



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

BOISE SALES CO.

was filed in the office of the Secretary of State on the **31ST** day of **December** A.D., One Thousand Nine Hundred **Seventy-three** and will be / duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

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 **31st** day of **December** A.D., 19 **73**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

BOISE SALES CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation is:

BOISE SALES CO.

ARTICLE II.

The purposes for which this corporation is formed are:

- (a) To engage in and to carry on as principal, agent and otherwise the wholesale business of buying, owning, selling and generally dealing in all kinds of beer, ale, other beverages and food products of all kinds; and buying, leasing, owning, operating and selling to retail establishments the equipment, appliances and furnishings used in the sale or dispensing of beer, ale, other beverages and food products of all kinds.
- (b) To purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange and create liens upon any and all types of machinery, equipment and personal property wherever located.
- (c) To acquire, own, lease (either as lessor or as lessee) and operate warehouses or storage facilities for the storage of goods, wares, merchandise or supplies in any form and for the storage, repair or care of machinery, equipment or motor vehicles in connection with the conduct and business of this corporation.

(d) To acquire, own, lease (either as lessor or as lessee) storage facilities for beer, ale, other beverages and food and food products and to lease space in those facilities for its own use or to others and to store food or food products therein for others.

(e) To acquire, own, develop, plat, subdivide, improve, sell and deal in any real property or improvements thereon; and to mortgage and otherwise create liens upon real property.

(f) To invest in or advance or lend money or negotiate loans upon the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit or other contractual obligations, or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges or other interests of title to or interest in property, real, personal or mixed, or goods, wares and merchandise, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(g) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the money so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(i) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(j) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(k) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(l) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such things and such acts and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or of the statutes of the State of Idaho.

(m) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(n) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, in the County of Ada, State of Idaho.

ARTICLE V.

Section 1. This corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 50,000. The aggregate par value of the common stock of this corporation shall be \$50,000.00. The par value of each share of common stock issued by this corporation shall be \$1.00.

Section 2. The common stock of this corporation shall be non-assessable; and the private property of shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

Section 3. A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of common stock of this corporation.

ARTICLE VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common stock subscribed

