

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, IRA H. MASTERS, 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

SUBBENT MERCANTILE COMPANY
a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **21st** day of **October**, 19**46**

original articles of amendment, as provided by Section **29-215** and **29-216**, changing corporate title to:

"DELUKE BREWING COMPANY"

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film Roll No. **8** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That **the Articles 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 **23rd** day
of **October**, in the year of our Lord
one thousand nine hundred forty-**six**
and of the Independence of the United States of
America the One Hundred **Seventy-First**

Secretary of State.

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF THE
SUNSET MERCANTILE COMPANY

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

KNOW ALL MEN BY THESE PRESENTS:

That Sunset Mercantile Company, a corporation organized and existing under the laws of the State of Idaho and having its principal place of business and registered office in the City of Wallace, County of Shoshone, State of Idaho, was originally organized under the laws of the State of Idaho on or about the 30th day of November, 1900, as the Sunset Brewing Company. That said corporation's articles of incorporation contained an article which was numbered "1st" which read as follows: "The name of this corporation is and shall be Sunset Brewing Company."

That thereafter and in the year 1916 by an amendment of said Article "1st" of said articles of incorporation, the name of said corporation was duly and regularly changed to Sunset Mercantile Company.

That all of the issued and outstanding capital stock of said Sunset Mercantile Company is now and on the 14th day of October, 1946, it was held and owned by Silver Springs Brewing Company, a corporation duly organized and existing under the laws of the State of Washington with its principal place of business at the City of Port Orchard,

Washington. That on said 14th day of October, 1946, at a special meeting of the Board of Directors of said Silver Springs Brewing Company, duly and regularly held at the office of said last mentioned corporation in the said City of Port Orchard, Washington, a resolution was duly and regularly adopted, in and by which the said Silver Springs Brewing Company gave its consent that the articles of incorporation of said Sunset Mercantile Company be amended so as to change the name of said corporation to DeLuxe Brewing Company and that Article "1st" of the articles of incorporation of said Sunset Mercantile Company be amended to read as follows, to-wit:

"1st. The name of this corporation is and shall be DeLuxe Brewing Company."

That thereafter three copies of the minutes of said special meeting of the Board of Directors of said Silver Springs Brewing Company, included in which said minutes was the aforesaid resolution, were duly certified by the president and secretary of said Silver Springs Brewing Company and were furnished to the secretary of Sunset Mercantile Company, which said minutes, including said resolution, certified as aforesaid, are attached hereto, marked Exhibit "A" and hereby referred to and by reference made a part of these articles of amendment.

WHEREFORE, pursuant to said written consent of the said Silver Springs Brewing Company to the aforesaid amendment, BE IT HEREBY KNOWN:

That Article "1st" of said articles of incorporation of said Sunset Mercantile Company (formerly Sunset Brewing Company) has been and is hereby amended to read as follows, to-wit:

"1st. The name of this corporation is and shall be DeLuxe Brewing Company."

IN WITNESS WHEREOF, the president and secretary of said Sunset Mercantile Company have hereunto subscribed their names at Wallace, Idaho, this 14th day of October, 1946.

W. D. Byrum
President of Sunset Mercantile Company

J. E. Davies
Secretary of Sunset Mercantile Company

STATE OF WASHINGTON)
) SS.
COUNTY OF KITSAP)

W. D. BRYAN and J. E. DAVIES, being duly severally sworn, each for himself deposes and says:

That they are the president and secretary, respectively, of the Sunset Mercantile Company, the corporation named in the foregoing articles of amendment; that they have read said articles of amendment and know the contents thereof and that the facts therein stated are true.

W. D. Bryan

J. E. Davies

Subscribed and sworn to before me this 14th day of October, 1946.

[Signature]

Notary Public for the State of Washington
Residing at Port Orchard, Washington

STATE OF WASHINGTON)
) ss.
COUNTY OF KITSAP)

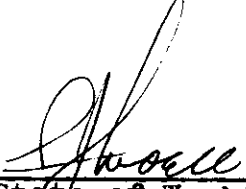
J. E. DAVIES, being first duly sworn, on his oath certifies and says:

That I am the secretary of Sunset Mercantile Company, the corporation named in the foregoing articles of amendment. That I have in my possession all of the stock books and stock records of said Sunset Mercantile Company and that, as appears from said books and records, the Silver Springs Brewing Company, the corporation mentioned in the foregoing articles of amendment and in the hereunto annexed instrument, marked Exhibit "A", is the owner and holder of all of the issued and outstanding stock of said Sunset Mercantile Company and is the only person who would be entitled to vote at any shareholders' meeting of said Sunset Mercantile Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Sunset Mercantile Company this 14th day of October, 1946.


Secretary of Sunset Mercantile Company

Subscribed and sworn to before me this 15 day of October, 1946.


Notary Public for the State of Washington
Residing at Port Orchard, Washington

A special meeting of the Board of Directors of Silver Springs Brewing Company, a corporation organized and existing under the laws of the State of Washington, with its principal place of business at Port Orchard, Washington, was held at the office of said corporation in said City of Port Orchard, Washington, at the hour of two o'clock, P.M. on October 14th 1946. All members of said Board of Directors were present at said meeting and gave their consent to the holding of said meeting, and participated in the business thereof.

The meeting was called to order by the president, W. D. Bryan, who stated that the meeting had been called and was being held for the purpose of considering and acting upon the question of whether this corporation should give its consent to an amendment of the articles of incorporation of the Sunset Mercantile Company, a corporation organized and existing under the laws of the State of Idaho, with its principal place of business at Wallace, Shoshone County, Idaho, so as to change the name of said Sunset Mercantile Company to DE LUXE BREWING COMPANY. After a general discussion of the matter, Director Harry B. Howe presented and moved the adoption of the following resolution:

RESOLUTION

WHEREAS, Silver Springs Brewing Company, a corporation organized and existing under the laws of the State of Washington, with its principal place of business at the City of Port Orchard, Washington, is the owner of all of the issued and outstanding capital stock of Sunset Mercantile Company, a corporation organized and existing under the laws of the State of Idaho, with its principal place of business and its registered office at the City of Wallace, Shoshone County, Idaho; and

WHEREAS, it is desired to amend the articles of incorporation of said Sunset Mercantile Company so as to change the name of said corporation to DeLuxe Brewing Company;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Silver Springs Brewing Company that as the owner of all of the issued and outstanding capital stock of said Sunset Mercantile Company, the said Silver Springs Brewing Company shall, and hereby does GIVE ITS CONSENT to the amendment of the articles of incorporation of said Sunset Mercantile Company so as to change the name of said last mentioned corporation to DeLuxe Brewing Company;

AND BE IT HEREBY FURTHER RESOLVED by the Board of Directors of Silver Springs Brewing Company that in order to effect such amendment and in order to change the name of said corporation to DeLuxe Brewing Company, article "1st" of the articles of incorporation of said Sunset Mercantile Company (formerly Sunset Brewing Company) may and shall be, and that the same hereby is amended to read as follows, to-wit:

"1st. The name of this corporation is and shall be DeLuxe Brewing Company."

AND BE IT HEREBY FURTHER RESOLVED by the Board of Directors of Silver Springs Brewing Company that said Silver Springs Brewing Company shall, and it hereby does CONSENT that the foregoing amendment to said articles of incorporation of said Sunset Mercantile Company may and shall be made without any meeting of the stockholders of said Sunset Mercantile Company being called or held for the purpose of adopting or authorizing such amendment;

AND BE IT HEREBY FURTHER RESOLVED by the Board of Directors of said Silver Springs Brewing Company that this resolution, and the fact of its adoption by the Board of Directors of Silver Springs Brewing Company, shall be certified in triplicate by the President and the Secretary of said Silver Springs Brewing Company; and that thereupon such triplicate certified copies of this resolution shall be furnished to the Secretary of said Sunset Mercantile Company, and shall be considered and treated in all respects and for all purposes as the written consent of said Silver Springs Brewing Company to the aforesaid amendment of the articles of incorporation of said Sunset Mercantile Company; and that the President and Secretary of said Sunset Mercantile Company be, and they hereby are authorized to prepare, execute and file in the office of the Secretary of State of the State of Idaho and in the office of the County Recorder of Shoshone County, Idaho, articles of amendment of said articles of incorporation of said Sunset Mercantile Company embodying the amendment hereinabove set out.

The motion for the adoption of said resolution was duly seconded by Director F. E. Langer, and upon being put to a vote was unanimously carried, all directors voting in favor thereof and there being no votes to the contrary. The president thereupon declared said motion carried and said resolution adopted.

There being no further business to come before said meeting, the president declared the meeting adjourned.

STATE OF WASHINGTON)
) ss.
COUNTY OF KITSAP)

W. D. BRYAN and J. E. DAVIES, being severally duly sworn, on their oaths certify and say:

That they are the president and the secretary, respectively, of Silver Springs Brewing Company, the corporation mentioned in the foregoing minutes and in the foregoing "Resolution"; that they were both personally present at the special meeting of the Board of Directors of said Silver Springs Brewing Company held at the City of Port Orchard, Washington, at the hour of two o'clock, P.M. on the 14th day of October, 1946; that the foregoing minutes constitute and are a true record of the proceedings at said meeting, and that the foregoing "Resolution" is a full, true and correct copy of a resolution adopted by unanimous vote of the directors of said Silver Springs Brewing Company at said meeting of said Board.

W. D. Bryan

J. E. Davies

Subscribed and sworn to before me this 15 day of October, 1946.

Notary Public for the State of Washington, residing at Port Orchard, Wash.
My commission expires Feb. 7, 1949.