

ARTICLES OF INCORPORATION

OF

BAVARIAN BREWING COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That, George M. Schott, William C. Schott, Louis Schott and Chris Schott, of Cincinnati, Hamilton County, Ohio, have associated themselves together for the purpose of forming a corporation and do hereby make and adopt the following Articles of Incorporation under and pursuant to the general laws of the Commonwealth of Kentucky, to wit:

Article One. The corporation hereby organized shall be named and known as the "BAVARIAN BREWING COMPANY" by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct and carry on its business.

Article Two. The principal office and place of business of said corporation shall be in the City of Covington, Kenton County, Kentucky.

Article Three. The nature of the business proposed to be transacted, promoted and carried on by this corporation shall be the manufacturing, brewing, fermenting, storing, keeping, selling, transporting and distributing of beers and ales, including all similar and kindred malt products; to engage in the wholesale and retail business of buying, selling, importing, exporting and distributing beers and ales of all kinds and character; to acquire, purchase, store and hold grains, hops, malt, rice, flakes, salt and any and all raw materials necessary or incident to the manufacture, sale or distribution of said products; to engage in and carry on a general advertising business and to acquire and hold such supplies, labels, copyrights, trade names, trade marks or other devices, advertisements and novelties necessary or incident to carrying on and conducting said business and the manufacture and sale of said products; to purchase, build, operate and maintain breweries, warehouses, storage cellars, and such tubs, tanks, vats and other equipment as may be necessary or incident thereto; to purchase, acquire, and hold all necessary machinery and equipment, office furniture, transportation facilities, wagons and trucks, cooperage, bottles, and cases, and all like or similar things which may be necessary or incident to the manufacture, sale or distribution of beers and ales; to erect, build, buy, lease or otherwise acquire, own and hold real estate and personal property for the maintenance, operation and carrying on of said business as may seem proper to the Board of Directors, and generally to do all things necessary or proper to carry on the manufacture, sale and distribution of

beers and ales as herein set forth.

Article Four. The capital stock of this corporation shall consist of One Hundred Fifty-two Thousand (\$152,000.00) Dollars, which shall be divided into Fifteen Hundred Twenty (1520) shares of the par value of One Hundred (\$100.00) Dollars each.

Article Five. The names, places of residence and number of shares of stock subscribed by each stockholder are as follows:

George M. Schott	Cincinnati, Ohio.	190 shares
William C. Schott	Cincinnati, Ohio.	190 shares
Louis Schott	Cincinnati, Ohio.	190 shares
Chris Schott	Cincinnati, Ohio.	190 shares

Article Six. This corporation shall commence business as soon as practicable after these Articles are filed in the office of the County Clerk of Kenton County, Kentucky, and in the office of the Secretary of State of the Commonwealth of Kentucky, and Fifty (50%) per cent of the capital stock of this corporation has been subscribed, which subscription is hereby certified to the Secretary of State. The corporation shall continue for a period of Fifty (50) years unless sooner dissolved by a two-thirds (2/3) vote of the capital stock then outstanding.

Article Seven. The affairs and business of this corporation shall be conducted by four directors, one of whom shall be elected President of the Board and another Vice President, and another Secretary and another Treasurer. Excepting the President, any two of the said offices may be filled by one Director as may be fixed by the by-laws of said corporation.

The first Board of Directors shall be elected by the stockholders at such time and place as the majority of the incorporators may determine, and thereafter an election of directors shall be held at the office of the corporation in Covington, Kenton County, Kentucky, on the first Monday in November of each year and they shall hold their office for one year or until the election and qualification of their successors.

The Board of Directors shall, at their first meeting, elect a President, Vice President, Secretary and Treasurer, who shall hold their offices for a term of one year, unless removed by a majority of the directors.

The Board of Directors shall have power to make all such by-laws and rules to regulate the business of the company as will not be inconsistent with the provisions of these articles of incorporation or the laws of the Commonwealth of Kentucky.

Article Eight. The highest amount of indebtedness or liability which the corporation may at any time incur shall be Eighty Thousand (\$80,000.00) Dollars.

Article Nine. The private property of the stockholders shall not be subject to the payment of the debts of the corporation.

*Amended  
12/10/45  
further amended  
5/18/54*

*Amended 7/26/46  
to 600,000*

IN TESTIMONY WHEREOF, the said George M. Schott, William C. Schott, Louis Schott and Chris Schott have hereunto set their hands this 21st day of January, 1938.

GEORGE M. SCHOTT  
WILLIAM C. SCHOTT  
LOUIS SCHOTT  
CHRIS SCHOTT

STATE OF KENTUCKY:  
SCT.  
COUNTY OF KENTON:

I, Gladys Jameson, Notary Public in and for said County and State do certify that the foregoing Articles of Incorporation of the Bavarian Brewing Company of Covington, Kentucky, were presented to me in said County and State by George M. Schott, William C. Schott, Louis Schott and Chris Schott and then and there acknowledged by them to be their act and deed. My commission expires September 23, 1940.

WITNESS my hand and seal of office this 21st day of January, 1938.

(SEAL) GLADYS JAMESON  
Notary Public, Kenton County, Kentucky.

STATE OF KENTUCKY:  
SCT.  
COUNTY OF KENTON:

I, SAM FURSTE, Clerk of the County Court in and for the County aforesaid, do hereby certify that the foregoing ARTICLES OF INCORPORATION OF BAVARIAN BREWING COMPANY were this day presented to me in my office certified as above and left for record at 11:11 A. M.

WHEREUPON the same, the foregoing certificate and this certificate are duly recorded in my office.

GIVEN under my hand this 24th day of January, 1938.

SAM FURSTE, Clerk  
BY: EMMA SLAYBACK D.C.

STATE OF KENTUCKY:  
SCT.  
KENTON COUNTY:

I, SAM FURSTE, Clerk of the County Court within and for the County and State aforesaid, the same being a Court of Record, having a Seal and having Jurisdiction of the Probate of Wills and the appointment and qualifications of Executors, Administrators, Guardians and other Fiduciaries, do hereby certify that the foregoing and hereto attached writing contains a full and complete copy of the ARTICLES OF INCORPORATION OF THE BAVARIAN BREWING COMPANY as fully as the same appears from the Records on file in my office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and affixed the seal of said Court at my office in Covington, Kentucky, this 24th day of January, A. D., 1938.

(SEAL)

SAM FURSTE  
Clerk.

COMMONWEALTH OF KENTUCKY

OFFICE OF THE  
SECRETARY OF STATE

CERTIFICATE

I, CHARLES D. ARNETT, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of Articles of Incorporation of "BAVARIAN BREWING COMPANY," filed in this office January 24, 1938.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Done at Frankfort this 24th day of January, 1938.

(SEAL)

CHAS. D. ARNETT  
Secretary of State