



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

VILLABROS ENTERPRISES, INC.

a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Second** day of **July** **1973**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **July** **1973**, a designation of **Paul J. Villano, Jr.** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **2nd** day of **July**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
VILLABROS ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, MICHAEL C. VILLANO, VIRGIL A. BOATRIGHT and BETTY D. CECIL, desiring to associate ourselves together as a corporation under the name and style of Villabros Enterprises, Inc., for the purposes of becoming a body corporate under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of the laws of said state, do hereby make, execute and acknowledge this certificate in writing of our intention so to become a body corporate under and by virtue of said laws.

I.

The corporate name and style of our said corporation shall be VILLABROS ENTERPRISES, INC..

II.

In furtherance, and not in limitation, of the general powers conferred by the State of Colorado, it is expressly provided that the purposes for which the corporation is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world; namely:

(1) To engage in the operation, conduct, and management of a wholesale distributorship for the sale and distribution of beer, malt liquors and sundry merchandise and allied products.

(2) To purchase, acquire through the issuance of its capital stock or otherwise, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved

and unimproved, industrial and business blocks, office buildings and other buildings of any kind, and the products and avails thereof and any and all other property of any and every kind or description, real, personal and mixed, wherever situate.

(3) To borrow money and to make, issue, negotiate and deliver its promissory notes, debentures, bonds and other securities or evidence of indebtedness, and to secure payment therefor by mortgage, pledge, or other encumbrance upon all or any part of its property and assets.

(4) To purchase, or otherwise acquire, the properties and assets of any other person, firm or corporation and the business and good will thereof, when such acquisition is deemed advisable, and to pay therefor in cash, or in its stock, notes, debentures or bonds; and in any such transaction to assume and undertake or guarantee payment of any part or all of the indebtedness or other obligation of the person, firm or corporation whose properties and business are so acquired.

(5) To purchase or otherwise acquire, and to invest in, hold, own and dispose of, the stock, bonds, notes, debentures and other obligations or securities issued by any person, firm, association or corporation, and the bonds or other evidences of the obligations of any government, state, territory or province, or of any city, county, or other governmental subdivision thereof; and to guarantee payment of dividends on, or of the principal of or interest on, any stocks, bonds, notes, debentures, or other securities or obligations of any person, firm, association or corporation in which this corporation has an interest as stockholder, creditor or otherwise.

(6) To purchase, or otherwise acquire stock of its own capital stock, and to hold, sell, exchange, pledge or otherwise dispose of or retire the

same; provided, that this corporation shall not use any of its funds or property for the purchase of its own shares when such use would cause any impairment of the capital of this corporation, and provided, that the shares of its own stock belonging to this corporation shall not be voted directly or indirectly while so owned.

(7) To carry on any other lawful business which may be deemed related to or tributary to the business of this corporation.

(8) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and the personal representatives of all such persons, against expenses actually and necessarily incurred by him in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreement, vote of shareholders or otherwise.

(9) To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and any other arrangements for carrying on one or more of the purposes set forth in its Articles of Incorporation, jointly or in common with others.

(10) To have and exercise all powers necessary, or convenient, to effect any or all of the purposes for which the corporation is organized.

4.

The foregoing clauses shall be construed as both objects and powers, and the foregoing enumeration of powers shall not be deemed to limit or restrict in any manner the general powers of this corporation; and the purposes, objects and powers specified in each of the paragraphs of this Article II shall not be limited or restricted by reference to or inference from the terms of any other paragraph, but each shall be regarded as independent objects and purposes.

III.

This corporation shall have perpetual existence.

IV.

The amount of authorized capital stock of this corporation shall be Twenty-five thousand (25,000) shares of a par value of \$1.00 per share, and all shares when issued shall be fully paid and non-assessable, and the private property of the stockholders shall not be liable for corporate debts.

V.

The corporate powers shall be exercised by a board of not less than three (3) nor more than seven (7) directors who may or may not be stockholders of this corporation and the names and addresses of the persons who are to serve as directors for the first year of its existence or until their successors are elected are:

NAME	ADDRESS
Paul J. Villano, Jr.	507 North 16th Street Coeur d'Alene, Idaho 83814
Shirley N. Villano	507 North 16th Street Coeur d'Alene, Idaho 83814
Michael C. Villano	4315 Wadsworth Blvd. Wheat Ridge, Colorado 80033

Cumulative voting shall not be permitted in the election of directors.

5.

VI.

The names and addresses of each incorporator are:

NAME	ADDRESS
Michael C. Villano	4315 Wadsworth Blvd. Wheat Ridge, Colorado 80033
Virgil A. Boatright	4315 Wadsworth Blvd. Wheat Ridge, Colorado 80033
Betty D. Cecil	4315 Wadsworth Blvd. Wheat Ridge, Colorado 80033

VII.

In furtherance and not in limitation of the powers hereinbefore conferred or conferred by the statutes or the by-laws of this corporation, and with the affirmative vote of a majority of the members of the Board of Directors, the Board of Directors shall have the following powers:

1. To make, alter, amend or repeal by-laws for the corporation, but any by-law so made may be altered, amended or repealed by the stockholders at any annual or special meeting.

2. From time to time to fix and determine, and to vary, the amount of working capital of this Corporation, to determine and direct the use and disposition thereof, to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish such reserve in the manner in which it was created, and to declare dividends from time to time out of any funds available therefor.

3. To designate by resolution passed by the affirmative vote of a majority of the members of the Board of Directors, an executive committee and such other committee as the Board shall deem desirable, each committee to consist of at least two members of the Board, which committee or committees to the extent provided in such resolution or in the By-Laws shall have and may

exercise the powers of the Board of Directors in the said intervals between meetings of the Board, in the management of the business and affairs of the corporation.

4. By affirmative vote of two-third (2/3rds) of the members of the Board of Directors, to sell, lease or convey any part or all of the property and assets of the corporation, including its good will and corporate franchise, upon such terms and conditions and for such consideration as the Board of Directors may deem expedient and for the best interest of the corporation; provided, that the sale or disposal of all or substantially all of the property and assets shall be authorized or ratified by the affirmative vote of the holders of at least two-thirds of the capital stock then issued and outstanding (or of each class of stock, if more than one class), such vote to be taken at a meeting of stockholders duly called for that purpose as provided by the statutes of Colorado.

VIII.

The principal office and place of business of this corporation in the State of Colorado shall be kept in the County of Jefferson, State of Colorado, at 4315 Wadsworth Blvd., Wheat Ridge, Colorado 80033. The corporation may also own, hold and operate properties in other counties in the State of Colorado, or elsewhere as hereinabove stated.

The original stock books and ledger and other books and records required by the statutes of Colorado to be kept for inspection by stockholders or creditors shall be kept at the principal office of the corporation in the County of Jefferson, State of Colorado.

Meetings of the Board of Directors and of the stockholders may be held from time to time outside the State of Colorado, at such times and places as may be designated by the By-Laws or resolutions of the Board of Directors.

7.

The address of the initial registered office of the corporation is 4315 Wadsworth Blvd., Wheat Ridge, County of Jefferson, State of Colorado 80033, and the name of its initial registered agent at such address is Michael C. Villano.

IX.

The corporation shall be entitled to treat the person in whose name any shares of stock are registered on its books as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not the corporation shall have notice thereof, except upon presentation of the certificate or certificates for such shares properly endorsed by the person or persons appearing upon the face of such certificate to be the owner thereof, or accompanied by a proper transfer or assignment separate from the certificate, with the signature or such endorsement or assignment duly witnessed or guaranteed, or except as may be otherwise expressly provided by the statutes of Colorado or ordered by a Court of competent jurisdiction.

X.

Each person herein named or hereafter elected a director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with or resulting from any claim, demand, action, suit or proceeding, or the fair and reasonable settlement thereof prior to final adjudication, to which he is or may be made a party by reason of being or having been a director or officer of this corporation (whether or not a director or officer of this corporation at the time such costs or expenses were incurred by or imposed upon him), except as to matters as to which he shall be finally adjudged in such action to have been derelict in the performance of his duties as such director or

8.

officer. The right of indemnification herein provided for shall not be exclusive of any other rights or remedies to which such person may be entitled as a matter of law.

XI.

The right is expressly reserved to amend this Article of Incorporation or any Article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of Colorado, and the rights of all stockholders are expressly made subject to such power of amendment.

WITNESS our hands and seals this 8th day of August, 1972.

Michael C. Villano (SEAL)

Michael C. Villano

Virgil A. Boatright (SEAL)

Virgil A. Boatright

Betty D. Cecil (SEAL)

Betty D. Cecil

STATE OF COLORADO)

COUNTY OF JEFFERSON)

SS.

I, Kathleen Wellbrock, a Notary Public in and for the State of Colorado do hereby certify that Michael C. Villano, Virgil A. Boatright and Betty D. Cecil, who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed, and delivered said instrument in writing as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and Official Seal this 8th day of August, 1972.

My commission expires April 14, 1976.

Kathleen Wellbrock

Kathleen Wellbrock



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law,

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----VILLABROS ENTERPRISES, INC.-----

(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----Ninth----- *day of* -----August-----, *A. D. 19* 72 *.*

Byron A. Anderson

SECRETARY OF STATE

Jeremiah J. Connolly

DEPUTY