

FILED EFFECTIVE

**AMENDED ARTICLES OF INCORPORATION
OF
BRASS, INC.**

2018 JUN -7 PM 3:58

SECRETARY OF STATE
STATE OF IDAHO

(Adopted by unanimous vote of the shareholders and directors on the 29th day of May,
2018)

RECITALS

WHEREAS, Brass, Inc. (hereinafter the "*Corporation*") was incorporated on November 4, 1964, as an Idaho corporation upon the filing of its Articles of Incorporation with the Idaho Secretary of State;

WHEREAS, the Corporation, and its directors and shareholders, desire to adopt these Amended Articles of Incorporation (the "*Articles*"), which shall amend and supersede in full all previous articles of corporation entered into or filed by the Corporation.

WHEREFORE, a majority of the Board of Directors and shareholders of the Corporation unanimously approve the adoption and filing of these Amended Articles of Incorporation as the Articles of Incorporation of the Corporation, as required by its initial articles of incorporation.

AGREEMENT

The undersigned, desiring to form a corporation for the purposes stated herein under the current Idaho Business Corporations Act, Idaho Code 30-29-101 *et seq.*, do hereby certify the following:

ARTICLE I

NAME, PRINCIPAL OFFICE LOCATION, AND REGISTERED AGENT

1.1. Name. The name of the Corporation shall be Brass, Inc. (hereinafter the "*Corporation*") and is incorporated under the Idaho Corporations Act, Chapter 29, Title 30 of the Idaho Code, as may be amended from time-to-time, in the State of Idaho, with a principal place of business in Boise, Idaho. The Corporation may do business under any assumed business name or trade names in its sole discretion.

1.2. Principal Office Location and Mailing Address. The place in Idaho where the principal office of the Organization shall be located is at 2455 N Highlands Holw, Boise, ID 83702. This address shall also be the mailing address of the Corporation.

1.3. Registered Office and Registered Agent. The registered agent shall be Taylor Law Offices, PLLC. The address for the registered office shall be 1112 W. Main

St., Ste. 101, Boise, ID 83702.

1.4 Duration. The duration of the Corporation shall be perpetual.

ARTICLE II **PURPOSES**

2.1 Purpose. The purpose of the Corporation shall be to operate a restaurant and brewery business for profit, and to conduct its business for any other lawful purpose or purposes the Corporation elects to pursue.

ARTICLE III **BOARD OF DIRECTORS, OFFICERS AND INCORPORATOR**

3.1 Board of Directors. The names and addresses of the persons who comprise the current Board of Directors and/or officers of the Corporation are as follows:

- I. Laurie Day, 3100 W. Crescent Rim Dr., Boise, ID 83706 - **President/Director**
- II. Andrea Davidson, 2191 W. Hill Rd., Boise, ID 83702 - **Vice President/Director**
- III. Megan Jones, 5770 W. Winfield Ct., Boise, ID 83703 - **Secretary/Director**

ARTICLE IV **STOCK**

4.1 Shares Authorized. The Corporation is authorized to issue Two Thousand and Five Hundred (2,500) shares of common stock in the Corporation, all of one class and each share with a par value of Ten Dollar (\$10.00).

ARTICLE V **MISCELLANEOUS**

5.1 Amendment. These Articles may only be amended by the affirmative vote of the Corporation's shareholders owning at least sixty-six percent (66%) or more of the Corporation's stock issued and authorized to vote, or by a unanimous vote of the Board of Directors.

5.2 Conflicts. If there is any conflict between the provisions of these Articles of Incorporation and the Bylaws of the Corporation, the provisions of the Articles of Incorporation shall govern.

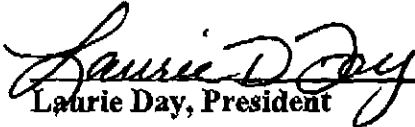
5.3 Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding and construed so as to as closely as possible effect the purposes of this Corporation.

5.4 Governing Law. These Articles shall be governed by and construed under the laws of the State of Idaho (without regard to conflict of laws principles), all rights and remedies being governed by said laws.

CERTIFICATE

These Amended Articles of Incorporation were approved by unanimous vote of the shareholders and directors of the Corporation as of the date indicated above in Boise, Idaho.

IN WITNESS WHEREOF, being duly authorized to submit these Articles, I have hereunto subscribed my name approving these Amended Articles of Incorporation.


Laurie Day, President

IDAHO SECRETARY OF STATE
06/07/2018 05:00
CK:19161488 CT:172099 BH:1647778
1@ 30.00 = 30.00 AMEND PROF #2