

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____

(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Jordan Kimberley Beth

(Last) (First) (Middle) (Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

500 Linden Street

(Street number and name or Post Office Box information)

Fort Collins CO 80524

(City) (State) (ZIP/Postal Code)

_____ United States

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of an organization organized for such purposes as shall at such time qualify as exempt under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code. If no such transfer can be made to such organization, then such assets will be transferred to or for the benefit of the federal government, or to a state or local government, for a public purpose. Any of such assets not so disposed of shall be disposed of by the District Court for Denver County, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (**Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.*)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Davis Joseph
(Last) (First) (Middle) (Suffix)
500 Linden Street
(Street number and name or Post Office Box information)
Fort Collins CO 80524
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**ATTACHMENT
TO
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION
OF
CRAFT BEER COLORADO, INC.**

The Attachment to the Articles of Incorporation of Craft Beer Colorado, Inc. (the "Corporation") is as follows:

Article I
Objects and Purposes

The Corporation is organized and shall be operated as a business league as described in, and contemplated by, § 501(c)(6) of the Internal Revenue Code of 1986 (or any successor provision) (hereinafter the "Internal Revenue Code"). The purpose of the Corporation shall be to promote craft brewing and protect the interests of craft brewers in the State of Colorado. In furtherance of such purposes the Corporation may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

Article II
Powers & Limitations

In furtherance of the preceding objects and purposes and subject to the restrictions set forth below, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

(a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under § 501(c)(6) of the Internal Revenue Code.

(b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

Article III
Private Inurement

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributed to, any director or officer of the Corporation or any other private individual, except as permitted by § 501(c)(6) of the Internal Revenue Code.

Article IV
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of an organization organized for such purposes as shall at such time qualify as exempt under § 501(c)(3) or § 501(c)(6) of the Internal Revenue Code. If no such transfer can be made to such organization, then such assets will be transferred to or for the benefit of the federal government, or to a state or local government, for a public purpose. Any of such assets not so disposed of shall be disposed of by the District Court for Denver County, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

Article V
Membership

The Corporation shall have such classes of members as may from time to time be prescribed by its bylaws. The conditions and terms of and the qualification for membership in the Corporation shall be as established in the bylaws.

Article VI
Incorporators

The true name and mailing address of each additional incorporator are as follows:

Brian O'Connell
925 W. 9th Ave.
Denver, CO 80204

Bradley Lincoln
1900 E. Lincoln Ave.
Fort Collins, CO 80524

Wynne Odell
800 E. Lincoln Ave.
Fort Collins, CO 80524

Jon Eric Wallace
1265 Boston Ave.
Longmont, CO 80501

Article VII
Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the Corporation. The names of the initial directors are:

Brian O'Connell
Kimberley Jordan
Bradley Lincoln
Wynne Odell
Jon Eric Wallace

Article VIII
Indemnification

(a) The Corporation shall indemnify a person who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director of the Corporation, against reasonable expenses incurred by the person in connection with the proceeding.

(b) The Corporation shall indemnify or advance expenses of litigation to its directors, officers, employees and agents as provided in the bylaws.

Article IX
Liability of Directors

(a) No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; or (iv) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defenses

ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

(b) If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article X
Nondiscriminatory Policy

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of age, race, color, creed, national origin, gender, sexual orientation, marital status, military status or disability.

Article XI
Bylaws

The initial bylaws of the Corporation shall be as adopted by the Board of Directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these Articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.