered or certified mail. If any shareholder does not give notice of his or her election to acquire such shares within such thirty (30) day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. Except as provided above, the shareholders shall have no pre-emptive rights to acquire any securities of this corporation.

## ARTICLE VII

### RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation in the event of the death of any of its shareholders or otherwise. The manner and form as well as related terms, conditions and details of the above said sale or transfer shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of a third party without actual notice thereof until existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his or her shares except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting especially called for such purpose, or in such other manner as provided for in the By-Laws of the corporation.

## ARTICLE VIII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer, whether or not then in office, shall be indemnified by the corporation against all costs and

expenses reasonably incurred by or imposed upon him or her in connection with, or arising out of, any action, suit or proceedings in which he or she may be involved by reason of his or her being, or having been, a Director or Officer of the corporation, such expenses to include the cost of reasonable settlement (other than amounts paid to the corporation itself) made with a view of curtailment of cost of litigation. The corporation shall not, however, indemnify any Director or Officer, with respect to matters as to which he or she shall finally be adjusted in any such action, suit or proceedings to have finally been derelict in the performance of the duties as such Director or Officer; not in respect of any matter on which settlement or compromise is expected, if the total expense, including the cost of such settlement, shall substantially be the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall be in addition to any other rights to which any Director or Officer may be entitled as a matter of law.

## ARTICLE IX

### REGISTERED ADDRESS OF INITIAL OFFICE AND AGENT

The initial address of the principal office and place of business of the corporations is:

1400 East Lewis St.  
Boise, ID 83712

The name and address of this corporation's principal registered agent is:

Penelope J. Cornwall  
1400 East Lewis St.  
Boise, ID 83712

The Board of Directors may from time to time move the principal office to any other address in the State of Idaho and change its registered agent at such address.

## ARTICLE X

### DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than three, nor more than ten.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified are:

Penelope J. Cornwall

1400 East Lewis St.  
Boise, ID 83712

William J. Fenger Cornwall

1400 East Lewis St.  
Boise, ID 83712

Ronald R. Manaker

2607 Nelson Ave., Unit D  
Redondo Beach, CA 90278

#### ARTICLE XI

#### INCORPORATORS

The names and addresses of each of the incorporators is as follows:

Penelope J. Cornwall

1400 East Lewis St.  
Boise, ID 83712

William J. Fenger Cornwall

1400 East Lewis St.  
Boise, ID 83712

Ronald R. Manaker

2607 Nelson Ave., Unit D  
Redondo Beach, CA 90278

IN WITNESS WHEREOF, we the incorporators have executed these  
Articles of Incorporation this 29th day of JULY, 1990.

Penelope J. Cornwall  
Penelope J. Cornwall, Incorporator

William J. Fenger Cornwall  
William J. Fenger Cornwall, Incorporator

Ronald R. Manaker  
Ronald R. Manaker, Incorporator

STATE OF IDAHO)

: ss.

County of Ada )

I, the undersigned, a Notary Public, do hereby certify that  
PENELOPE J. CORNWALL, WILLIAM J. FENGER CORNWALL and RONALD R.  
MANAKER personally appeared before me and, being duly sworn by me,  
severally declared that they signed the foregoing document as  
incorporators, and that the statements therein contained are true.

DATED this 29th day of June, 1990.

My Commission Expires:

11-1-92

Janet C. Galloway  
Notary Public

Residing at: Bow