

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:

<u>Name</u>	<u>Address</u>
Timothy Sines	2309 42nd St NE, Cedar Rapids, IA 52402

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

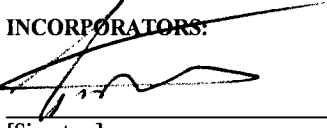
The Corporation shall indemnify a Director for liability to any person for any act or omission as a Director, except liability for any of the following: (1) receipt of a financial benefit by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation or 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]

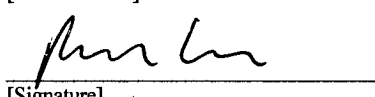
Timothy K Sines
[Printed Name]

8-2-2012
Date


[Signature]

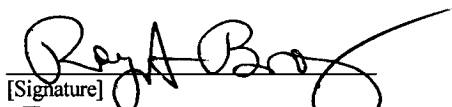
JAMES N POTTS
[Printed Name]

8/2/2012
Date


[Signature]

Randy Carris
[Printed Name]

8/2/2012
Date


[Signature]

Roy A Browning
[Printed Name]

8/2/2012
Date


[Signature]

Kent J Ball
[Printed Name]

8/2/2012
Date