

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
ELIAS WHISKEY CO.**

2013 MAR 19 PM 2:57

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is Elias Whiskey Co.

**ARTICLE II  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE III  
PURPOSE**

The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV  
CAPITAL STOCK**

The capital stock of this Corporation shall consist of 1,000,000 shares of nonassessable, common stock, without a par value.

**ARTICLE V  
LIMITATION OF LIABILITY**

A. To the fullest extent permitted by the Idaho Business Corporations Act, or any other applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for any

IDAHO SECRETARY OF STATE  
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damages for a breach of fiduciary duty as a director, or for any action taken, or any failure to take any action, as a director.

B. If the Idaho Business Corporations Act is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporations Act so amended.

C. Neither any amendment nor repeal of this Article V, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article V, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE VI INDEMNIFICATION**

A. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any director of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such

person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

B. The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any officer, employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

C. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE VII PRINCIPAL PLACE OF BUSINESS**

The location and post office address of the principal place of business of this Corporation in the State of Idaho shall be 802 W. Bannock Street, Suite 900, Boise, Idaho,

83702. The initial registered agent of this Corporation is David H. Arkoosh and its address is 802 W. Bannock Street, Suite 900, Boise, Idaho 83702.

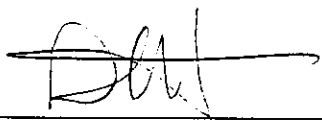
**ARTICLE VIII  
BOARD OF DIRECTORS**

The business of this Corporation shall be managed and conducted by a Board of Directors of initially one director. The director shall be as follows:

<u>Name</u>	<u>Address</u>
David H. Arkoosh	802 W. Bannock St. Suite 900 Boise, Idaho 83702

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David H. Arkoosh	802 W. Bannock St. Suite 900 Boise, Idaho 83702

By:   
\_\_\_\_\_  
David H. Arkoosh  
Incorporator