

PO5000138547

D. Raul Patton

(Requestor's Name)

2305 Killbuck Center Blvd.

(Address)

Apt # E-108

(Address)

Tallahassee / FL / 32309 / 850-509-2398

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION
OF
PATTON BROTHER BREWING COMPANY**

ARTICLE I

The name of the corporation shall be Patton Brother Brewing Company.

ARTICLE II

The duration of existence of Patton Brother Brewing Company shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any act, activity and/or business for which corporations may be organized under Florida law.

ARTICLE IV

The street and mailing address of the initial principal office is 5661 West Anthony Road, Ocala, FL 34479

ARTICLE V

The corporation is authorized to issue an aggregate of 10,000 shares of \$0.01 par value common stock. The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate and unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE VI

No shareholder of the corporation shall have, by reason of holding shares of any class of stock of the corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares of such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VII

The name and address of the registered agent of Patton Brother Brewing Company is Frank A. Boullosa, 402 Hubert Avenue South, Tampa, FL 33609.

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ARTICLE VIII

The number of directors constituting the initial Board of Directors, to serve until the first meeting shareholders, is two. The initial Board of Directors of Patton Brother Brewing Company shall be comprised of the following individuals:

D. Raul Patton
2305 Killlearn Center Blvd, Apt E-108
Tallahassee, FL 32309

M. Wayne Patton
2816 Vine Street, Apt 245
Dallas, TX 75204

ARTICLE IX

The directors of the corporation shall be exculpated to fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. No director shall be liable to the corporation except as required by the Florida Business Corporation Act.

ARTICLE X

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE XI

The name and address of the incorporator of the corporation is as follows:

D. Raul Patton
2305 Killlearn Center Blvd, Apt E-108
Tallahassee, FL 32309

ARTICLE XII

The corporation will not commence business nor incur any indebtedness, except such as shall be incidental to its organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE XIII

The corporation shall indemnify its officers and directors to the fullest extent provided by the Florida Business Corporation Act.

ARTICLE XIV

Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

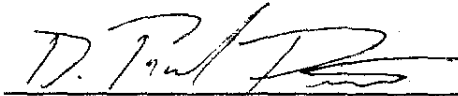
ARTICLE XV

Any action required or permitted by the Florida Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if all members of the board or of the committee take the action. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

ARTICLE XVI

The corporation shall indemnify and hold the undersigned incorporator of the corporation harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of the corporation in respect of the incorporation and organization of the corporation in what he deemed to be in or not opposed to the best interests of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of October 2005.


D. Raul Patton, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Frank A. Boullosa, Registered Agent

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TALLAHASSEE, FLORIDA