ARTICLES OF INCORPORATION
CEDAR RAPIDS BEER NUTS, INC.

The undersigned Incorporators, desiring to form a corporation pursuant to the provisions of the Revised Iowa Non-Profit Corporation Act, Chapter 504 §202 ("Authorizing Law") adopt the following Articles of Incorporation:

ARTICLE I - NAME
The name of this Corporation is CEDAR RAPIDS BEER NUTS, INC., hereinafter referred to as the "Corporation", or the "Club".

ARTICLE II - PURPOSES
The purposes for which the Corporation is formed are as follows:

Section 2.1. The Corporation is organized exclusively for tax exempt purposes to act as a "social club" for the pleasure, recreation, and other similar nonprofit purposes of its members within the meaning and as permitted by 501(c)(7) of the Internal Revenue Code of 1986 and related regulations, or the corresponding provisions of any future United States Internal Revenue Law ("Tax Laws").

Section 2.2. Subject to purpose set forth in Section 2.1 of this Article II, the Corporation has the following objectives:

The purpose of the Club shall be to encourage all members:
To mature as brewers and beer enthusiasts;
To promote the dissemination of knowledge in the art of brewing;
To encourage and reward individuals dedicated to the brewing arts;
To educate the beer connoisseur in identifying the components of beers;
To foster the responsible use of the products of our craft; and
To celebrate the fruits of our labors.

ARTICLE III - POWERS
Section 3.1. This Corporation shall possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations under the Authorizing Law that are suitable and proper for the accomplishment of the Corporation's purposes or the furtherance of any of the powers of the Corporation.

Section 3.2. All powers of this Corporation shall be exercised only so that the activities of the Club shall be exclusively within the contemplation of Section 501(c)(7) of the Tax Laws.

Section 3.3. Notwithstanding any other provisions of these Articles this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(c)(7) of the Tax Laws.

ARTICLE IV - SEAL
The Corporation shall not have a corporate seal.

ARTICLE V - PERIOD OF EXISTENCE
The period of duration of the Corporation shall be perpetual.

ARTICLE VI - RESIDENT AGENT AND PRINCIPAL OFFICE
Section 6.1. Resident Agent. The name of the Corporation's Resident Agent for service of process is Timothy Sines. The resident Agent's address is:

2309 42nd St NE
Cedar Rapids, IA 52402

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is:

2309 42nd St NE
Cedar Rapids, IA 52402

Section 6.3. Change in Agent or Office. The registered agent and/or office may be changed from time to time by resolution of the Board of Directors and the filing of a statement of change in compliance with applicable provisions of the Authorizing Law.

ARTICLE VII – MEMBERS
This Corporation shall have members whose membership requirements shall be as specified in its Bylaws.

ARTICLE VIII – CAPITAL STOCK
This Corporation shall have no authority to issue capital stock

ARTICLE IX - BOARD OF DIRECTORS
Section 9.1. Board of Directors. The management and direction of the activities and affairs of this Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the Directors of this Corporation, the time and place of their meetings and such other provisions with respect to the Directors as are not inconsistent with the express provisions of these Articles of Incorporation, Authorizing Law or Tax Laws shall be as specified in the Bylaws of the Corporation.

Section 9.2. Initial Directors. The initial Board of Directors of the Corporation is composed of five members. Names and post office addresses of the initial Board of Directors are:

Name	Address
Timothy Sines	2309 42nd St NE, Cedar Rapids, IA 52402

Roy Anthony Browning	1722 Chestnut Ln NE, Cedar Rapids, IA 52402
Kent Ball	1656 Camelback Rd NE, Solon, IA 52333
James Potts	1916 Fox Trail Dr NE, Cedar Rapids, IA 52402
Randy Carris	10502 246th Ave, Anamosa, IA 52205

Section 9.3. Initial Term. The term of office of each initial Director shall be until such Director's successor shall have been elected or otherwise shall qualify as provided in the Corporation's Bylaws.

ARTICLE X – INCORPORATORS

The name and post office address of the incorporators of the Corporation are:

Name	Address
Timothy Sines	2309 42nd St NE, Cedar Rapids, IA 52402
Roy Anthony Browning	1722 Chestnut Ln NE, Cedar Rapids, IA 52402
Kent Ball	1656 Camelback Rd NE, Solon, IA 52333
James Potts	1916 Fox Trail Dr NE, Cedar Rapids, IA 52402
Randy Carris	10502 246th Ave, Anamosa, IA 52205

ARTICLE XI - PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Provisions for the regulation and conduct of the affairs of the Corporation that define, limit and/or regulate the purposes and powers of the Corporation and the authority of its Directors, officers and members are as follows:

Section 11.1. Prohibition against Discrimination. The Corporation shall engage in no activity that discriminates against or harasses any person based on race, color, creed, religion, gender, national origin, age, marital status or sexual orientation.

Section 11.2. Restriction on Lobbying and Political Activities. The Corporation, except to the extent permitted by Section 501(h) of the Tax Laws, shall not in any manner or to any extent carry on propaganda, lobbying or otherwise attempt to influence legislation. The Corporation shall not in any manner participate or intervene in (including the publishing or distributing of statements concerning) any political campaign on behalf of any candidate for public office or any ballot issue, nor shall the Corporation carry on any other political activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Tax Laws.

Section 11.3. Restriction upon Net Earnings. The Corporation shall have no capital stock, either authorized or issued. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director, officer, member or other private individual. This prohibition shall not preclude reimbursement of authorized expenses advanced by such individuals on behalf of the Corporation, nor shall it preclude reasonable compensation for services rendered to or for the Corporation to further its purposes. No Director, officer, member or other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation or otherwise, except that moneys loaned or advanced to the Corporation by a Director, officer or member in furtherance of one or more of the Corporation's purposes may be repaid without interest.

Section 11.4. Restrictions upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition that is inconsistent with the purposes of the Corporation as stated in these Articles.

Section 11.5. Interest of Directors or Officers in Contracts. Any contract or other transaction between the Corporation and 1) any of its Directors or officers, 2) any firm of which any of the Corporation's Directors or officers is an employee or owns an 5% or greater interest, or 3) another corporation or association in which any of the Corporation's Directors or officers is also a shareholder of a 5% or greater interest, Director or officer, shall be valid for all purposes, notwithstanding the presence of such Director, officer or member at the meeting of the Board of Directors of the Corporation at which the contract or transaction was approved, if the fact of such interest shall have been disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the disinterested Directors present (or such greater vote as may be required by the Authorizing Law); provided, however, that any such contract or transaction shall be at arm's length and not violate any of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 11.6. Prohibition against Compensation and Loans. No Director or officer of the Corporation shall receive compensation for his/her services as Director or officer. The Corporation shall not lend money to or guarantee the personal obligations of any Director, officer or member.

Section 11.7. Execution of Documents. Instruments or contracts having or requiring the acknowledgment of this Corporation shall be sufficiently executed if signed by any two persons serving as officers or as may be otherwise authorized by Resolution of the Board of Directors.

Section 11.8. Distribution of Assets upon Dissolution. Upon the dissolution of the Corporation any assets remaining after payment or provision for payment of all its debts and liabilities shall, in accordance with the Authorizing Law and 501(c)(3) Tax Laws be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, or scientific purposes and that is tax exempt under Section 501(c)(3) of the Tax Laws.

ARTICLE XI - BYLAWS
The power to make, alter, amend or repeal the Bylaws of the Corporation is hereby vested in the Directors of the Corporation. The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with Authorizing Law, 501(c) (7) Tax Laws and these Articles of Incorporation.

ARTICLE XII - NON-LIABILITY OF DIRECTORS
To the full extent permitted by Authorizing Law, a Director of the Corporation shall have immunity and shall not be liable to the Corporation or to others for his/her acts or omissions as a Director, except liability for any of the following: (1) the amount of a financial benefit received by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provisions of the Authorizing Law; (4) an intentional violation of law, or (5) any other exception under Authorizing Law. If the Authorizing Law is later amended to authorize the further elimination or limitation of the liability of Directors, then, the liability of a Director of the Corporation shall automatically, without any further action by the Corporation, be eliminated or limited to the full extent of such amendment. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a Director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS,
The Corporation shall indemnify a Director for liability to any person for any act or omission as a Director, except liability for any of the following: (1) receipt of a financial benefit by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation or others; (3) a violation of any unlawful distribution provisions of the Authorizing Law; (4) an intentional violation of law, or (5) any other exception under Authorizing Law. The Corporation shall exercise all of its permissive powers as often as necessary to so indemnify and advance expenses to its Directors to the fullest extent permitted by Authorizing Law. If the Authorizing Law is later amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically, without any further action of the Corporation, to require indemnification and advancement of funds to pay for or reimburse expenses of its Directors to the fullest extent permitted by such amendment. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XIV - AMENDMENTS/DISSOLUTIONS
These Articles shall be amended or the Corporation dissolved only by a 2/3 majority vote of the Directors of the Corporation at either a regular or special meeting of the Board of Directors subject to any requirements of notice contained in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators hereby execute these Articles of Incorporation.

INCORPORATORS:

[Signature]	8-2-2012 Date
Timothy K Sines [Printed Name]	
[Signature]	8/2/2012 Date
JAMES N Potts [Printed Name]	
[Signature]	8/2/2011 Date
Randy Carnis [Printed Name]	
[Signature]	8/2/2012 Date
Roy A Browning [Printed Name]	
[Signature]	8/2/2012 Date
Kent J Ball [Printed Name]	