

ARTICLES OF INCORPORATION

OF

2011 DEC -6 PM 2: 09

SECRETARY OF STATE
 BENEWAH BEVERAGES, INC. STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (Act), adopts the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is Benewah Beverages, Inc.
2. Duration. The corporation shall exist in perpetuity.
3. Registered office and agent. The registered office of the corporation is 1430 Jay Lane, St. Maries, Idaho 83861, and the registered agent at that address is Brian St. John.
4. Incorporator. The name of the incorporator is Brian St. John. The incorporator's address is P.O. Box 527, St. Maries, Idaho 83861.
5. Purpose. The purpose for which this corporation is organized is to operate a beverage distributing business, and to conduct the transaction of any other lawful business for which corporations may be incorporated under the Act.
6. Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the board of directors shall be no less than one (1), and no greater than three (3), and the names and addresses of the persons to serve as initial directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Brian L. St. John	P.O. Box 527 St. Maries, Idaho 83861
Laci L. St. John	P.O. Box 527 St. Maries, Idaho 83861

7. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be Ten Thousand (10,000) shares of non-assessable common stock.

8. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by

the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

9. Preemptive Rights. The corporation elects to have preemptive rights.

10. Indemnification/Liability. To the fullest extent permitted by law, and the Act, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person 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, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director or officer shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for:

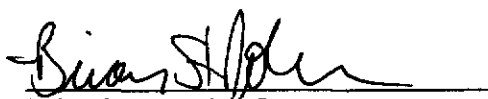
(i) The amount of a financial benefit received by a director or officer to which he or she is not entitled;

(ii) An intentional infliction of harm on the corporation or the stockholders;

(iii) An intentional violation of criminal law; or

(iv) A director shall also be liable for a violation of Section 30-1-833, Idaho Code.

In witness whereof, I have subscribed these Articles of Incorporation this 2 day of December, 2011.


Brian L. St. John, Incorporator
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