

P07000000492

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2010 AUG 30 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

SEP - 1 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harbor Brewing Company, Inc.

DOCUMENT NUMBER: P07000000492

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas Scozzafava

Name of Contact Person

Harbor Brewing Company, Inc.

Firm/ Company

213 West Main Street, PO Box 725

Address

Sackets Harbor, NY 13685

City/ State and Zip Code

contact@seawaycapital.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Kilburn

Name of Contact Person

at (315) 646-7101

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Harbor Brewing Company, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000000492

(Document Number of Corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Reduction of Authorized Shares to 250,000,000

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: August 26, 2010

Effective date if applicable: August 26, 2010 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 26, 2010

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas W. Scozzafava

(Typed or printed name of person signing)

Chairman & President

(Title of person signing)

**MAJORITY WRITTEN CONSENT OF DIRECTORS
OF
HARBOR BREWING COMPANY, INC.
IN LIEU OF MEETING OF THE BOARD OF DIRECTORS**

Pursuant to the authority granted to Directors to take action by written consent without a meeting pursuant to Section 607 of the Business Organizations Law of the State of Florida, the Board of Directors (the "Directors") of Harbor Brewing Company, Inc., a Florida corporation (the "Company" or the "Corporation"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder:

DECREASE IN AUTHORIZED SHARES

WHEREAS, the Directors believe it is in the best interest of the Corporation and the majority shareholder thereof for the Corporation to decrease its number of authorized shares of the common stock of the Corporation to two hundred and fifty million (250,000,000) shares (the "Decrease in Authorized Shares");

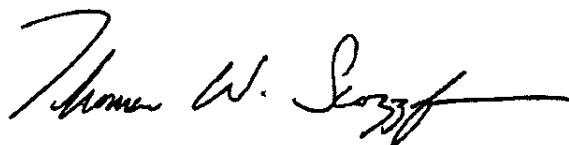
WHEREAS, the Directors have been presented with a written consent of a majority of the shares of the Corporation approving and authorizing the Decrease in Authorized Shares;

WHEREAS, the Directors believe it is in the best interest of the Corporation to authorize and approve the Decrease in Authorized Shares and the actions contemplated thereby as proposed by the Board.

NOW, THEREFORE, BE IT RESOLVED, THAT the Decrease in Authorized Shares, and the actions contemplated thereby are hereby authorized and approved; and

BE IT FURTHER RESOLVED, THAT the Officers of the Corporation are hereby authorized and instructed to take whatever action necessary to carry out the resolutions contained herein.

IN WITNESS WHEREOF, the undersigned have set forth their hand as of this
26th day of August 2010.

A handwritten signature in black ink, appearing to read "Thomas W. Scozzafava", with a stylized flourish at the end.

Thomas W. Scozzafava
Sole Director and Chairman

**MAJORITY WRITTEN CONSENT OF SHAREHOLDERS
OF
HARBOR BREWING COMPANY, INC.
IN LIEU OF MEETING OF THE SHAREHOLDERS**

The undersigned, constituting a majority of the issued and outstanding shares of Harbor Brewing Company, Inc., a Florida corporation (the "Corporation") entitled to vote thereon (the "Shareholders"), acting pursuant to the provisions of Section 607.0704 of the Florida Business Corporations Act, hereby consent to take the following actions and adopt the following resolutions effective as of the date indicated below:

DECREASE IN AUTHORIZED SHARES

WHEREAS, the Shareholders have been advised by the Board of Directors (the Board") of the Corporation that it believes that it is in the best interest of the Corporation and the shareholders thereof for the Corporation to decrease its number of authorized shares of the common stock of the Corporation to two hundred and fifty million (250,000,000) shares (the "Decrease in Authorized Shares"); and

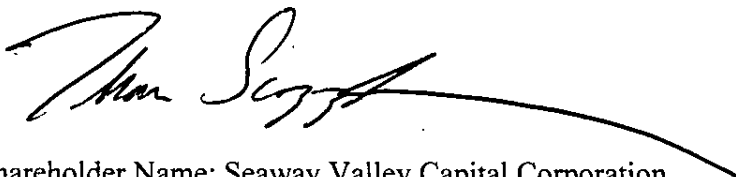
WHEREAS, the Shareholders believe it is in the best interest of the Corporation to authorize and approve the Decrease in Authorized Shares and the actions contemplated thereby as proposed by the Board.

NOW, THEREFORE, BE IT RESOLVED, THAT the Decrease in Authorized Shares, and the actions contemplated thereby are hereby authorized and approved.

GENERAL RESOLUTION

FINALLY, BE IT RESOLVED FURTHER, THAT the Board of Directors and Officers of the Corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned have set forth their hand as of this
26th day of August 2010.



Shareholder Name: Seaway Valley Capital Corporation
Number of Shares: 100,438,985 (pct of common shares: 77.1%)
By: Thomas W. Scozzafava, Chairman and President