

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

GREAT NORTHERN BREWERS CLUB, INC.

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues the Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
04 10 1995



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

STATE OF ALASKA

DEPARTMENT OF COMMERCE AND ECONOMIC DEVELOPMENT

DIVISION OF BANKING, SECURITIES AND CORPORATIONS

WALTER J. HICKEL, GOVERNOR

P.O. BOX 110807
JUNEAU, ALASKA 99811-0807
Banking & Securities (907) 465-2521
Corporation Section (907) 465-2530

ANCHORAGE
Corporation Information (907) 563-2161

FOR YOUR INFORMATION Nonprofit Corporations

Enclosed are your Certificate of Incorporation, a copy of your Articles of Incorporation, and a change of registered agent form.

In order to maintain your corporate status, the following is required:

1. File a biennial report and pay a biennial filing fee before July 2 of every odd year. The report will be sent to the corporation's registered agent in May of every odd year. **IT IS THE CORPORATION'S RESPONSIBILITY TO FILE ITS BIENNIAL REPORT AND PAY ITS BIENNIAL FILING FEE.** Contact this office if you do not receive a biennial report form in time to file before the July 2 due date. Failure to file the report and pay the biennial filing fee will result in the corporation being involuntarily dissolved.
2. Notify this office of any change in registered agent or registered office. A form is enclosed for your use.
3. Notify this office of any change in officer or director. The notice must state the name and current address of each director and officer and the name of the person replaced and the office held. The notice must be signed by the president or the vice-president. There is no fee for this filing.

The corporation may amend its articles by filing Articles of Amendment.

A schedule of fees is on the reverse side of this letter. If you need assistance or information on filing instructions, please contact this office.

ALASKA CORPORATIONS SECTION

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Articles of Incorporation
of
Great Northern Brewers Club, Inc.

Filed for Record
State of Alaska
APR 10 1995
Department of Commerce
and Economic Development

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, hereby associate ourselves for the purpose of forming a corporation under the General Non-Profit Corporation Laws of the State of Alaska, and in furtherance of that purpose we do hereby execute these Articles of Incorporation and state that:

Article I.

The name of the corporation shall be Great Northern Brewers Club, Inc.

Article II.

The objects and purposes for which the corporation is organized are:

1. To educate people about beer, beer tasting, beer judging and brewing techniques, based upon shared knowledge and experience.
2. To engage in enjoyable social activities focused on homebrewing as a common foundation.
3. To promote the hobby and enjoyment of homebrewing.
4. To promote the responsible use of alcoholic beverages.

This corporation is a non-profit corporation. It is not organized, nor shall it be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits or dividends to the members thereof or to any individual; and no part of the property, profit or income of the corporation shall inure to the benefit of any member, officer or director of the corporation, or to the benefit of any other person.

The activities of the corporation shall consist in part of the adoption by the majority of the members at any regular meeting of an official position of the corporation concerning those issues, whether political, legislative or otherwise, which directly affect the stated purpose of the corporation or the practice or enjoyment of homebrewing; provided, however, that the Board of Directors of the Corporation may, when urgent time circumstances require, adopt by a majority vote and express an official policy of the corporation concerning any of the foregoing subjects, which position so adopted shall be subject to ratification by a majority vote of the members present at the next regular meeting. These qualifications shall be stated at the time such official position,

as adopted by the Board of Directors, is publicly announced.

The carrying on of business for profit, if such should occur, shall be merely incidental to the specific and primary purposes of the corporation as herein set forth, and shall be in furtherance of those purposes. Upon dissolution of the corporation or winding up of this corporation or upon abandonment of its purposes, its assets, after paying or adequately providing for the debts and obligations of the corporation, shall be transferred to a tax-exempt organization having the same or similar purposes, which shall be designated by the Board of Directors.

The corporation shall have and exercise all the rights, privileges and powers which a non-profit corporation may now or hereinafter have or exercise which may be necessary or expedient for the administration of its affairs and the full attainment of its purposes, including all such powers enumerated in AS 10.20.011, including the power to accept gifts, bequests, devises and other types of donations for the purposes and uses of the corporation.

Article III

The internal affairs of the corporation shall be regulated by a board of directors nominated by and elected by individual members. The board of directors is subject to such terms, conditions, restrictions, and duties as set forth in the corporation's bylaws.

Article IV

No director or officer of the corporation shall be liable to the corporation or its members for monetary damages for the breach of fiduciary duty as a director or officer of the corporation, except for acts or omissions not in good faith that involve intentional misconduct or a knowing violation of the law.

Article V.

The initial Registered Agent of the corporation and his address are:

David Snow
5915 Lake Otis, Unit 3
Anchorage, AK 99515

Article VI.

The period of duration of this corporation shall be perpetual.

Article VII.

Admission shall be open to all interested persons upon paying the dues set forth in the ByLaws, and, as such, Bylaws may be amended from time to time.

Article VIII.

The highest amount of indebtedness or liability to which this corporation may be subject is \$50,000.

Article IX

The initial Board of Directors shall consist of five (5) persons. The names and addresses of those persons, each of whom shall serve as a director until resignation, removal or until his or her successor is elected, in accordance with the corporation bylaws, are as follows:

Douglas Simpson
404B Eklutna Drive
Anchorage, AK 99504

Gary Pattison
6517 Cimarron Circle
Anchorage, AK 99504

Breck Tostevin
3237 Wiley Post Lp.
Anchorage, AK 99517

William Keas
4150 West 89th Court
Anchorage, AK 99502

Mick McDaniel
221 West Manor
Anchorage, AK 99501

The number of directors may be changed from time to time by the corporation as provided in its bylaws.

Article X.

These Articles of Incorporation may be amended at a regular or special meeting of the members of the corporation called for that purpose, by a vote of two-thirds of the members present or represented at the meeting. However, no amendment of the Articles of Incorporation shall be made at a regular or special meeting unless notice is provided to each member, either personally or by mail at his/her last registered address at least fifteen (15) days before the meeting, stating that it is proposed that the Articles

of Incorporation be amended at the meeting.

Article XI.

The name and address of the five (5) resident adult persons who are to act in the capacity of original incorporators are:

James Roberts
7635 Hennings Way
Anchorage, AK 99504

Mark Ryan
3428 Purdue Street
Anchorage, AK 99508

Pat Ryan
3428 Purdue Street
Anchorage, AK 99508

David Yanoshek
12010 Timberlane Drive
Anchorage, AK 99515

Paul Stowell
471 Falke Court
Anchorage, AK 99504

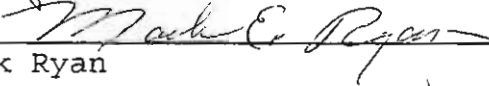
IN WITNESS WHEREOF, for the purposes of incorporating Great Northern Brewers, Inc., an existing unincorporated association, we, the undersigned, being United States citizens, over the age of twenty-one (21) years, and residents of the Third Judicial District, Anchorage, Alaska, have executed these Articles of Incorporation on the date hereinafter indicated.

DATED: 02 MAR 95



James Roberts

DATED: 03.30.95



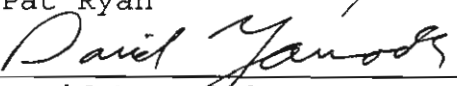
Mark Ryan

DATED: 03.30-95



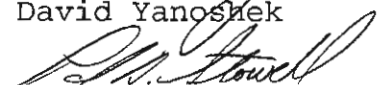
Pat Ryan

DATED: 3-2-95



David Yanoshek

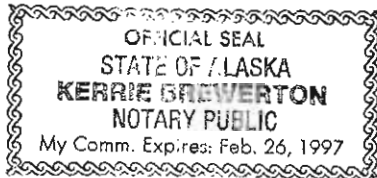
DATED: 24 Jan 95



Paul Stowell

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss.

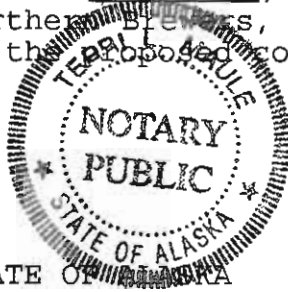
The foregoing instrument was acknowledged before me this 2nd day of March, 1995, by James Roberts, the incorporator of Great Northern Brewers, Inc., a proposed Alaska corporation, on behalf of the proposed corporation.



Kerrie Brewerton
NOTARY PUBLIC in and for Alaska
My Commission Expires: 2-26-97

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss.

The foregoing instrument was acknowledged before me this 30th day of March, 1995, by Mark Ryan, the incorporator of Great Northern Brewers, Inc., a proposed Alaska corporation, on behalf of the proposed corporation.



Terri L. Maule
NOTARY PUBLIC in and for Alaska
My Commission Expires: 12/08/98

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss.

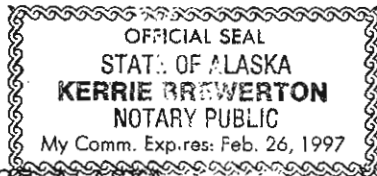
The foregoing instrument was acknowledged before me this 30th day of March, 1995, by Pat Ryan, the incorporator of Great Northern Brewers, Inc., a proposed Alaska corporation, on behalf of the proposed corporation.



Terri L. Maule
NOTARY PUBLIC in and for Alaska
My Commission Expires: 12/08/98

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss.

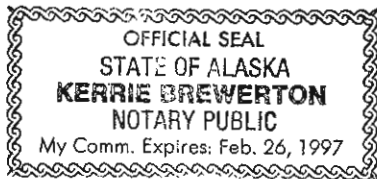
The foregoing instrument was acknowledged before me this 2nd day of March, 1995, by David Yanoshek, the incorporator of Great Northern Brewers, Inc., a proposed Alaska corporation, on behalf of the proposed corporation.



Kerrie Brewerton
NOTARY PUBLIC in and for Alaska
My Commission Expires: 2-26-97

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss.

The foregoing instrument was acknowledged before me this 24th day of January, 1995, by Paul Stowell, the incorporator of Great Northern Brewers, Inc., a proposed Alaska corporation, on behalf of the proposed corporation.



Kerrie Brewerton
NOTARY PUBLIC in and for Alaska
My Commission Expires: 2-26-97